

Australian Pipe Band Association Inc

A00335346S



Branch Constitution Regulation 1999 – 2006

Adopted by the Association pursuant to its Rule 5.1.3 and Appendix B as a
Regulation under its Rule 6.

[Last Amended Conference 10/09/2005 (Adelaide) and Committee 7/5/2006]

**THESE RULES TAKE EFFECT ON
7th May 2006**

[This Regulation applies to each Branch of the Association by the inclusion of the name of the State concerned in place of the expression “—” in Rule 1.]

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1. BRANCH

These Rules provide for the management and operation of the — Branch of the Australian Pipe Band Association Inc. in accordance with the Rules of the Association and were approved by the Council of the Association on 1st August 1999. The Branch is established pursuant to the Rules of the Association to further its purposes in its area of operations and for and with its members,

2. INTERPRETATION & AMENDMENT

- 2.1** Unless otherwise required by the context, words in these Rules and in any By-Laws made under them shall have the meanings assigned to them in the Association's Rules.
- 2.2** In these Rules,
"branch" means the branch of the Association named in Rule 1 hereof;
"Branch Council" means the body established pursuant to Rule 6 hereof;
"Branch Executive" means the executive committee for the branch established pursuant to Rule 7 hereof;
- 2.3** All questions of the interpretation of these Rules and of any By-Laws made under them shall be determined by the Council of the Association and in between meetings of the Council, the Committee of the Association.
- 2.4** These Rules may be altered by the Branch Council [by resolution of which not less than thirty days' written notice has been given to all members of the Branch Council] but an amendment shall have no effect until approved by the Association Committee or Council, which approval shall not unreasonably be withheld, provided that the amendment is in accordance with the Rules of the Association and Regulations made there under.

3. MEMBERSHIP

- 3.1** The following shall be members of the Branch:
- all persons registered with the Association as competing members pursuant to the Association's "Australian Pipe Band Contest Regulation" from time to time in force by a band which is registered through the branch;
 - all other persons registered with the branch as members of such a band;
 - all members of each Active and Reserve List of judges and of Contest Supervisors maintained by the branch, and of such an Active List maintained by the Association who indicate their desire to be members of the branch;
 - all other members of the Association who select the branch as the branch through which they will belong to the Association;
 - subject to Rules 3.2 and 3.3 hereof, a person elected to Life Membership of the Branch or appointed a Chieftain or Patron of the Branch during the duration of that appointment.
- 3.2** A person who has rendered such service to the Branch as to be entitled to distinction may be elected to Life Membership of the branch by the Branch Council by a majority of two-thirds of the votes cast on the matter, provided that there shall not be more than twelve life members at any one time. A Life Member of the Branch, as such, shall not be liable to pay any subscription or levy imposed by the Association or the branch.

- 3.3** The Branch Council may, from time to time, appoint for such period as it thinks fit or indefinitely, a suitable person to be Chieftain and suitable persons to be Patrons of the branch, provided that the prior approval of the Association Committee or Council has been given to the appointment, and provided further that that approval shall not be withheld unreasonably. The Chieftain and a Patron, as such, shall not be liable to pay any subscription or levy imposed by the Association or the branch. On agreeing in writing to be bound by the Statement of Purposes and Rules of the Association, a Chieftain or Patron shall become a member of the Association.

4. GENERAL MEETINGS

4.1 ANNUAL GENERAL MEETING

- 4.1.1** An Annual General Meeting of the branch shall be held in each calendar year on a date fixed by the Branch Council.

- 4.1.2** The business of an Annual General Meeting shall be:

- (i) To confirm the minutes of the previous Annual General Meeting and of any Special General Meetings held since;
- (ii) To receive and adopt financial statements for the preceding financial period;
- (iii) To receive and adopt a report by the Branch Executive on the affairs of the branch during the preceding financial period;
- (iv) To elect the branch officers for the ensuing period in accordance with Rule 5 hereof and to elect the auditor or auditors for the ensuing period; and
- (v) To transact such other business as it may properly consider and which the chairman may permit to be raised.

4.2 EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the branch may be held on such occasions as the Branch Council or Branch Executive thinks fit, and shall be held within two months after the receipt of the Secretary of the Branch of a requisition therefore signed by one-fifth of the members of the branch [whether composed of one document or a number of like documents] stating the proposed business of the meeting.

4.3 NOTICE, ATTENDANCE, VOTING, PROCEDURE

- 4.3.1** At least 21 days' written notice stating the date, time and place of a general meeting shall be forwarded to all members of the branch; to members registered by a band in care of the Secretary for the time being of that band, and to all other members by electronic or¹ pre-paid ordinary post.
- 4.3.2** All currently financial members of the branch shall be entitled to attend, speak and vote at a General Meeting of the branch.
- 4.3.3** All members of the Association shall be entitled to attend, and, by leave, to speak, at a General Meeting of the branch. A member of the Council or Committee of the Association shall be entitled to attend and to speak, but not to vote, at a general meeting of the branch.²
- 4.3.4** At a General Meeting of the branch, the Chairman, if present, shall preside; in the absence of the Chairman, a Vice-Chairman shall preside; and if neither the Chairman nor a Vice-Chairman is present within five minutes after the time fixed for

¹ Inserted Committee 2006

² Inserted Conference 2005 (Adelaide)

the commencement of the meeting, the members of the branch then present shall elect one of their number to preside.

4.3.5 The person presiding shall have a deliberative vote, but not a casting vote

4.3.6 *[Rescinded]*³

4.3.6.01 [a] A member entitled to vote may do so personally, or if not under legal impediment, by proxy.

[b] A proxy shall be appointed, in writing signed by the appointing member, in a manner approved by the Association or the branch, in favour of a named person or of the Chairman of the meeting.

[c] A proxy appointing the Chairman of a meeting must, and in any other case may, contain directions to vote for or against any particular matter or matters or to abstain from voting thereon or to act at discretion, which directions shall be observed by the appointee.

[d] A person other than the Chairman of a meeting shall not be permitted to be appointed by more than ten persons as proxy at a meeting.

[e] An appointment of a proxy at a meeting shall be notified to the Secretary of the branch [by lodging a copy of the appointment, or in such other way as is approved by the branch] not less than 48 hours before the time fixed for the commencement of the meeting.

[f] A purported appointment of a proxy not complying with these rules shall be null and void and of no effect.⁴

4.3.7 Voting on any question shall be by show of hands, but elections shall be by ballot and if a ballot is called for on any question by no less than five members entitled to vote on it then that question shall be determined by ballot in such proper manner as the chairman of the meeting shall direct.

4.3.8 No business shall be transacted at any General Meeting of the branch unless a quorum of one-twentieth of the members entitled to vote at that meeting is present in person or by proxy. If within twenty minutes of the time fixed for the commencement of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place and at the adjourned meeting three members entitled to vote shall constitute a quorum.

5. BRANCH OFFICERS

5.1.1 The branch officers shall consist of a Chairman, two Vice-Chairmen, a Secretary, a Treasurer and an Assistant Secretary whose duties are described in Rule 11 of these Rules.

5.1.2 The branch officers shall be elected at each Annual General Meeting of the branch, in the order set out in this Rule. A person may at the same time hold office as Vice-Chairman and any other office except Chairman but shall not be entitled to more than one vote at meetings of the Branch Council or Branch Executive.

5.1.3 Not later than six weeks before the date of the Annual General Meeting for a year the Secretary of the branch shall call for nominations for the branch officers. Any member of the branch entitled to vote at that Annual General Meeting may nominate any other such member for one or more offices by notice on writing signed by both, to reach the Secretary of the branch no later than 14 days before the date of the

³ Rescinded Conference 2005 (Adelaide)

⁴ Inserted Conference 2005 (Adelaide)

Annual General Meeting. On a person being elected to an office that person's nomination for any other office shall lapse unless the form of nomination specifies that the nominee desires to stand for more than one office

- 5.1.4** Subject to these Rules, a branch officer shall hold office from the declaration of elections at an Annual General Meeting until the declaration of elections at the following Annual General Meeting.

6. BRANCH COUNCIL

- 6.1.1** The control and management of the affairs of the Branch shall, subject to the Rules of the Association and these Rules, be vested in a Branch Council
- 6.1.2** The Branch Council shall consist of:
- (i) the Chairman, Vice-Chairmen, Secretary, Treasurer and Assistant Secretary for the time being of the branch;
 - (ii) Councillors representing the bands registered with the Association through the branch; such a band may from time to time appoint remove and replace two Councillors by written notice to the Secretary of the branch signed by the Secretary or other proper officer of the band; provided that a person shall not at the same time hold office as a councillor appointed by more than one such band.⁵
 - (iii) one person being a member of each of the lists of Piping, Drumming, and Dress & Drill Judges and of Contest Supervisors, and for the purposes of this clause, "list" shall include in each case the Active and Reserve Lists maintained by the branch and the members of the Active List maintained by the Association being members of the branch; chosen by the members of each list, and notified to the Secretary of the branch by a member of the list; and "Councillor" shall mean a member of the Branch Councillor pursuant to this Clause.
- 6.1.3** The Branch Council shall exercise the powers of the branch and powers and functions delegated to it by the Association in accordance with the Rules of the Association and these Rules.
- 6.1.4** At a meeting of the Branch Council, the Chairman, if present, shall preside; in the absence of the Chairman, a Vice-Chairman shall preside; and if neither the Chairman nor a Vice-Chairman is present within five minutes after the time fixed for the commencement of the meeting, the Councillors then present shall elect one of their number to preside.
- 6.1.5** The person presiding shall have a deliberative vote, but not a casting vote.
- 6.1.6** Voting on all matters shall be by show of hands unless a ballot is requested in relation to a particular matter by not less than five Councillors when that matter shall be determined by ballot in such proper manner as the chairman of the meeting directs.
- 6.1.7** The Branch Council shall meet at least four times in any calendar year and may meet as thought appropriate for the proper management of the business of the branch.
- 6.1.8** A meeting of the Branch Council may be convened by the Chairman or Secretary of the branch, by requisition signed by at least five Councillors and delivered to the Secretary of the branch, by the Branch Executive or by resolution of a meeting of the Branch Council.

⁵ Inserted Conference 2005 (Adelaide)

- 6.1.9** Notice of a meeting, in writing, shall be given by the Secretary of the branch to all Councillors, and in the case of a Councillor appointed by a band, at the address of the Secretary for the time being of that band.
- 6.1.10** The continuing members of the Branch Council may act notwithstanding any vacancy in its membership.
- 6.1.11** A member of the Association not being a Councillor shall be entitled to attend a meeting of the Branch Council, and, by leave, to speak at that meeting. A member of the Council or Committee of the Association shall be entitled to attend and to speak, but not to vote, at a meeting of the Branch Council.⁶
- 6.1.12** No business shall be conducted at a meeting of the Branch Council unless at least one-tenth of its members, being not less than six persons, are present.

7. BRANCH EXECUTIVE

- 7.1** There shall be a body, known as the Branch Executive, comprised of the officers of the branch, which shall be subsidiary to the Branch Council and to which the Branch Council may delegate any of its powers or functions, including powers or functions delegated to it by the Association unless the Association has otherwise directed.
- 7.2** The powers of the Branch Executive shall be:
- (i) To determine the agenda for meetings of the Branch Council;
 - (ii) To investigate and if it considers desirable to report to the Branch Council on any item to be included or which may be included on the agenda;
 - (iii) To supervise and direct the execution of the decisions of the Branch Council;
 - (iv) To exercise as it thinks fit but subject to the Rules and Regulations of the Association, these Rules and any directions of the Branch Council such of the powers or functions of the Branch Council as are delegated to it and to report to the Branch Council thereon;
 - (v) To exercise as it thinks fit but subject to the Rules and Regulations of the Association, these Rules and any directions of the Branch Council the powers of the Branch Council in any matter requiring immediate or urgent action and to report to the Branch Council thereon. The Branch Executive shall not expend on any item, without the prior sanction of the Branch Council, more than \$500 or such other greater sum as the Branch Council, with the approval of the Association Committee, shall from time to time determine.
- 7.3** The Branch Executive shall meet as required, on the requisition of the Chairman or Secretary of the branch or of two of its members.
- 7.4** No business shall be transacted at a meeting of the Branch Executive unless at least four of its members are present; a resolution in writing signed by all the members of the Branch Executive shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Branch Executive.
- 7.5** At a meeting of the Branch Executive, the Chairman, if present, shall preside; in the absence of the Chairman, a Vice-Chairman shall preside.
- 7.6** The Branch Executive may meet in any convenient manner, including electronic or telephonic conferencing, as it thinks fit.
- 7.7** The continuing members of the Branch Executive may act notwithstanding any vacancy in its membership. A casual vacancy in the membership of the Branch

⁶ Inserted Conference 2005 (Adelaide)

Executive may be filled by the appointment by the Branch Council of an eligible member.

- 7.8** The Branch Executive may determine who (other than its members) shall be entitled to attend its meetings or a particular meeting, and may permit any such person to speak at a meeting.

8. CESSATION OF OFFICE

- 8.1** The office of a branch officer or Councillor shall become vacant if that person
- (i) resigns the office by notice in writing to the Secretary;
 - (ii) ceases to be a member of the Association; or
 - (iii) dies or becomes of unsound mind or a patient or infirm person under the Public Trustees Act 1958 or any re-enactment or substitution for that Act, or any corresponding provision in the place of residence of the person; or, unless the Branch Council, with the approval of the Committee of the Association, otherwise determines, or
 - (iv) becomes bankrupt or makes any arrangement or composition with creditors generally; or
 - (v) is convicted of any criminal offence and punished by a sentence of imprisonment; or, if a branch officer,
 - (vi) is removed from office by resolution carried by two-thirds of the members entitled to vote present in person or by proxy at a Special General Meeting; or, if a Councillor appointed by a band,
 - (vii) is removed from office by written notice to the Secretary of the branch signed by the Secretary or other proper officer of the band.

9. SUB-BRANCHES

- 9.1** The branch may from time to time establish a Sub-Branch or Sub-Branches, allocating to each an area of operation, on such terms and rules as it may, with the prior approval of the Council or Committee of the Association (which shall not unreasonably be withheld), determine.
- 9.2** The terms and rules applicable to a Sub-Branch shall not be altered or amended without the prior approval of the Council or Committee of the Association (which shall not unreasonably be withheld).

10. SUBCOMMITTEES

- 10.1** Branch Council may from time to time appoint Subcommittees for such purposes and to exercise such of its powers as it may deem fit.
- 10.2** A Subcommittee shall consist of a member or members of the branch nominated by the Branch Council.
- 10.3** The Chairman, Secretary and Treasurer of the branch shall be, ex officio, members of all Subcommittees.
- 10.4** A Subcommittee may meet as it finds convenient, provided that the time and place of each meeting is promptly notified to the Secretary.
- 10.5** Each Subcommittee shall keep a record of its proceedings and shall furnish a copy thereof to the Secretary of the branch.
- 10.6** A Subcommittee shall operate in accordance with any regulations imposed and directions given by the Branch Council or Branch Executive.

11. POWERS AND DUTIES OF OFFICERS

- 11.1** The Chairman and Vice-Chairmen shall carry out the duties allotted by these Rules.
- 11.2** The Secretary shall be responsible for the recording and keeping of the Minutes of Meetings of the branch, Branch Council and Branch Executive, the conduct of correspondence, the issuing of notices pursuant to these Rules, the preparation of the agenda for meetings of the branch, Branch Council and Branch Executive and the custody of the books documents and securities of the branch. A member of the branch and a member of the Committee or Council of the Association shall be entitled to inspect the Minute Book and the registers and papers of the branch at any reasonable time on application to the Secretary.
- 11.3** The Treasurer shall be responsible for the keeping of the accounts of the branch, the safe custody and banking of all the moneys of the branch, the application of the funds of the branch in accordance with these Rules, the presentation at each Branch Council and Branch Executive meeting or as otherwise directed of a statement showing the financial position of the branch, and the presentation annually of the audited financial reports. A member of the branch or of the Council or Committee of the Association shall be entitled to inspect the books and accounts of the branch at any reasonable time on application to the Treasurer.
- 11.4** The Branch Council may from time to time appoint such member or members of the branch to such other offices with such duties as it may determine, and may determine any such appointment.
- 11.5** The Branch Council or Branch Executive shall from time to time appoint a competent member of the branch to be Deputy Registrar for the Branch, to carry out duties related to registration of members under the Australian Pipe Band Contest Rules, maintenance of the Association's register of members and the like, to carry out those duties as directed by the Association's Registrar (or, in the absence of a Registrar, the Secretary of the Association) and may terminate any such appointment and make a further appointment, but so that there is at all times a Deputy Registrar for the branch.

12. ACCOUNTS AND FINANCIAL; SUBSCRIPTIONS AND LEVIES

- 12.1** A banking account or accounts shall be maintained with such branch of such Bank as the Branch Council may from time to time determine, and all moneys received by or on behalf of the association and the branch shall be passed forthwith to the Treasurer who shall bank them without delay.
- 12.2** All Cheques and other negotiable instruments shall be signed by such person or persons and in the manner authorised by the Branch Council from time to time.
- 12.3** True accounts shall be kept of all sums of money received and spent by the branch and the matter in respect of which each receipt or expenditure occurs, and of the property, assets and liabilities of the branch. The accounts shall be kept in accordance with the policies and procedures prescribed by the Association Council and Committee.
- 12.4** The accounts shall be closed on the 30th day of June in each year and a statement shall be made out of the receipts and expenditures for the past year and a Balance Sheet shall be prepared.
- 12.5** Once at least in every year the accounts of the branch shall be examined by a suitable auditor (elected at the Annual General Meeting in respect of the reports to be presented to the subsequent Annual General Meeting).

- 12.6** The audited financial statements of the branch shall be forwarded to the Treasurer of the Association no later than the 15th day of August in each year to enable the preparation of the consolidated Association accounts.
- 12.7** The Branch Council may, with the prior written approval of the Committee or Council of the Association (which approval shall not unreasonably be withheld), impose a levy on the members of the branch and the bands registered through the branch. The branch shall not have power to impose a subscription for membership, but may, with the prior written approval of the Council or Committee of the Association (which shall not unreasonably be withheld) impose reasonable fees for the doing of any thing or provision of any services to members of the Associations or bands registered with the Association.
- 12.8** The branch shall be responsible for the collection from its members and bands registering through it of the subscriptions and other charges for registration from time to time imposed by the Association and payment thereof to the Treasurer of the Association in accordance with the Rules of the Association and any Regulations made there under.
- 12.9** ⁷A Branch shall not have power and shall not purport or represent itself as having power to contract debt of any kind whatsoever, except:-
- (i) with the prior approval of the Association Committee or Council, to establish, maintain and operate charge accounts with suppliers of goods and services, observing any conditions or limits placed thereon by the Association Committee or Council which may from time to time modify those conditions and limits;
 - (ii) with the prior approval of the Association Committee or Council, to borrow money from a specific lender on particular terms and for a particular purpose, observing any conditions imposed in relation to that borrowing and that purpose as the Association Committee and Council may impose; and
 - (iii) to obtain goods and services on customary trading terms in the normal course of its operations in accordance with any directions in that regard [as to purpose, supplier or amount involved generally or in a particular instance] of the Association Committee or Council, which directions may from time to time be varied.

13. BY-LAWS

- 13.1** The Branch Council may from time to time make, vary and repeal By-Laws consistent with the Rules of the Association and these Rules, for the internal management and well-being of the branch.
- 13.2** The Secretary of the Branch shall forthwith forward a copy of a By-Law enacted by the Branch Council or any modification thereto or repeal thereof to the Secretary of the Association. The By-Law, modification or repeal shall have no effect until receipt of a copy of it by the Secretary of the Association.

⁷ Inserted Committee 2006

14. NOTICES

- 14.1** A notice may be served by or on behalf of the branch upon any member of the branch either personally or by sending it by post to the member at the address for service shown in the Register of Members of the Association.
- 14.2** Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

15.RESTRICTIONS ON APPLICATION OF FUNDS ETC.

- 15.1** The restrictions on application of funds set out in the Rules of the Association apply to the branch. The Council or Committee of the Association may pursuant to its Rule 6.1.3 disallow a By-Law inconsistent with the Rules of the Association, Regulations made there under or these Rules or for other good reason and upon such disallowance the By-Law shall be null and void.

[end]