

AUSTRALIAN NATIONAL ASSOCIATION OF TEACHERS OF SINGING (ANATS)

CONSTITUTION

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**AUSTRALIAN NATIONAL ASSOCIATION OF TEACHERS OF SINGING
Incorporated**

CONSTITUTION

(Adopted by Special General Meeting on 13 March 1993)
(Last amended by Special General Meeting on 7 October 2000)

PART I PRELIMINARY

Name and Title

- 1) The name of the association is Australian National Association of Teachers of Singing Incorporated.

Definitions

- 2) In this Constitution unless the contrary intention appears:

'Association' means Australian National Association of Teachers of Singing Incorporated.

'Annual Meeting' means the Annual General Meeting of the Australian National Association of Teachers of Singing Incorporated convened in accordance with Clause 31 of this Constitution.

'Special General Meeting' means a meeting convened in accordance with Clause 30 of this Constitution.

'Chapter' means a group of members in a specific region.

'Council' means the National Council of the Australian National Association of Teachers of Singing Incorporated as defined in Clause 16 of this Constitution.

'Executive' means the Executive Committee of the National Council as defined in Clause 19 of this Constitution.

'The Act' means the New South Wales Associations Incorporations Act 1984 as amended.

'Seal' means the Common Seal of the Australian National Association of Teachers of Singing Incorporated.

'Secretary' means the person, persons or business appointed as Secretary of the Australian National Association of Teachers of Singing Incorporated in accordance with Clause 19 of this Constitution.

'Treasurer' means the person appointed as honorary Treasurer of the Australian National Association of Teachers of Singing Incorporated in accordance with Clause 19 of this Constitution.

PART II OBJECTIVES AND POWERS

Objectives

- 3) The Objectives of this Association are:
- a) To encourage the highest standards in the art of singing and of ethical principles in the teaching of singing and to promote education and research at all levels, both for the enrichment of the general public and for the professional advancement, development and interest of the talented.
 - b) To maintain a register of teachers of singing deemed to be qualified in terms of Clause 12.
 - c) To provide a means for all members to meet together regularly on a national, state, territory or regional basis.
 - d) To provide regular communication to members through journals, newsletters, magazines or any other means deemed appropriate.
 - e) To encourage teachers of singing to achieve excellence in their profession through the provision of scholarships and awards.

Powers

- 4) The powers of the Association are:
- a) To affiliate, co-operate, associate with or represent any national or international body as deemed fit from time to time by Council.
 - b) To print, publish, sell, lend or distribute the proceedings or reports of the Association or papers, communications or treatises relevant to the teaching of singing.
 - c) To acquire by purchasing, taking on lease, or otherwise lands and buildings and any other property and to sell, lease, sub-lease, rent, surrender, turn to account or dispose of the same or any part thereof and to erect any building on any such real property and to maintain, improve, alter, add to or demolish any buildings on any such real property.
 - d) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges, patents or trademarks which the Association may think necessary or convenient for furtherance of its objectives.
 - e) To invest and deal with the monies of the Association not immediately required in such a manner as may be determined from time to time by Council.
 - f) To borrow or raise money on such terms and in such manner as the Association deems appropriate and to secure the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any real or personal property of the Association.
 - g) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange and other negotiable or transferable instruments.
 - h) To undertake and execute either gratuitously or otherwise any trust the undertaking of which may seem desirable.

- i) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the real or personal property and the rights of the Association.
- j) To do all such other things as are incidental to or conducive to the attainment of the objectives and to the advancement of the art and teaching of singing.
- k) Provide that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or Servants of the Association or any other person in return for any service actually rendered to the Society.
- l) To import goods.

PART III MEMBERSHIP

Categories of Membership

5) There shall be eight (8) categories of membership.

- (i) Full Member
- (ii) Associate Member
- (iii) Affiliate Member
- (iv) Life Member
- (v) Student Member
- (vi) Joint Member
- (vii) Corporate Member
- (viii) Friend

Qualifications for Membership

- 6) (i) Full Member
- a) A person holding a degree or diploma appropriate to the teaching of singing and who has had three years of singing teaching experience; or
 - b) A person with five years of private music study and three years of singing teaching experience.
- (ii) Associate
A beginning teacher of singing whose training and/or teaching experience does not meet the requirements for Full Membership.
- (iii) Affiliate
A person who is involved in activities allied to the teaching of singing.
- (iv) Life Member
- a) Life Membership may be conferred by Council on any person without payment of any fee.
 - b) Any Full Member may apply for Life Membership which will be granted on payment of a one-time Life Membership fee equal to ten (10) times the appropriate annual Full Membership fee applicable at the time of application.
- (v) Student Member
Any person who holds a full-time student identification card and who is involved in activities allied to the teaching of singing.

- (vi) Joint Member
Any persons in a professional partnership of no more than two people where at least one member of the partnership is entitled to Full Membership of the Association.
- (vii) Corporate Member
Schools, music schools (not colleges or tertiary institutions) and choirs, entitling any employee of the Corporate Member to attend ANATS functions and workshops at the rate offered to Full Members and other benefits as considered appropriate by the National Council.
- (viii) Friend
Any person who supports the objectives of the Association but who does not qualify for admission under any other category, including students of singing teachers who do not hold full-time student identification cards.

6A Full Members, Affiliates and Life Members have the right to vote and hold office in the Association.

Membership Fees

7. The annual membership fee payable by the various categories of members shall be determined by resolution of the Annual Meeting on the recommendation of Council.

Application for Membership

8. All applications for membership of the Association must be in writing, addressed to the Secretary, proposed by a member of the Association and accompanied by the appropriate membership fee.

Cessation of Membership

9. A person ceases to be a member of the Association if the person:
- a) dies,
 - b) resigns that membership,
 - c) fails to pay the annual membership fee within six (6) months of the fee becoming payable, or
 - d) is expelled from the Association.

Membership Entitlements Not Transferable

10. A right, privilege or obligation which a person has by being a member of the Association:
- a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon cessation of the person's membership.

Resignation of Membership

11. A member of the Association who has paid all amounts payable by the member to the Association in respect of the members membership may resign from membership of the Association by first giving notice (being not less than (1) month or not less than such other period as Council may determine) in writing to the Secretary of the member's intention to resign, and on expiration of notice, the member ceases to be a member.

Register of Members

12. The Secretary shall cause to be established and maintained a register of members of the Association specifying the name and address of each member together with the date on which the person became a member.
13. Where a member of the Association ceases to be a member pursuant to Clause 11 and in every other case where a member ceases to hold membership, the Secretary shall ensure that an appropriate entry is made in the register of members recording the date on which the member ceases to be a member.
14. The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

Disciplining of Members

15. a) The National Council may expel from membership any member deemed to be acting against the interests of the Association.
- b) Any such expulsion requires a two-thirds majority of the Council at a properly constituted meeting.
- c) Any member aggrieved by a decision of Council in accordance with Clause 15(a) may seek to overturn that decision by resolution at the next Annual Meeting. To succeed, any such resolution must be passed by a two-thirds majority of those present and voting at that meeting.

PART IV MANAGEMENT

The National Council

16. The supreme governing body of the Association shall be the National Council, consisting of representatives of each Chapter elected on the basis of one Council Member for each thirty (30) Chapter members, with a minimum of one Council member for each Chapter and a maximum of three. A representative of a Chapter must reside in the region associated with that Chapter.

Functions of the National Council

17. The National Council shall:
 - i. keep under constant review the objectives of the Association as set out in Clause 3 and recommend amendments as and when necessary;
 - ii. establish policies and set priorities for the year-by-year activities of the Association;
 - iii. establish the means for the achievement of the Association's objectives in conformity with the priorities set - including setting up Chapters, committees, working parties and ad hoc groups, employing staff, consultants or others, as may be appropriate and setting the conditions of such employment;
 - iv. monitor and review the activities of the groups or individuals responsible for carrying out the Council's directions;

- v. fulfil the requirements of the law relating to incorporation, workers compensation and other relevant matters;
- vi. appoint an auditor.

Election of the National Council

18. a) Only Full Members and Affiliates are eligible for election to the National Council.
- b) Members of National Council shall serve for two (2) years and shall be eligible for re-election. Should a vacancy occur through death, resignation, failure to renew membership or for any other cause, a member shall be co-opted from the relevant Chapter to serve the balance of the term of the member replaced.
- c) An election of members of National Council shall be held annually to fill vacancies resulting from retirement of councillors at the end of a two-year term or for any other reason.
- d) The Secretary shall advise all members in writing at least two (2) calendar months prior to the date of an election of all vacancies to be filled and call for nominations of members to fill those vacancies. The number of vacancies shall be calculated on the basis of Chapter membership at the date on which the notice is sent.
- e) Nominations of members for election to vacancies on National Council shall be in the hands of the Secretary at least one calendar month prior to the election being held and shall be signed by the proposer who should be a member of the same Chapter as the nominee and who must secure the agreement of the nominee to serve on National Council, if elected.
- f) Should the nominations received be equal to or less than the number of vacancies to be filled, the members nominated shall be deemed to be elected provided that the National Council as then constituted will satisfy the requirements of Clause 16 relating to Chapter representation.
- g) Should the number of nominations received exceed the number of vacancies to be filled, an election shall be held. The National Council shall conduct the election by post with votes sought from all members eligible to vote.

Executive of the National Council

19. The Members of the National Council shall elect an Executive comprising:

President
Deputy President
Secretary
Treasurer
Two (2) other members (including, if practicable, the immediate past President).

Filling of Vacancies

20. All offices shall automatically become vacant every two (2) years on the election of the National Council. Casual vacancies occurring within the two-year term of the Executive shall be filled by the National Council by the election of another member to fill the vacancy.

Delegation of Powers of the National Council

21. The National Council may delegate to the Executive all its powers except:

- (i) the power to delegate; and
- (ii) the power to recommend changes to the Constitution.

President

22. The President shall:

- (i) preside at all general meetings of the Association, National Council meetings and functions;
- (ii) represent the Association at conferences, official functions, hearings and on other public occasions when it is necessary or appropriate for the Association to be represented;
- (iii) issue statements to the media on major developments or policy changes;
- (iv) act as a referral point for all activities of the Association and between the Association and the general community.

Deputy President

23. The Deputy President shall:

- (i) assist the President in his/her duties;
- (ii) act on behalf of the President when he/she is not available.

Secretary

24. The Secretary shall:

- (i) implement National Council and Executive decisions;
- (ii) keep minutes of general, National Council and Executive meetings;
- (iii) ensure that the register of members as required by Clause 12 is maintained;
- (iv) attend to correspondence;
- (v) ensure that meetings are called as required;
- (vi) seek nominations for vacancies on National Council in accordance with the provisions of Clause 18.

Treasurer

25. The Treasurer shall:

- (i) implement the financial decisions of the National Council and the Executive;
- (ii) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made;

- (iii) operate the Association's bank accounts and ensure that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association;
- (iv) prepare the annual financial reports of the Association and after these returns have been audited, present them to the Annual Meeting, and prepare any other financial reports or budgets which may be required by Council or the Executive.

Public Officer

26. a) The National Council shall appoint a Public Officer. The person appointed to this position need not be a member of National Council but must be eighteen (18) years of age or older and a resident of New South Wales and may hold that office until the office is vacated in accordance with the provisions of sub-clause (b) of this Clause.
- b) The Public Officer shall be deemed to have vacated his or her position in any of the following circumstances:
- (i) death;
 - (ii) resignation after having given one month's notice;
 - (iii) removal from office by the National Council or at a General Meeting;
 - (iv) bankruptcy or financial insolvency;
 - (v) mental illness;
 - (vi) residency outside New South Wales.
- c) When the position of Public Officer becomes vacant, the National Council shall notify the Corporate Affairs Commission in the manner and within time limits prescribed by the Act and appoint a new Public Officer.
- d) The Public Officer is required to provide to the Corporate Affairs Commission such information as is required by the Act in the form and within the time limits which the Act or the Corporate Affairs Commission prescribes.

National Office

27. The national office of the Association may be established in any State or territory and may rotate between various locations if the National Council so determines, provided that any such rotation shall not occur more frequently than once every two years.

Committees

28. The National Council may establish committees for any purposes deemed appropriate.

Meetings of the National Council and the Executive

29. a) The National Council shall meet at least once in each calendar year in such locations and by such means (for example in person or by mail, teleconference or videoconference) as it determines.
- b) The President shall chair all meetings and in his or her absence, the Deputy President. If neither is able to be present, a chairman to conduct the business of that meeting only shall be elected from among those present.

- c) Decisions of the Council, save as provided in Clause 15(b), shall be by majority vote. No business shall be transacted until a quorum is present. If no quorum is present, the meeting shall be adjourned to another mutually suitable date as soon as possible after the original date.
- e) Notice of Council meetings shall be given at previous Council meetings or by such other means as the Council determines which in no case shall be less than twenty-one days.
- f) The Executive shall meet as often as necessary to conduct the daily business of the Association.
- g) The President, or in his or her absence the Deputy President, shall chair all meetings of the Executive.
- h) The quorum for an Executive meeting shall be the President or Deputy President and two other members.
- i) Decisions of the Executive shall be by majority vote.
- j) The chairman of a meeting of the Executive shall exercise a deliberative vote only.

General Meetings

- 30. a) National Council, whenever it thinks fit, may convene a Special General Meeting of the Association. Notwithstanding, a Special General Meeting must be convened by the Council within three months of receiving a written request to do so from at least five percent of the membership of the Association.
- b) At least twenty-eight (28) days' notice of all general meetings shall be given to members.
- c) The quorum for a general meeting shall be the number of members presently on the National Council plus one. If within half an hour after the time appointed for commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case, the meeting shall be adjourned to another mutually suitable date as soon as possible after the original date. If at the adjourned meeting a quorum is not present within half an hour after the appointed time for the commencement of the meeting, the members present -being not less than seven (7) - shall constitute a quorum.
- d) Voting at general meetings shall be by show of hands but a secret ballot may be requested by any member. Decisions shall be made by a simple majority vote except for those matters set out in Clause 32 which must be decided by special resolution in which case a two-third majority is required.
- e) In the case of equality of votes, the person appointed to chair the general meeting shall have a second or casting vote.
- f) Only financial members of the Association are eligible to vote. Student Members or Friends shall not be eligible to vote at annual or general meetings.

- g) Those members unable to be present at a general meeting may record a vote by post in relation to the election of officers, special resolutions or motions of which prior notice has been given. Any such vote is to be in the hands of the Secretary ten (10) days prior to the meeting at which the issue is considered. The person conducting the meeting must take account of postal voting before declaring the result of any such election, special resolution or motion.

Annual General Meeting

31. a) An Annual General Meeting of the Association shall be held once in each calendar year.
- b) The following business shall be transacted at the Annual General Meeting:
- (i) confirmation of the minutes of the last Annual General Meeting and any subsequent special general meeting;
 - (ii) receipt of the President's report upon the activities of the Association in the last financial year;
 - (iii) election of the officers and members of the National Council in accordance with Clause 18 of this Constitution;
 - (iv) receipt and consideration of an audited statement from Council which gives a true and fair view of the last financial year of the Association's income and expenditure, assets and liabilities, mortgages, charges and other securities and trust properties;
 - (v) consideration of any recommendations from Council regarding fees, budgets or other matters and any matters of general business raised by members.

Special Resolution

32. A special resolution must be passed by a general meeting of the Association to effect the following changes:
- (i) a change in the name of the Association;
 - (ii) a change in the Constitution of the Association;
 - (iii) a change in the objectives of the Association;
 - (iv) an amalgamation with another Incorporated Association;
 - (v) to voluntarily wind up the Association and distribute its assets.
33. A special resolution shall be passed in the following manner:
- (i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - (ii) the notice must give details of the proposed special resolution and give at least twenty-eight days' notice of the meeting;
 - (iii) a quorum must be present at the meeting;
 - (iv) at least two-thirds of the total of those present plus those voting by post must vote in favour of the resolution for it to be carried.

PART V MISCELLANEOUS

Registered Office

34. The registered office of the Association shall be at a place determined by the Council as appropriate, provided that the place chosen shall be in accordance with the provisions of the Act.

Common Seal

35. The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Council. The stamping of the Common Seal shall be witnessed by two members of the Council whose signatures shall be appended to the document.

Winding up of the Association

36. a) Should the Association be wound up, the assets of the Association shall be distributed by the Council to the body or bodies having similar aims and objectives to this Association.
- b) The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association except to the amount of any unpaid membership fees and an amount not exceeding one hundred dollars (\$100).