



# VICTORIAN BANDS' LEAGUE INC. CONSTITUTION 2010



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## 1. NAME

1. The organisation shall be known as "Victorian Bands' League Incorporated" (hereinafter referred to as "the VBL").

## 2. HEADQUARTERS AND CORRESPONDENCE

1. The headquarters of the VBL shall be in Victoria at an address as determined by the VBL from time to time (hereinafter referred to as the "office of the VBL").
2. All correspondence to the VBL shall be addressed to the office of the VBL or to other electronic addresses as determined by the Executive Council.
3. The VBL will not be held responsible for delays in the delivery of documents by post, hand, third party, electronic or other means.

## 3. DEFINITIONS

1. In this constitution, unless contrary intention appears:
  - a) "The Act" shall mean the *Associations Incorporation Act 1981 (Victoria)* as amended.
  - b) "Bylaw" shall mean a method of operation of the VBL determined by the Executive Council or Delegates under section 22 from time to time to complement these rules.
  - c) "Country area" shall mean all that area of the State of Victoria outside the Metropolitan area.
  - d) "Days" shall mean calendar days
  - e) "Delegate" shall mean an accredited representative of a member.
  - f) "Delegates" shall mean all Delegates representing members.
  - g) "Delegates Meeting" shall mean a regular general meeting of the Delegates convened in accordance with section 13.
  - h) "Educational Institution" shall mean a primary school, secondary school, university or other educational organisation as determined by the Executive Council.
  - i) "Employee" shall mean a person or organisation employed by the Executive Council to undertake work on behalf of the VBL under section 20.
  - j) "Executive Council" shall mean the Board of Management of the Victorian Bands' League Incorporated.
  - k) "Financial Year" shall mean a period of twelve months commencing on 1 January.
  - l) "Member" shall mean a person, group or organisation as defined in section 5.
  - m) "Metropolitan Area" shall be that area included within a circle of 60 kilometres radius centred on the General Post Office, Melbourne.
  - n) "Office Bearers" shall be those persons holding the position of office bearers under section 17.
  - o) "The Regulations" means a regulation under the Act.
  - p) "Special Resolution" means a resolution requiring a majority of three-fourths of those attending a meeting and eligible to vote to be carried, and requiring notice of at least 21 days to be given.

- q) "Unfinancial Member" shall mean a member who has not paid all prescribed monies as set by the VBL.
2. In these rules, a reference to an officer of the VBL shall mean an office bearer as defined in section 17 or in any other case the Public Officer.
3. In these rules, wherever the context so requires, the masculine shall include the feminine and the singular shall include the plural.

#### 4. OBJECTIVES

1. The objectives of the VBL shall be to:
- a) encourage brass, concert and stage/big bands and other instrumental groups in Victoria to attain the highest possible standard in their activities.
  - b) advance the common interests of brass, concert and stage/big bands and other instrumental groups in Victoria.
  - c) provide and promote events offering cultural entertainment to the community.
  - d) encourage people of all ages to participate in community music in Victoria.
  - e) liaise and work with other organisations to promote community music in Victoria.
2. Notwithstanding clause 1 of this section, the Executive Council or Delegates may add or remove other objectives from time to time, which shall form part of the bylaws of the VBL.

#### 5. MEMBERSHIP

1. Members of the VBL shall be:
- a) Member Band
    - i) A properly formed and constituted band and other instrumental groups may apply to become a member of the VBL as a "Member Band".
    - ii) A Member Band shall elect or appoint a Delegate to the VBL.
    - iii) A Delegate of a Member Band shall represent the Member Band with the power to bind the Member Band in its dealings with the VBL.
    - iv) A Member Band, in appointing or electing a delegate agrees to ratify and/or accept responsibility for all acts of its nominated delegate done in relation to the VBL.
    - v) A Member Band shall be required to pay fees as prescribed under sections 7 and 23.
    - vi) The VBL shall not be bound to inquire into the bona fides of a Delegate of a Member Band and shall accept any person appointed or elected as a delegate in accordance with the rules of the Member Band.
  - b) Individuals
    - vii) Individuals, through their registration with, or appointment as a Delegate or Committee Member of a Member Band, shall be deemed to be Individual Members of the VBL.
    - viii) Individual Members of the VBL shall be represented by the Delegate of the band with which they are registered.
    - ix) The VBL may register bona fide students as Individual Members for an annual fee set by the VBL for the sole purpose of allowing them to compete in solo and ensemble

competitions. Student Individual Members shall be represented at Delegates' meetings by the Registrar.

c) Schools

- x) Any school may apply for membership to the VBL and students of any such school who are admitted to VBL membership shall also have the same rights and entitlements as other members of the VBL.

2. No member shall be eligible to participate in any event of the VBL, held under these rules or bylaws until a period of time as determined by the Executive Council has elapsed from the date on which the application for membership was received by the VBL.

## 6. ADMISSION TO MEMBERSHIP

1. Applications for admission or readmission to membership of the VBL shall be in writing on a form prescribed by the VBL.
2. The VBL must determine whether to approve or reject the application.
3. Every member, upon admission or readmission to the VBL, undertakes to comply with these rules and the bylaws of the VBL as defined in section 22.
4. A right, privilege or obligation of a member
  - i) is not capable of being transferred to any other member.
  - ii) terminates upon cessation of its membership whether by resignation or otherwise, except as provided for in these rules.

## 7. ANNUAL MEMBERSHIP FEE

1. All members of the VBL shall be required to pay an annual membership fee at a rate prescribed by the VBL from time to time.
2. The annual membership fee is due on 1 January and payable by 31 January each year.
3. If the annual membership fee is not paid by 31 January, the member shall not be financial until the fee is paid.
4. Only financial members of the VBL shall be eligible to participate in an event organised pursuant to the Rules of the VBL. The membership financial status of Individual Members for band contests shall be determined by reference to the financial status of the band(s) with which that Individual Member intends to play for in a contest and if such Individual Member is appointed by more than one (1) band, including those individuals registered as conductor, bandmaster, musical director and/or drum major shall, in respect of each of those bands separately, be that applying to the band in question, and being financial in respect of any one (1) band shall not confer that status in respect of any other band.
5. The VBL may choose to reduce, discount or waive the annual membership fee in the event of extenuating circumstances upon the member.

## 8. REGISTER OF MEMBERS

1. The VBL shall at all times keep and maintain a register of members. The register shall include:
  - a) The name and contact details of all Member Bands of the VBL.
  - b) The name and contact details of all Individual Members of the VBL.
  - c) The name and contact details of all Delegates to the VBL.

- d) The name and contact details of the President, Secretary, Director of Music/Conductor and Drum Major of each Member Band.
  - e) Names and contact details of all Music Adjudicators appointed by the VBL.
  - f) Names and contact details of all Drill Adjudicators appointed by the VBL.
2. The register shall be available for inspection by any member at the office of the VBL at any reasonable time in accordance with the National Privacy Principles.

## **9. DISCIPLINE, SUSPENSION, EXPULSION AND RESIGNATION OF MEMBERS**

1. A member of the VBL who has paid all monies due may resign in writing from the VBL by giving one (1) month's notice to the Executive Council, and upon expiration of that period, shall cease to become a member of the VBL.
2. Upon such resignation taking effect, the VBL shall note in the register of members an entry recording the date the member ceased to be a member.
3. Subject to these Rules, the Executive Council may by resolution carried by a two thirds (2/3) majority:
  - a) Expel a member from the VBL.
  - b) Suspend a member from membership of the VBL for a specified period.
  - c) Fine a member in accordance with the Regulations if the VBL is of the opinion that the member:
    - i) Has refused to comply with these rules.
    - ii) Has been guilty of conduct unbecoming a member or prejudicial to the interests of the VBL.
4. Where the VBL passes a resolution under clause 3 of this section the VBL shall, as soon as practicable cause to be served on the member a notice in writing:
  - a) Setting out the resolution of the VBL and the grounds on which it was based.
  - b) Stating that the member may address the VBL at a meeting of the Executive Council to be held not earlier than fourteen (14) days and not later than thirty-one (31) days after the service of the notice.
  - c) Stating the date, place and time of that meeting.
  - d) Informing the member that they may do one or more of the following:
    - i) attend the Executive Council meeting.
    - ii) give to the VBL before the date of that Executive Council meeting a written statement seeking the revocation of the resolution.
5. At a meeting of the Executive Council held in accordance with clause 4 of this section, the VBL:
  - a) shall give the member an opportunity to be heard.
  - b) shall give due consideration to any written statement submitted by the member.
  - c) shall determine by resolution carried by a two thirds (2/3) majority whether to confirm or revoke the resolution.
6. A resolution made under clause 3 of this section does not take effect:

- a) Unless the VBL confirms the resolution by a two thirds (2/3) majority in accordance with this clause at a meeting of the Executive Council held not earlier than fourteen (14) days and not later than thirty-one (31) days after the service on the member of a notice under clause 4.
  - b) Where the member exercises the right of appeal to a Delegates Meeting of the VBL called under clause 8 of this section.
7. Where the Executive Council in accordance with clause 5(c) confirms a resolution made under clause 3. of this section, the member may lodge with the VBL no later than fourteen (14) days after the service on the member of a notice in writing advising the member of the Executive Council decision a notice stating that the member wishes to appeal to the Delegates in a general meeting against the resolution.
8. On receipt of a notice of appeal under clause 7. a Special Delegates Meeting shall be called not earlier than fourteen (14) days and not later than thirty-one (31) days from receipt of the notice of appeal.
9. At a Delegates meeting convened under clause 8:
- a) No business other than the question of the appeal may be transacted.
  - b) The VBL and the member may be represented by another person or organisation.
  - c) The VBL may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution.
  - d) The member shall be given the opportunity to be heard.
  - e) The delegates present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
10. If at the Delegates Meeting:
- a) Two thirds (2/3) or more of those present vote in favour of the confirmation of the resolution, the resolution is confirmed.
  - b) In any other case, the resolution is revoked.

## **10. GRIEVANCE PROCEDURE FOR DISPUTES AND MEDIATION**

1. The grievance procedure set out in this rule applies to disputes under these rules between:
  - a) A member and another member.
  - b) A member and the VBL.
  - c) The VBL and a non member where both parties agree to follow this procedure.
2. The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within fourteen (14) days of the dispute coming to the attention of all the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, arrange for a meeting in the presence of a mediator.
4. The mediator must be:
  - a) A person chosen by agreement between the parties, or;
  - b) A person who is employed by the Dispute Settlement Centre of Victoria or the Department of Justice.
5. An individual member of the VBL may be a mediator.

6. A mediator cannot be from, or associated with, a member which is party to the dispute.
7. The Executive Council or Delegates cannot mediate in the dispute. However, the Executive Council or Delegates may monitor the progress of a mediation.
8. The parties must, in good faith, attempt to settle the dispute by mediation.
9. The mediator, in conducting the mediation, must:
  - a) Give the parties to the mediation every opportunity to be heard.
  - b) Allow due consideration by all parties of any written statement submitted by any party.
  - c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
10. The mediator must not determine the dispute.
11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act, or otherwise at law.

## **11. ANNUAL GENERAL MEETING**

1. An Annual General Meeting of the VBL shall be conducted within four months of the end of the previous financial year at a date, time and location determined by the VBL.
2. All Member Bands and Delegates shall be given at least fourteen (14) days notice before an Annual General Meeting may be held.
3. A quorum of 15 delegates shall be present before an Annual General Meeting can commence.
4. If within one half (1/2) hour after of the nominated time of commencement of the Annual General Meeting a quorum is not present, the meeting shall be adjourned to a time and place nominated by the chairman of the meeting.
5. If at the newly scheduled Annual General Meeting, a quorum is still not present within one half (1/2) hour of the nominated time of commencement, the meeting shall be considered to have lapsed and all retiring officers of the VBL shall be deemed to have been re-elected.
6. The order of business at the Annual General Meeting shall be:
  - a) Opening by the President
  - b) Roll Call
  - c) Reading and Confirmation of Previous Minutes
  - d) Business Arising from the Minutes
  - e) Adoption of the Minutes
  - f) Correspondence
  - g) Annual Report
  - h) Presentation of Financial Report
  - i) Independent Financial Review
  - j) Election of Executive Councillors and Office Bearers
  - k) Appointments of an Independent Financial Reviewer and a Public Officer
  - l) Honoraria
  - m) General Business

7. The Annual General Meeting shall be in addition to the regular meetings of the Delegates, held in the same financial year.

## **12. DELEGATES**

1. Delegates of Member Bands shall be bound by the following requirements:
  - a) No delegate shall represent more than one (1) Member Band.
  - b) Each Member Band may nominate only one (1) representative to act as its delegate to the VBL.
  - c) Where a Member Band does not nominate a representative to act as its delegate to the VBL, the President of the Member Band shall be deemed to be the delegate until such time as another person is appointed or elected by the Member Band.
  - d) Where a Member Band is part of an educational institution, the Director of Music/Conductor of the Member Band shall be deemed to be the delegate until such time as the Member Band or educational institution appoints another person.
  - e) No Member Band shall have more than two (2) delegates within its membership.
  - f) Every Member Band shall be permitted to appoint a proxy delegate to carry out the duties of the regular delegate, provided that the proxy fulfils the requirements of this section, and the Member Band has notified the VBL in writing.
  - g) Employees of the VBL, as determined in section 20 are not eligible to be delegates or proxy delegates.
2. The Delegates may appoint subcommittees to carry out specific functions or undertake projects as required from time to time in accordance with section 19.
3. The Delegates shall have the power of veto over the Executive Council. Decisions constituting a veto or reversal of a decision by the Executive Council shall require a two thirds (2/3) majority of delegates voting at the meeting to be passed.
4. No member of the VBL shall assume responsibility on behalf of the VBL, nor commit the VBL in any way whatsoever, without the specific authority of the VBL by resolution of the Delegates or Executive Council.

## **13. MEETINGS OF THE DELEGATES**

1. All general meetings of Delegates other than the Annual General Meeting shall be called Delegates Meetings.
2. The Delegates shall meet at least three (3) times per year at dates, time and venues as decided by the VBL. Member Bands and Delegates shall be given at least fourteen (14) days notice of Delegates' Meetings.
3. A quorum of fifteen (15) delegates shall be required before a delegates meeting can be convened.
4. If a quorum is not present within one half (1/2) hour of the scheduled time of commencement of the meeting, the meeting shall lapse.
5. No item of business may be transacted unless a quorum of delegates, entitled under these rules to vote, is present when the meeting is considering that item.
6. The order of business at each meeting shall be:
  - a) Roll Call

- b) Reading and Confirmation of Previous Minutes
  - c) Business Arising from the Minutes
  - d) Adoption of the Minutes
  - e) Correspondence
  - f) Report from the Executive Council
  - g) Report from Standing Committees of the VBL
  - h) Other Reports
  - i) Financial Report
  - j) General Business
7. All members of the VBL are entitled to attend Delegates Meetings and be heard at the meeting.
  8. The President, or in his absence, a Vice President shall act as Chairman at each Delegates Meeting.
  9. If the President and Vice Presidents are absent from a meeting of the Delegates, the Delegates present shall elect one (1) of their number as Chairman of the Meeting.
  10. The Chairman of a Delegates Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the unfinished business of the meeting at which the adjournment took place.
  11. Except as provided in clauses 10 of this section, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
  12. A Delegates Meeting is able to undertake any task on behalf of the VBL.

#### **14. VOTING**

1. Only delegates shall be entitled to vote at Delegates meetings including the Annual General Meeting and each delegate shall vote personally and each delegate shall have only one (1) vote.
2. In order for a Delegate to vote, the band they represent must be financial.
3. Voting at Delegates Meetings shall be by a show of hands unless another means of voting is specifically demanded by the meeting.
4. The results of a vote shall be recorded in the minutes of the meeting if requested by the meeting.
5. The chairman shall be entitled to vote on all matters put before the meeting.
6. In the case of an equality of voting on a question, the chairman is entitled to a second vote, which shall be a casting vote.
7. A motion shall be deemed to have passed if a simple majority of those delegates present at the meeting vote in favour of the motion, unless otherwise stated in these rules.
8. In the case of elections, including those with only one (1) nominee, the method of voting shall be by secret ballot, decided by preferential voting.

#### **15. SPECIAL DELEGATES MEETINGS**

1. The VBL, whenever it thinks fit, may convene a Special Delegates Meeting.
2. The VBL must convene a Special Delegates Meeting if more than fifteen (15) months would elapse between Annual General Meetings, before the expiration of that period.

3. In addition to the Special Delegates Meetings provided for in clause 1, the President may, if he considers that matters of abnormal nature or quantity warrant it, call a Special Delegates Meeting under clause 5 of this section.
4. In the event of any member requiring a Special Meeting of the Delegates in addition to those prescribed in clauses 1, 2 and 3, the member shall lodge a written request specifying the business of the Special Meeting with the VBL at least fourteen (14) days prior to the proposed date of the meeting. Such a request shall be endorsed by the personal signatures of at least fifteen (15) accredited Delegates.
5. The VBL, having received such notice, shall convene a Special Delegates Meeting at a date, time and place determined by the VBL and shall give all Member Bands and Delegates at least seven (7) days notice of the date, time and place and the business to be discussed at the Special Meeting.
6. If the VBL does not cause a Special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the VBL, the members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
7. In the case of a Special Delegates Meeting, only the business of which notice has been given to the VBL shall be discussed at the Special Delegates Meeting.
8. In the case of a Special Delegates Meeting, if a quorum of fifteen (15) Delegates is not present within one half (1/2) hour of the scheduled time of commencement, the meeting shall be deemed to be adjourned to a date, time and venue to be determined by the Executive Council, and if within one (1/2) half hour of the scheduled time of commencement of the adjourned meeting a quorum is not present, the meeting will be considered to have lapsed and the matter to have been considered at that meeting shall be referred to the Executive Council for resolution.

## **16. DUTIES OF A DELEGATE**

- 1) A Delegate is expected to:
  - a) ensure the VBL works towards achieving its objectives as set out in section 4.
  - b) attend all meetings of the Delegates.
  - c) communicate resolutions of the VBL and Executive Council to the band they represent.
  - d) actively promote and support the activities of the VBL to Member Bands.

## **17. EXECUTIVE COUNCIL**

### **FUNCTION**

1. The Executive Council is elected by the Delegates to transact all ordinary business of the VBL. To this end, it shall be empowered to raise funds and incur any and all expenditure deemed necessary by the Executive Council.
2. The Executive Council shall deliver a full report of its activities to the Delegates at each meeting of the Delegates.
3. The Executive Council shall be empowered to appoint subcommittees and delegate specific duties to such subcommittees as required from time to time in accordance with section 19.
4. The Executive Council may employ any person, organisation or other body to carry out functions as required by the VBL from time to time. Such employment shall be in accordance with section 20 of these rules.

**MEMBERSHIP**

5. The Executive Council shall be the primary Board of Management of the VBL and shall be made up of the Officer Bearers of the VBL, Executive Councillors and co-opted members.
6. The office bearers of the VBL shall be:
  - a. PRESIDENT
  - b. TWO (2) VICE PRESIDENTS
  - c. TREASURER
  - d. MINUTE SECRETARY
  - e. REGISTRAR
7. The VBL shall elect seven (7) Executive Councillors.
8. Office Bearers and Executive Councillors of the VBL must be accredited delegates.
9. All members of the Executive Council shall have access to all correspondence and records of the VBL upon request.

**ELECTION**

10. Election of the Executive Council shall take place at the Annual General Meeting of the VBL.
11. All members of the Executive Council shall be elected for the period between Annual General Meetings. All members shall retire at the following Annual General Meeting but may stand for re-election. There shall be no limit on the number of times a person may be re-elected to any position on the Executive Council.
12. Nominations for office bearers and Executive Councillors shall be in writing and shall be made by a proposer and seconder who shall be members of the VBL. Such nominations shall be lodged with the office of the VBL, not later than twenty-eight (28) days prior to the date of the Annual General Meeting.
13. The list of nominations shall be circulated to all Member Bands not later than fourteen (14) days prior to the date of the Annual General Meeting.
14. A secret ballot shall be conducted at the Annual General Meeting for all positions on the Executive Council including those with only one (1) nominee.
15. Voting for all positions on the Executive Council shall be by preferential secret ballot.
16. In the case of insufficient nominations being received, further nominations may be received and dealt with from the floor during the Annual General Meeting.
17. If the total number of nominations is still insufficient to fill all the vacancies, the Executive Council shall call for nominations according to the procedures laid down for casual vacancies.

**RESIGNATION FROM**

18. For the purpose of these rules, the office of an Officer Bearer or an Executive Councillor becomes vacant if:
  - a. The Office Bearer or Executive Councillor resigns his office in writing to the Executive Council or Delegates.
  - b. The Officer Bearer or Executive Councillor becomes insolvent under administration within the meaning of Corporations Law.

- c. A member of the Executive Council is absent for three (3) consecutive meetings of the Executive Council without sufficient reason.

19. Any member of the Executive Council whose membership as a Delegate is terminated for any reason whatsoever shall immediately cease to be a member of the Executive Council.

### **CASUAL VACANCIES**

20. Should a Casual Vacancy for an Office Bearer or Executive Councillor occur between Annual General Meetings, the Executive Council shall call for nominations to fill the vacancy.

21. Nominations shall close at the next scheduled meeting of the Executive Council.

22. Should more than one (1) nomination be received, the Executive Council shall conduct a secret preferential ballot to determine the result of the election to the Casual Vacancy.

23. Should no nominations be received, the Executive Council may invite persons to fill the positions that remain vacant. Members of the Executive Council co-opted in this manner shall have all rights and privileges of the position they assume. Appointments made in this manner shall be ratified by the Delegates.

### **COOPTED MEMBERS**

24. The Executive Council may co-opt members of the VBL to perform specific functions or duties for a specific period of time.

25. Such coopted members shall be in addition to the elected Office Bearers and Executive Councillors of the VBL.

26. Coopted members appointed to the Executive Council in this way shall be deemed to be members of the Executive Council but shall not have the right to vote at meetings.

### **REGULAR MEETINGS**

27. The Executive Council shall meet on a monthly basis with a minimum of ten (10) meetings being held in each calendar year.

28. A quorum of five (5) members of the Executive Council shall be present before any meeting of the Council can commence.

29. The order of business of the Executive Council shall be:

- a. Opening
- b. Reading and Confirmation of Previous Minutes
- c. Adoption of the Minutes
- d. Business Arising from the Minutes
- e. Correspondence
- f. Financial Reports and Presentation of Accounts
- g. Reports
- h. General Business

30. All reports to the Executive Council shall be made in writing.

## **SPECIAL MEETINGS**

31. Special Meetings of the Executive Council shall be held if a formal written request, signed by at least five (5) members of the Council and detailing the reasons for the meeting is received by the President at least fourteen (14) days prior to the proposed date of the Special Meeting.
32. The President shall, on receipt of a formal written notice as provided in clause thirty-two (32), convene a Special Meeting of the Executive Council subject to the following:
  - a. Notice of the Special Meeting shall be given in writing to all members of the Executive Council at least seven (7) days prior to the proposed date of the meeting.
  - b. The notice shall state the date, time and venue of the meeting and the business to be discussed.
  - c. The Special Meeting shall not discuss any other business other than that of which notice has been given.
33. In the event of extenuating circumstances, the President shall be empowered to call a Special Meeting of the Executive Council without regard to clauses thirty-two (32) and thirty-three (33) of this section. In this event, all members of the Executive Council shall be notified by the most practicable means of communication available.

## **OTHER MEETINGS**

34. The Executive Council shall be empowered to call additional meetings of the Executive Council or meetings of the Delegates as it sees fit and shall be bound to call a Special Meeting of the Delegates if formally requested to do so under section 15 of these rules.
35. If on the receipt of a formal request as set down in these rules, the Executive Council fails for any reason, to call a Special Meeting of the Executive Council or the Delegates, the parties to the request shall be empowered to conduct the Special Meeting of the Delegates which will be regarded as having been called by the Executive Council.

## **REMOVAL OF A MEMBER**

36. The VBL may remove a member of the Executive Council before the expiration of his term of office at a Special Delegates Meeting convened for that purpose and called in accordance with section 15.
37. Where a Delegate to whom the proposed resolution in (37) makes representations not exceeding a reasonable length in writing to the President or Executive Council of the VBL, and requests that they be notified to the members of the VBL, the VBL may send a copy of such representation to each delegate and if not sent, the delegate may require that they be read out at the meeting.
38. Removal of a member of the Executive Council or Delegates shall be through a formal motion put to a properly constituted Special Delegates Meeting and shall require a two thirds (2/3) majority of those voting at the meeting to pass.
39. If such a motion is successful, the meeting may appoint another person to hold office until the expiration of the term of the original incumbent. Such a person must meet the qualifications for the position to which they are to be appointed.

## **18. DUTIES OF MEMBERS OF THE EXECUTIVE COUNCIL**

- 1) President
  - a) The President shall be the Chief Executive Officer of the VBL, unless the Executive Council employs another person to this position under section 20.

- b) The President shall be, ex-officio, a member of all committees.
  - c) The President shall coordinate all meetings and functions of the VBL.
  - d) The President shall assume a dominant role in all negotiations with other bodies.
  - e) In conjunction with the Executive Council, the President shall ensure the VBL works towards achieving its objectives as set out in section 4.
  - f) The President may, through the Executive Council, delegate any of his duties to other members of the Executive Council, subcommittees, employees or members of the VBL as required.
- 2) Vice Presidents (2)
- a) Vice Presidents of the VBL shall assist the President in carrying out his duties.
  - b) Vice Presidents of the VBL shall assist in coordinating all meetings and functions of the VBL.
  - c) Vice Presidents shall assume an active role in negotiations with other bodies.
  - d) In conjunction with the Executive Council, Vice Presidents shall ensure that the VBL works towards achieving its objectives.
- 3) Treasurer
- a) The Treasurer shall act as the Chief Finance Officer of the VBL unless the Executive Council employs another person to this position under section 20.
  - b) The Treasurer shall arrange for the collection of all fees, monies and other entitlements of the VBL and ensure their safe conduct to the financial institution nominated by the VBL.
  - c) The Treasurer shall arrange for all payments of expenditure authorised by the VBL.
  - d) The Treasurer shall ensure that up to date financial records are kept as directed by the VBL and in accordance with the Act.
  - e) The Treasurer shall provide to an Independent Financial Reviewer appointed by the VBL under section 24, all information necessary in order to provide an opinionated review on the state of the finances of the VBL in time for such opinion to be presented to the Annual General Meeting of the VBL with the audited accounts. Such information shall be available for inspection by any member of the VBL at any reasonable time.
  - f) The Treasurer shall provide a written report of the finances of the VBL to all meetings of the Executive Council and Delegates.
  - g) In conjunction with the Executive Council, the Treasurer shall ensure that the VBL works towards achieving its objectives.
- 4) Minute Secretary
- a) The Minute Secretary shall ensure all minutes of all Executive Council, Delegates Meetings and meetings of subcommittees are entered into a book or books specifically kept for that purpose.
  - b) The Minute Secretary shall ensure that all subcommittees of the VBL provide reports to the Executive Council as per section 19.
  - c) In conjunction with the Executive Council, the Minute Secretary shall ensure that the VBL works towards achieving its objectives.
- 5) Registrar

- a) The Registrar shall ensure that up to date records of members are kept in regard to their registration with, transfer between and deregistration from Member Bands.
  - b) The Registrar shall ensure that all members are aware of the registration requirements of the VBL
  - c) The Registrar shall ensure that all members of the VBL wishing to participate in events managed by the VBL are eligible to do so. If any member is found to be ineligible, for any reason, the Registrar shall inform the President and Executive Council.
  - d) In conjunction with the Executive Council, the Registrar shall ensure that the VBL works towards achieving its objectives.
- 6) Executive Councillors
- a) Executive Councillors shall assist to coordinate functions of the VBL.
  - b) In conjunction with the Executive Council, Executive Councillors shall ensure that the VBL works towards achieving its objectives
- 7) Notwithstanding clauses (1) to (6) in this section, the Executive Council may assign other duties, portfolios or responsibilities to members of the Executive Council in order to carry out the objectives of the VBL.

## **19. SUBCOMMITTEES**

- 1) The VBL may create subcommittees to carry out functions, duties or projects in accordance with these rules
- 2) The VBL shall have the following standing: subcommittees
  - a) Music Advisory Board
  - b) Drill Advisory Board
  - c) Finance
- 3) All subcommittees shall be made up of persons appointed from time to time by the VBL in a manner determined by a meeting of the Executive Council or Delegates.
- 4) The functions and membership of all subcommittees shall be determined by the Executive Council and contained within the bylaws of the VBL.
- 5) The Chairman of each subcommittee shall be appointed by the Executive Council on a recommendation from the President with the exception of the Finance subcommittee, which shall be chaired by the Treasurer of the VBL.
- 6) All subcommittees must submit minutes of all meetings to the Executive Council Meeting within one (1) month of their meeting..
- 7) The Executive Council and Delegates shall retain the power of veto over all subcommittees.
- 8) Subcommittees may co-opt members, other persons or organisations as required to carry out their functions. Co-opted members of subcommittees shall be approved by the Executive Council.
- 9) At least one (1) member of the Executive Council must attend each meeting of a subcommittee of the VBL.

## **20. EMPLOYEES**

1. The VBL may employ any person or organisation to undertake work on behalf of the VBL.

2. Individual employees of the VBL shall have an employment agreement including a job description.
3. Employees of the VBL may not hold the position of Delegate or vote on any committee or subcommittee of the VBL.

## **21. GROUPS**

1. The VBL shall, if and when so desired, arrange, organise, or cause to be arranged or organised, the formation of groups of members in particular locations or areas approved by the VBL for that purpose.
2. The functions of such groups shall be determined by the Executive Council from time to time and be contained within the bylaws of the VBL.

## **22. BYLAWS**

1. Where the Executive Council or Delegates determines a method of operation of the VBL governing:
  - a) a contest
  - b) an event or concert
  - c) a member, delegate, employee or group
  - d) a subcommittee of the VBL
  - e) any other person, group, body associated with the VBL or its functions
  - f) an honour or award
  - g) registration or grading of Member Bands, or registration of individual members
  - h) an administrative processin accordance with these rules, these methods of operation shall be known as bylaws and shall be set out in writing.
- 2) With the exception of bylaws governing contests, bylaws of the VBL may be adopted, amended or deleted by the Executive Council or Delegates at any time.
- 3) Bylaws governing contests can only be changed by a resolution of the Delegates.
- 4) All policies of the VBL shall be part of the bylaws.
- 5) All approved forms used by the VBL for the management of its operations shall form part of the bylaws of the VBL.
- 6) Bylaws shall be made available to all members of the VBL and available for inspection at the office of the VBL at any reasonable time.

## **23. FINANCE**

1. The funds of the VBL shall be derived from entrance fees, annual subscriptions, membership fees, late fees, fines, levies, donations, fundraising, sponsorship, grants and other such sources as the Executive Council determines.
2. The accounts of the VBL shall be held in the name of "Victorian Bands' League Incorporated".
3. All accounts shall be paid by cheque and such cheques shall be signed by any two (2) of four (4) signatories. Signatories to the accounts of the VBL must include the President, Treasurer and any two (2) other members of the Executive Council.

4. The VBL may raise or impose a levy on members for a specific purpose. The terms, conditions and payment of such levy shall be agreed to by a Delegates Meeting.
5. Membership fees shall be set by the Delegates on a recommendation from the Executive Council.
6. All other fees, charges, subscriptions etc shall be determined by the Executive Council.

## **24. FINANCIAL REVIEW**

1. A suitable person shall be appointed annually by the VBL to provide a financial opinion of the accounts of the VBL and report thereon to the Annual General Meeting.
2. Such a person shall be paid a fee as determined from time to time.

## **25. PUBLIC OFFICER**

1. A Public Officer shall be appointed annually by the VBL at the Annual General Meeting.
2. The Public Officer shall be an Individual Member of the VBL who may be elected to any position on the Executive Council or appointed to any other subcommittee.
3. The Public Officer shall undertake all duties as required by the Act.

## **26. COMMON SEAL**

1. The Common Seal of the VBL shall be kept in the office of the VBL under the custody of the President.
2. The Common Seal shall not be affixed to any instrument except by authority of the Executive Council and the affixing of the Common Seal shall be attested to by the signatures of either two (2) members of the Executive Council or one (1) member of the Executive Council and the Public Officer of the VBL.

## **27. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

1. No part of the Statement of Purposes nor any rule of the VBL shall be repealed or altered and nothing shall be added to the Statement of Purposes nor any new rule be made, save by the passing of a Special Resolution ie a resolution passed by a three fourths (3/4) majority of the Delegates representing members and eligible to vote at an Annual General Meeting or a Special Delegates Meeting called under Section 15.
2. At least one (1) calendar months notice of intention to propose any changes under part 1 of this Section must be given to the Executive Council, who shall send notice of the same to every Delegate at its address in the Register of Members at least twenty one (21) days before the Annual General Meeting or Special Delegates Meeting convened under Section 15 for that specific purpose.

## **28. NOTICES**

1. A notice in writing may be served by or on behalf of the VBL upon any member or its delegate either personally or by sending it by post to the member or its address as shown in the register of members and delegates.
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 arrived in the ordinary course of post.
3. Notices shall not be served via electronic or other means without the approval of the Executive Council.

## **29. RESCISSION OF RESOLUTIONS**

1. Rescission of a resolution shall not be considered by the Executive Council unless a period of fourteen (14) days prior notice has been given in writing to the President.
2. The Executive Council may rescind or revoke motions passed at previous Executive Council meetings by a two thirds (2/3) majority of those present and eligible to vote at the meeting at which the rescission is considered.
3. The Executive Council may not rescind a motion passed by the Delegates.
4. Rescission of a resolution passed by the Delegates shall not be considered by the Delegates unless a period of fourteen (14) days prior notice has been given to members or their Delegates in writing.
5. The matter shall be dealt with at the first meeting of the Delegates following the expiry of the mandatory fourteen (14) days notice period.
6. A three fourths (3/4) majority of those present and eligible to vote shall be necessary for the resolution to rescind the previous resolution to be carried.

## **30. WINDING UP OR CANCELLATION AND DISTRIBUTION OF ASSETS**

1. If at an Annual General Meeting or Delegates Meeting a resolution for the dissolution of the VBL is passed by a three fourths (3/4) majority of those Delegates present and eligible to vote, the VBL shall convene a Special Delegates Meeting not less than six (6) weeks thereafter, and give four (4) weeks notice of the Special Delegates Meeting to all members.
2. If at the Special Delegates Meeting at which at least half (1/2) of all Delegates are present and eligible to vote, that resolution shall be confirmed by a three fourths (3/4) majority of the Delegates voting thereupon, the Executive Council shall proceed to dissolve the VBL by such date as specified in the resolution.
3. In dissolving the VBL the Executive Council shall realise all property of the VBL and discharge all liabilities.
4. The Executive Council shall not distribute such remaining assets to members which do not meet the following condition:
  - a. The remaining assets shall be given or transferred to a non-profit organisation (or organisations) as decided by the VBL, such organisation(s) shall have objects similar to those of the VBL and shall have rules prohibiting the distribution of its (their) assets and income to its (their) members, and shall be eligible for tax deductibility of donations under subsection 78(4) or (5) of the Income Tax Assessment Act 1936 or as amended.
5. Upon completion of such process the VBL shall be dissolved and these rules shall cease to have effect.

## **31. CUSTODY OF RECORDS**

1. Except as otherwise provided for in these rules, all books, documents and securities of the VBL shall be kept in the office of the VBL under the custody of the President.

## **32. PATRONS**

1. The VBL may from time to time appoint patrons who shall be entitled to attend without charge any function held under the patronage of the VBL.

### 33. HONOURS AND AWARDS

#### 1. Life Membership

- a. The VBL may elect annually to Life Membership of the VBL a maximum of three (3) persons who have rendered outstanding service to the VBL. Life Membership shall be awarded at the Annual General Meeting of the VBL on a three fourths (3/4) majority of the Delegates present and eligible to vote.
  - b. Nominations for Life Membership shall be received by the Executive Council from members by 31 January each year and shall be considered by the Executive Council prior to making a recommendation to the Annual General Meeting.
  - c. Nominations must be accompanied by details of the nominator(s) reasons for putting the nomination(s) forward. The nominator(s) may be required to further amplify, in writing, the reasons and circumstances applying to the nomination to the Executive Council.
  - d. The VBL reserves the right to award Life Membership to persons whom they consider deserving of the award, and the cost of the award to be borne by the VBL.
  - e. Life members shall enjoy all rights and privileges of the VBL, except that if not a Delegate shall not be entitled to vote, but may speak on any motion before the chair.
  - f. Life members shall be admitted free of charge to any function held under the patronage of the VBL.
2. The VBL may strike other awards or honours, as it requires from time to time. Such awards shall be registered within the bylaws of the VBL.