



SOUTH WEST OPERA COMPANY (INC)

BY-LAWS

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PART 1 — PRELIMINARY

1 Relationship to the rules

- (1) These by-laws are supplementary to the rules of the South West Opera Company (Inc) and must be read in conjunction with the rules.
- (2) In accordance with rule 69(3), a by-law is of no effect to the extent that it is inconsistent with the Act, the Regulations and the rules.

2 Terms used

Terms defined in the rules have the same meaning in these by-laws and —

single event means a single theatrical production or concert season including rehearsals, performances and other activities associated with the production or concert season that is determined by the committee to be a single event.

PART 2 — MEMBERSHIP AND FEES

3 Prospective members

- (1) A person may attend up to three rehearsals without charge to decide whether they will join the Association.
- (2) After a maximum of three rehearsals, the person must either submit an application for membership or leave.
- (3) Where a person applies for ordinary or junior membership part way through a quarter, the fees payable for that quarter will be determined on an approximate pro-rata basis from the date of first attendance.
- (4) The person does not become a member until membership fees are paid in accordance with rule 9.

4 Adult membership (except single event membership)

- (1) Except as provided under by-law 6(4), a person who is 18 years or older and wants to participate in the activities of the Association, other than a single event, must be an ordinary member of the association and pay the applicable membership fee or be a life member of the Association.
- (2) An ordinary or life member may —
 - (a) attend and vote at general meetings and stand for committee in accordance with the rules;
 - (b) take part in activities of the Association other than those listed in by-law 10(1) for which a participation fee must be paid, and
 - (c) be covered at rehearsals, performances and meetings by such insurance as the Association provides.
- (3) Subject to a satisfactory audition if required under by-law 28, and payment of the applicable participation fees and any other fees as determined by the committee, an ordinary or life member may participate in activities of the Association listed in by-law 10(1), except —
 - (a) those for junior members only; and

- (b) those for which an event-specific audition is required, unless the member auditions for the event and is accepted to participate or is invited to participate by the event manager.

5 Classes of associate membership

The Association has three classes of associate membership —

- (a) junior membership;
- (b) single event adult membership; and
- (c) single event junior membership.

6 Junior membership

- (1) A person under 18 years old who wishes to participate in the activities of the Association, other than a single event, must be a junior member of the Association and pay the applicable membership fee.
- (2) A junior member may —
 - (a) attend but not vote at general meetings in accordance with the rules;
 - (b) be covered at rehearsals, performances and meetings by such insurance as the Association provides; and
 - (c) on payment of applicable participation fees and any other fees as determined by the committee, participate in —
 - (i) SWOClets; and
 - (ii) other activities of the Association provided the junior member meets any criteria that are set for participation of junior members.
- (3) A junior member may be represented at a general meeting by a parent or other responsible adult.
- (4) Junior membership extends until the end of the calendar year in which a member reaches 18 years of age and, at the member's request, may be extended for a further year or part thereof provided that the year covered by the extension is the first year after the member has ceased secondary education.

7 Single event adult membership

- (1) A person, 18 years or older, who is not an ordinary member or life member of the Association and is accepted by the Association to participate in a single event, must become a single event adult member and pay the applicable membership fee.
- (2) A single event adult member may —
 - (a) attend but not vote at general meetings in accordance with the rules;
 - (b) be covered at rehearsals, performances and meetings by such insurance as the Association provides; and
 - (c) participate in the single event to which the membership relates.
- (3) A single event adult member may not participate in any other Association activities other than the single event unless invited to do so by a person authorised by the committee.
- (4) Single event adult membership ceases one calendar month after the completion of the single event unless —
 - (a) the member has a pending application for membership of the Association; or
 - (b) the committee decides otherwise.

8 Single event junior membership

- (1) A person under 18 years old who is not a junior member of the Association and is accepted by the Association to participate in a single event, must become a single event junior member and pay the applicable membership fee.
- (2) A single event junior member may —
 - (a) attend but not vote at general meetings in accordance with the rules;
 - (b) be covered at rehearsals, performances and meetings by such insurance as the Association provides; and
 - (c) participate in the single event to which the membership relates.
- (3) A single event junior member may be represented at a general meeting by a parent or other responsible adult.
- (4) A single event junior member may not participate in any other Association activities other than the single event unless invited to do so by a person authorised by the committee.
- (5) Single event junior membership ceases one calendar month after the completion of the single event unless —
 - (a) the member has a pending application for membership of the Association; or
 - (b) the committee decides otherwise.

9 Dealing with single event membership applications

The committee may delegate to an event manager the powers and duties under rule 8 to deal with single event membership applications that relate to the single event for which the event manager is responsible, and thereby expedite the processing of these membership applications.

10 Participation fees

- (1) Ordinary, life and junior members must pay participation fees to take part in —
 - (a) theatrical productions, concerts and similar events as cast, principals or chorus;
 - (b) rehearsals, whether or not for productions, concerts and similar events, and whether or not members take part in performances;
 - (c) workshops;
 - (d) other activities to which the committee deems that participation fees apply.
- (2) The committee must determine participation fees.
- (3) The committee may set different participation fees for —
 - (a) different classes of membership; and
 - (b) different categories of members within one membership class provided the committee defines clear criteria for determining to which category a member belongs.

11 Payment of fees – ordinary, life and junior members

- (1) An ordinary member, life member or junior member must pay the applicable membership fees and participation fees at the same time, either annually or quarterly.
- (2) Fees paid annually are due for payment on 1st February of each year.
- (3) Fees paid quarterly are due for payment on 1st February, 1st April, 1st July and 1st October of each year
- (4) In accordance with rule 15(5), membership fees must be paid within 3 months of the due date or membership ceases.
- (5) Participation fees must be paid within 3 months of the due date or the member will cease to be entitled to participate in Association activities to which the participation fee relates.

- (6) A member who participates for a portion of a quarter must pay the fees applicable for the entire quarter.
- (7) Except as provided in by-law 28, fees, once paid, are only refundable if a person ceases to be a member of the Association. The refundable amount is limited to fees that would apply for any quarters that have not commenced at the time the person ceases to be a member.
- (8) A member who elects not to participate in any activities covered by participation fees in any one financial year is not required to pay participation fees for that financial year.
- (9) A member who, in any one financial year, participates in any activity to which a participation fee applies must pay the full participation fee applicable to the period of membership in the financial year. A member is not entitled to a reduction of participation fees if the member does not participate in all possible activities or if the member is not selected for an auditioned event.

12 Payment of single event fees

A single event adult member or a single event junior member must pay membership fees by a date determined by the event manager or the member may not be permitted to participate in the single event.

PART 3 — GENERAL MEETINGS AND COMMITTEES

13 Timing of annual general meetings

An annual general meeting of members of the Association must be held not earlier than 1st March nor later than 30th April of each year.

14 Maximum number of ordinary committee members

Pursuant to rule 30(2), the maximum number of members who may be ordinary committee members is seven.

15 Procedures for election of office holders and ordinary committee members

- (1) When a vote is required pursuant to rules 37(4) and 38(3) to decide who is elected to a position of office holder or ordinary committee member of the Association, the vote must be conducted by secret ballot.
- (2) The members at the general meeting must elect a returning officer to conduct the elections. The returning officer must not be a member standing for election.
- (3) If, prior to the meeting at which the election is to occur, the number of nominations exceed the positions vacant, the Secretary must prepare ballot papers with the names of the candidates for each position listed in alphabetical order and in the same typeface. The name of a retiring office holder or committee member who is seeking re-election must be marked with an asterisk.
- (4) If the chairperson of the meeting calls for nominations from the meeting under rules 37(2) or 38(2) and the nominations exceed the positions vacant, the returning officer must determine how to conduct a secret ballot in the absence of pre-prepared ballot papers.
- (5) For the election of office holders, each member with voting rights has the number of votes specified in rule 37(5).
- (6) For the election of ordinary members of the committee under rule 38(3), each member with voting rights may vote for as many candidates as there are vacancies to be filled.

- (7) Votes must be counted by the returning officer and the secretary and candidates with the most votes are elected.
- (8) Elections for office holders must be held and the results declared before proceeding with the election for ordinary committee members. If a member is elected as an office holder, any nomination that the member has submitted to be an ordinary committee member is rendered null and void and the name of the member must be removed from, or struck off, the list of candidates for election as ordinary committee members.
- (9) Results must be recorded in the minutes.

16 Payment to committee members

Pursuant to rule 44, except in what the committee deems to be extraordinary circumstances, a committee member is not entitled to reimbursement for out-of-pocket expenses for travel or accommodation to attend committee meetings, general meetings or other business of the Association unless the committee agrees, before the expenses are incurred, to provide reimbursement.

PART 4 — ADMINISTRATION

17 President's duties

The duties of the president also include —

- (a) ensuring, in conjunction with the committee, that the Association prepares a strategic plan and that it is updated as necessary and maintained current; and
- (b) ensuring, in conjunction with the committee, that the Association's annual budget is prepared in a timely manner and that adequate forward financial planning is carried out.

18 Secretary's duties

- (1) When the date of the next committee meeting is known sufficiently in advance, the secretary must provide committee members with a copy of the minutes of the previous committee meeting at least 7 days in advance of the next meeting.
- (2) At each committee meeting the secretary must provide committee members with a list of all inwards and outwards correspondence since the previous committee meeting.
- (3) The secretary must carry out all actions required by the committee within the time frame specified by the committee.

19 Event managers and event subcommittees

- (1) The committee must appoint an event manager to organise and manage —
 - (a) a single event; or
 - (b) any other Association activity which the committee considers warrants the appointment of an event manager.
- (2) The committee, in consultation with the event manager, may appoint an event subcommittee to assist the event manager. The event manager is a member of the subcommittee and acts as its chairperson.
- (3) The appointment of the event manager and the subcommittee, if any, shall be in accordance with rule 52.

- (4) The event manager and the subcommittee, if any, must organise and manage the event for which they are appointed in accordance with the committee's written delegation pursuant to rule 53.

20 Control of funds

- (1) Pursuant to rules 66(7) and 66(8), where two persons are required to sign documents or authorise transactions, no person other than the treasurer may perform those functions unless authorised to do so by the committee.
- (2) The committee must authorise a minimum of two persons, but not more than four persons, in addition to the treasurer, to sign documents and authorise financial transactions in accordance with rules 66(7) and 66(8). At least two of those persons must be committee members.
- (3) Where under rules 66(7) and 66(8), two persons are required to sign a document or authorise a financial transaction —
 - (a) except as set out in sub-by-law (4), one person must be the treasurer; and
 - (b) the other person must be one of the four persons authorised by the committee under sub-by-law (2).
- (4) Should the treasurer not be available to sign documents or authorise financial documents, the committee must appoint one of the committee members authorised under sub-by-law (2) to act in place of the treasurer for the purpose of signing documents and authorising financial transactions.
- (5) If, under rule 66(9), the committee authorises the creation of an account or accounts from which expenditure can be made by a single person, the committee must nominate the person or persons who are authorised to use each account. The persons nominated need not include the treasurer or any of the persons authorised under sub-by-law (2).

21 Register of Association accounts

- (1) Pursuant to rule 66(11), the register of Association accounts must include the following information for each account —
 - (a) the name of the account;
 - (b) the account number;
 - (c) the BSB number of the account when applicable;
 - (d) the name and address of the financial institution at which the account is held;
 - (e) any other information required to identify the account;
 - (f) the purpose of the account as specified by the committee under rule 66(3);
 - (g) the number of persons required to authorise withdrawal of funds from the account; and
 - (h) the names of persons authorised by the committee to authorise withdrawal of funds from the account.
- (2) The treasurer must update the register whenever any information required under sub-by-law (1) changes.

22 Financial reporting to committee

- (1) The treasurer shall present a written report to each committee meeting to update the financial position of the Association from the date of the previous report. The report must include —
 - (a) the balance of each account at the date of the previous report;
 - (b) funds held in cash at the date of the previous report;
 - (c) income received since the date of the previous report;
 - (d) itemised expenditure, including cash expenditure since the date of the previous report;
 - (e) the balance of each account at the date of the current report;
 - (f) cash held by those authorised to do so and cash awaiting deposit into accounts at the date of the current report;

- (g) funds due to be received at the date of the current report; and
 - (h) payments due to be made at the date of the current report.
- (2) The report must be dated no earlier than one week before the date of the committee meeting to which it is presented.

23 Auditing of financial statements

In addition to the requirements of the Act for a tier 1 association, the financial statement of the Association for each financial year must be audited in accordance with Part 5, Divisions 5, 6 and 7 of the Act.

24 Executing documents

- (1) Pursuant to rule 70, where two persons are required to execute a document or witness the sealing of a document, those functions must only be performed by —
- (a) two committee members who must also be office holders of the Association as defined in rule 30(3);
 - (b) an office holder and an event manager authorised by the committee; or
 - (c) an office holder and a person authorised by the committee.
- (2) Unless an event manager is also an office holder of the Association, the event manager may only execute or witness the sealing of documents relating to an event that the event manager has been appointed to manage.

25 Insurance

- (1) The committee must ensure that the Association has adequate, current insurance cover for —
- (a) public liability;
 - (b) property and assets owned by the Association;
 - (c) accident and loss of income for members, volunteers and other persons performing or assisting the Association in any capacity; and
 - (d) any other risks for which the committee decides that insurance is required.
- (2) The committee must determine the dollar amount and extent of cover required to provide adequate protection for the Association against each risk and select an appropriate insurance provider to provide the cover.
- (3) The committee must review the dollar amount and extent of cover for each risk and the selection of insurance provider as necessary and at intervals not exceeding 3 years. Following each review, the committee must make such changes as it deems necessary to maintain adequate insurance cover.
- (4) Members can obtain details of the insurance cover provided by the Association from the Secretary.

26 Child protection

- (1) The committee must ensure that the Association has a written child protection policy for the welfare of children who are junior members of the Association or take part in any activity of the Association.
- (2) The policy must be reviewed at intervals not exceeding two years and whenever —
- (a) there is a change to the Association's organisation that affects the policy;
 - (b) there is a legislative change that affects the policy; or
 - (c) the committee considers a review is warranted.
- (3) The committee must ensure that the policy is made available to all adult members and to require each adult member to provide a signed declaration that the member has read the

policy and agrees to abide by it. The declaration may be incorporated in membership application forms provided the policy is made available to each applicant. An adult member who does not sign the declaration must not participate in activities that include children.

- (4) The committee must appoint a committee member to —
 - (a) manage the implementation of the policy;
 - (b) maintain records related to the policy; and
 - (c) undertake such other matters relating to the policy as the committee may direct.

27 Social media

- (1) The committee must authorise the opening and closing of all social media accounts that are operated in the name of the Association and authorise persons to operate or administer each social media account on behalf of the Association.
- (2) The secretary must maintain a register of the Association's social media accounts and the names of the persons authorised by the committee to operate or administer each account. The information in the register must be kept up to date.
- (3) The committee may develop a written policy on the use of social media with which the authorised operators or administrators must comply.

PART 5 — GENERAL

28 Auditions

- (1) The participation of applicants and members in vocal activities for which participation or single event fees apply may be restricted to those whose singing is assessed to be of a satisfactory standard.
- (2) Applicants and members may be required to audition to demonstrate a satisfactory standard of singing.
- (3) Members may be required to re-audition at any time.
- (4) Applicants and new members may participate pending an audition.
- (5) If an applicant or new member is excluded from participation as a result of an audition held within two months of the date their first attendance, they may request a refund of fees paid prior to the audition.
- (6) If an existing member is excluded from participation as a result of an audition occurring more than two months after the date of their first attendance, the member may request a refund of the portion of paid fees that would apply to the period following exclusion.
- (7) Event managers may set specific audition requirements for single events and determine who conducts those auditions.

29 Music, librettos and costumes

Music, librettos, costumes and other materials which the Association issues to members, remain the property of the Association and must be returned in good condition when requested. A member who fails to do so may be charged for the cost of replacement.

30 Public statements

A member, patron or employee of the Association must not make any public statement purporting to be on behalf of the Association unless authorised to do so by the committee.