

Uniting Church in Australia New South Wales Synod

Constitution for Wesley Music Foundation

(Approved by the Executive Committee of the Council of Synod on 23/3/1999)

1. Name

The name of the organisation shall be the Wesley Music Foundation.

2. Legal Basis of Organisation

This Foundation is authorised to operate under a Trust Deed made between The Uniting Church in Australia (Australian Capital Territory) Property Trust (as Trustee) created under the Uniting Church in Australia Ordinance No.15 of 1977 and the Foundation.

3. Definitions

In this constitution, unless the context otherwise requires,

‘The Foundation’ shall mean the organisation established by this constitution by whatever name from time to time it is known.

‘Church Council’ shall mean the Church Council of the Canberra Central Parish of the Synod.

‘Church’ shall mean The Uniting Church in Australia.

‘Synod’ shall mean the New South Wales Synod of the Church.

‘Board’ shall mean the Board of Management of the Foundation.

‘Wesley’ refers to Wesley Uniting Church which is a congregation of the Canberra Central Parish of the Synod.

‘Advisory Committee’ means a Committee established to provide advice on cultural matters associated with the Foundation.

‘Appeal Committee’ means a Committee established to assist and provide advice in relation to obtaining donations for the Public Fund and related purposes.

‘Public Fund’ refers to a fund which is eligible to receive tax deductible donations for cultural purposes under subdivision 30-B of the *Income Tax Assessment Act 1997*, and includes all income and accumulations of income.

‘Persons of Responsibility’ refers to persons so designated under the relevant Government criteria for establishing eligibility of bodies for inclusion on the Register of Cultural Organisations.

4. Objects

The principal purpose of the Foundation shall be the promotion of music.
Specific objects are to promote and foster the following:

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- (a) the study and performance of music at the Canberra Central Parish of The Uniting Church in Australia and in the ecumenical church generally;
- (b) the development of music education and the enjoyment of music in the Canberra community and beyond;
- (c) support for the Wesley Scholarship Program and associated activities designed to provide opportunities and assistance for talented young musicians of high potential studying music, especially at the tertiary level;
- (d) the provision of facilities and associated activities for the rehearsal and performance of music and for the housing of music and musical instruments;
- (e) the use of musical instruments, including the Wesley organ, in public performances and for music education;
- (f) the maintenance, renewal and/or development of the Wesley organ and other musical instruments for the promotion of music in accordance with the purposes of the Foundation;
- (g) the development of relationships with music education and performance organisations, especially the Canberra School of Music and other educational or cultural bodies;
- (h) the raising of funds to achieve the above objects, including activities to invite the public to contribute;
- (i) the undertaking of such other activities as may usefully or conveniently be carried on with all or any of the foregoing objects.

5. Public Fund

- (a) The Foundation shall establish a Public Fund to receive tax deductible donations under subdivision 30-B of the *Income Tax Assessment Act 1997*;
- (b) All income and property of the Public Fund shall be used exclusively for cultural purposes covered by Clause 4;
- (c) The Public Fund shall not be eligible to receive any other money or property;
- (d) No profits, financial surplus, property or other assets shall be paid or given to the controllers, owners, members, trustees or beneficiaries of the Public Fund at any time;
- (e) All donations to the Public Fund by way of money or property as well as income of the Fund shall be kept separate from any other funds of the Foundation in a separate bank/financial institution account and in accordance with appropriate accounting procedures, including those required by Clause 22;
- (f) The Public Fund shall be administered by:
 - (i) the Board or
 - (ii) a Committee of the Board

- of whom the majority of members shall be 'Persons of Responsibility';
- (g) Receipts shall be issued in the name of the Public Fund for all donations;
 - (h) The Board of the Foundation shall be responsible for inviting the public to contribute and ensure that it does in fact contribute to the Public Fund in order to maintain its tax deductible status;
 - (i) The Foundation shall comply with such rules, conditions and financial arrangements applying from time to time to Public Funds, such as the promotion of the Fund to the public, the actual receipt of donations from the public and the provision to the appropriate authorities of regular six monthly reports with statistical information about donations made to the Public Fund during the previous six months;
 - (j) Donors to the Public Fund shall not receive any advantage of material character by way of return (such as discounted programs for performances or financial support for the cultural activities of relatives) and all donations must be given unconditionally to qualify for tax deductibility.

6. Guidelines for Scholarships and Associated Awards granted by the Foundation

The Board of the Foundation will be responsible for advertising the availability of scholarships or other awards in the community press, in the Canberra School of Music and among other educational or cultural organisations as appropriate.

The selection process will involve an impartial assessment of the merits of applicants by a selection committee comprising at least three persons appointed by the Board, one of whom will be a music educator or other music professional representing the field of music education (for example, a nominee of the Canberra School of Music).

The Board of the Foundation will monitor regularly the progress of holders of scholarships or awards with a view to encouraging and fostering their development.

7. Property ownership and management

All real and personal property shall be held and managed in accordance with the provision of the Uniting Church in Australia Ordinance No.15 of 1977, and the Regulations and By-Laws made pursuant thereto and the provision of any Act for the time being amending or replacing the same.

8. Control

The control of the Foundation shall be vested in the Church Council, subject to the authority of the Synod.

9. Board of Management

- (a) Subject to Clause 8, the management of the Foundation shall be carried out by a Board of Management consisting of not less than five persons appointed by the Church Council, a majority of whom shall be members of or members in association with the Church;

- (b) Appointments to the Board shall be for a term of up to three years from the date of appointment. One-third of the members (or the nearest whole number to one-third) shall retire annually. In the absence of any determination by the Church Council any doubt as to the members to retire at the end of any year shall be resolved by lot. Retiring members may be reappointed;
- (c) The Board may appoint whatever Committees are considered necessary to perform particular functions, including an Advisory Committee, an Appeal Committee, or any other Committee deemed by the Board to be necessary for the operation of the Foundation;
- (c) A majority of members of the Board and a majority of members of an Advisory Committee (e.g. at least two out of three members) must be 'Persons of Responsibility'.

10. Committees

The purposes and memberships of the Committees described in Clause 9 shall be determined by the Board from time to time. Examples of such Committees could be along the following lines:

- (a) an Advisory Committee may assist and advise the Board on cultural matters within the objects of the Foundation;
- (b) an Appeal Committee may assist and advise the Board on obtaining donations to the Foundation;
- (c) a Committee may be established to manage joint ventures or liaise with bodies with similar objects, such as the Australian National University Institute of the Arts (Canberra School of Music) and other cultural or educational organisations.

11. Absences

Any member of the Board who is absent without leave for three consecutive meetings shall cease to be a member.

12. Vacancies

The position of any member of the Board may be declared vacant at any time by resolution of the Church Council whereupon that person shall forthwith cease to be a member of the Board.

Any vacancy occurring on the Board between appointments of members may be filled by the Church Council at any time and the person so appointed shall hold office for the remainder of the term of the member replaced provided that in circumstances where it is in the opinion of the Board desirable to fill a vacancy immediately, such appointment may be made by the Board but shall be limited in time until the next meeting of the Church Council.

13. Meetings of the Board

The Board shall meet at least quarterly and shall make such rules and regulations as it deems necessary to ensure the efficient development, operation and financial stability of the Foundation at all times with power to alter, rescind or replace the same.

Meetings of the Board shall be convened by the Secretary at such time and place as the Board shall from time to time determine provided that a meeting shall be convened as soon as practicable after a written request to convene a meeting signed by not less than two members of the Board shall have been lodged with the Secretary.

At meetings of the Board each member personally present shall be entitled to one vote provided that in the event of an equality of voting the Chairperson shall be entitled to exercise a second or casting vote.

If after the expiration of fifteen minutes from the time appointed for the meeting the Chairperson is not present, those present if constituting a quorum may elect one of their number to be Chairperson of that meeting.

14. Annual general meeting

An Annual General Meeting of the Board shall be held not later than 30 September each year and there shall be presented to the Meeting a report by the Secretary relating to the activities of the Foundation during the preceding year together with an audited statement of accounts for the preceding year and a budget for the current financial year.

15. Notice of meeting

At least seven days' written notice of all meetings shall be given to each member of the Board unless all members of the Board agree to waive such notice.

No meeting shall be invalidated or the resolutions thereof rendered void by reason of the accidental omission to give or the failure to receive notice thereof.

16. Quorum

A quorum for meetings of the Board shall be not less than three persons or one-third of the membership of the Board whichever is the greater.

17. Duties of the Board

The Board shall be responsible and shall make provision for all matters pertaining to the management of the Foundation including:

- (a) carrying out and compliance with the policies and directions of the Church Council, the By-Laws of the Synod, the Regulations of the Church, and the requirements of any Governmental body having authority in the matter;

- (b) the engagement, dismissal and supervision of any staff ;
- (c) the supervision of activities;
- (d) proper and efficient management;
- (e) the care and preservation of the property used by the Foundation;
- (f) the furnishing of reports at least six monthly to the Church Council, or as it otherwise determines;
- (g) the furnishing of the annual report, audited statement of accounts and budget to the Church Council.

18. Remuneration of Board members

Members of the Board shall not be entitled to receive remuneration for any professional services, but the Board may reimburse a member for expenses incurred in carrying out the objects of the Foundation.

19. Appointment of officers

The Board shall at its Annual General Meeting appoint from among its members a Chairperson, Secretary, Treasurer, and such other officers as it considers necessary for the proper and efficient operation and management of the Foundation.

Any vacancy occurring in any office may be filled by the Board from time to time and the person so appointed shall hold office until the conclusion of the next Annual General Meeting of the Board.

20. Auditor

The Board shall at its Annual General Meeting appoint an Auditor.

The Auditor shall be a person who is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants or a registered company auditor under the Corporations Law in Australia.

The Auditor shall not be a member of the Board.

21. Financial year

The financial year shall end on 30 June each year.

22. Funds and accounts

Proper books of account shall be kept and shall be audited annually provided that a more frequent audit shall be made if so required by the Church Council or the Synod.

All moneys received by or on account of the Foundation shall be deposited in a bank account or accounts in the name of the Uniting Church followed by the name of the Foundation and all payments other than petty cash items made on account of the Foundation shall be made by cheque or authorised Bank transfer.

The bank account or accounts of the Foundation shall be operated upon by any two signatories, namely the Chairperson, the Secretary, the Treasurer or other person or persons for the time being authorised by the Board.

An audited statement of account shall be presented to the Annual General Meeting of the Board and a copy thereof shall be furnished to the next meeting of the Church Council and to the Synod.

23. Amendment of Constitution

This constitution may be amended by resolution of the Board provided that not less than seven days' notice of the proposed amendment shall have been given to each member of the Board and provided further that no such amendment shall be deemed to have any effect until approved by the Church Council and the Synod.

24. Dissolution

If upon the winding-up or dissolution of the Foundation, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other organisation or organisations having objects similar to the objects of this organisation, and whose rules shall prohibit the distribution of its income among its members, such organisation or organisations shall be eligible for tax deductibility of donations under subdivision 30-B of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act. All transfers shall be subject to the approval of Synod.

25. Applicable law

This Constitution shall be construed to take effect in accordance with the law of the Australian Capital Territory.