



**RULES OF THE
ORFF SCHULWERK
ASSOCIATION OF S.A.
INCORPORATED**

Approved at the OSASA Special General Meeting 3rd June 2021

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1. NAME

1.1 The name of the incorporated not-for-profit organisation is Orff Schulwerk Association of S.A. INCORPORATED herein after to be known as OSASA

2. INTERPRETATION

2.1 In these Rules the following items shall have the following meanings unless the context indicates otherwise:

“Act” means the South Australian Associations Incorporation Act 1985, as amended.

“Association” means an association and/or an organisation.

“Board” means all or some of the Board Members of OSASA acting as a Committee under clause 29 of the Act.

“By-Law” means a by-law of OSASA made pursuant to clause 23 of the Act.

“Commission” means the Corporate Affairs Commission as defined in the Act.

“Co-opted Board Member” means a board member of OSASA pursuant to clause 7.2(c).

“Board Member” means a Board Member of OSASA and a member of the OSASA Management Board.

“Executive” refers to the collective office bearers including President, Vice President and Treasurer and any

other member as determined in the By-Laws.

“Financial Member” means a member who has made payment of their annual subscription.

“Financial Year” means the financial year of OSASA, commencing on 1 July in one year and ending on 30 June of the following year.

“General Meeting” means the Annual General Meeting or any General Meeting of OSASA members.

“Ordinary Member” has the same meaning as in clause 6.2(a).

“Objects” means the purposes of OSASA under clause 4.

“Office Bearers” means such persons as from time to time fill any one or more of the offices contemplated under clause 8.4 or whom the OSASA Board appoints as an officer.

“President” means the president of OSASA.

“Register” means the register of members to be kept pursuant to the Act.

“Rules” means the rules of OSASA Inc (formerly referred to as the constitution).

“Special Resolution” is as described in the Interpretation section of the Associations Incorporation Act 1985.

“Sub-committee” means any sub-group of the OSASA Board appointed by the Board to undertake responsibilities as determined by the Board from time to time.

“Subscription Year” is the twelve month membership period as determined in the By-Laws.

“Working Party” means a working party created by the OSASA Board in accordance with clause 8.9(b).

“Year” means a calendar year and **“month”** means a calendar month.

2.2 In these Rules, unless the context otherwise requires:

(a) a reference to a function includes a reference to a power, authority or duty

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty

(c) words or expressions contained in these Rules shall be interpreted in accordance with the

provisions of the Acts Interpretations Act. The OSASA Board shall be responsible for interpretations.

(d) words importing the singular include the plural and vice versa.

(e) words importing any gender include the other gender.

(f) references to a clause or schedule refer to a clause or schedule in these Rules.

(g) all headings contained in these Rules are for guidance and do not form part of the substance of the Rules.

3. OBJECTS

3.1 To promote, support, encourage and inspire educators by maintaining and improving the standards, understanding and teaching of music with a main focus on classroom music education.

3.2 To promote and encourage an appreciation and use of the aesthetic and educational teachings and music of Carl Orff and Gunild Keetman.

3.3 To encourage and arrange for the interchange, with other groups with similar interests and aims, of ideas, information, teachers, scholars, speakers, delegations, publications and materials of interest.

3.4 To provide a forum for Association members to exchange ideas on the teaching of music and other forms of expression and practical application of The Arts.

3.5 To encourage and foster all forms of music, movement and dance within the classroom context.

3.6 To promote unity and good fellowship between Association members and members of other groups having similar interests and aims.

4. POWERS

OSASA will have all the powers conferred by Section 25 of the Act.

5. MEMBERSHIP

5.1 Entry

(a) Admission

Those members registered as Financial Members at the date of the adoption of these Rules and any others admitted to membership by the OSASA Board in accordance with these Rules will be Members of OSASA.

(b) Eligibility

To be eligible for membership an individual or organisation applying for membership must be interested in furthering the Objects of OSASA. The decision of the OSASA Board on the eligibility for membership by any individual or organisation shall be final and at the sole discretion of the OSASA Board.

(c) Procedures

Procedures for application and admission will be determined by the OSASA Board in accordance with the Rules and any By-Laws.

5.2 Categories

OSASA has the following categories of membership:

(a) Individual Members

Individuals who are financial members and who have been accepted by the OSASA Board as meeting the eligibility criteria for membership.

(b) Corporate Members

Organisations or entities that are financial members and have been accepted by the OSASA Board as meeting the eligibility criteria for membership.

(c) Life Members

The OSASA Board, at anytime, may bestow Life Membership on any member of the association who has provided outstanding services over a number of years. Life Members have full rights of a financial member for life.

(d) Additional Categories

The OSASA Board may at any time decide to trial and/or introduce additional categories of membership and determine the rights of members in these categories.

5.3 Rights of Members

Financial & Life Members have the right to attend, speak and vote at all OSASA General Meetings.

5.4 Fees

(a) Annual Subscription

Each member shall pay an annual subscription relative to their category of membership determined by the OSASA Board in accordance with the Rules and any By-Laws.

(b) End of Subscription

All membership subscriptions cease at the end of designated date as stated in the OSASA By-laws.

5.5 Cessation

(a) Termination

Any member will cease to be a Member:

- (i) if they resign from membership of OSASA by notice in writing to the Board or
- (ii) at the conclusion of the 12 month annual subscription period as determined by

(b) Expulsion

- (i) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association
- (ii) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined
- (iii) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.5b(iv) below), cease to be a member 14 days after the committee has communicated its determination to the member
- (iv) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member
- (v) In the event of an appeal under 5.5b(iv) above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld

5.6 Register of Members

A register of members must be kept and contain:

- (a) the name and address of each member
- (b) the email address of each member
- (c) the phone number of each member
- (d) the date on which each member was admitted to, or resigned from, the association
- (e) the date of and reason(s) for termination of membership (if applicable)

6. EFFECTS OF MEMBERSHIP

Members acknowledge and agree that:

- (a) the Rules constitutes a contract between each of them and OSASA and that they are bound by the Rules and any By-Laws.
- (b) they shall comply with and observe the Rules, and any By-Laws, and any determination or resolution which may be made or passed by the OSASA Board.
- (c) the Rules and any By-Laws are necessary and reasonable for promoting the Objects of OSASA.
- (d) they are entitled to such benefits, advantages, privileges and services of OSASA upon such conditions as are prescribed (for each category of membership) under these Rules and any By-Laws.

7. OSASA BOARD

7.1 Functions

The Board shall be responsible for the overall strategy and policy direction of OSASA as well as the general conduct and management of the business, staff, property and assets of the association and may exercise all powers as are required under the Act or these Rules.

7.2 Structure

All prospective Board members must be individual financial members of OSASA at the time of nomination. Nominations for the Office Bearers and Board Members must be lodged 7 days prior to the Annual General Meeting date. The OSASA Board shall consist of up to thirteen (13) Board members and no less than nine (9), including office bearers.

Board members made up as follows:

- (a) Three (3) office bearers (the executive) being the President, the Vice President and the Treasurer all elected by the financial members at the AGM.
- (b) Eight(8) ordinary Board members nominated by financial members and elected by financial members at the AGM.
- (c) up to two (2) Co-opted Board members appointed by the Board to provide specific expertise and/or experience. The appointment of co-opted Board members is entirely at the discretion of the OSASA Board.

7.3 Appointment of Board members

- (a) Any individual member (Financial Member) is eligible to nominate themselves or another individual financial member to be appointed as a Board member.
- (b) Any corporate member (Financial Member) is eligible to nominate an individual financial member to be appointed as a Board member.
- (c) Notwithstanding anything in clause 7.2(c), co-opted Board members may be non members of OSASA, shall have the right to vote on any issue before the Board, shall be counted or considered for the purposes of the Board having a quorum but shall not be entitled to hold an Office Bearer position.

7.4 Office Bearers

All Office Bearers will be appointed at the AGM by the financial members present.

7.5 Terms of Office

All elected positions are for a term of one year or until the next AGM. All co-opted positions are from the date of appointment through to the following AGM.

7.6 Casual Vacancies

- (a) If, for any reason, a casual vacancy occurs in the office of President, where possible the Vice

President will fill the position and the OSASA Board will elect, from amongst the Board Members, a Vice President to support the new President for the period until the next AGM. (refer to 7.3c)

- (b) If, for any reason, the Vice-President is unable to fill a casual vacancy in the office of President, the OSASA Board will appoint a new President from within the members of the Board for the period until the next AGM. (refer to 7.3c)
- (c) If, for any reason, a casual vacancy shall occur in the office of Vice Officer Bearers, a Board member will be elected to the vacant position from within the members of the Board for the period until the next AGM. (refer to 7.3c)
- (d) If, for any reason, a casual vacancy shall occur on the Board that causes the Board membership to fall below the required minimum number of elected members, then the Board shall seek nominations from Financial Members to fill a casual position for the period until the next AGM.
- (e) In accordance with 7.6(d), should more nominations be received than there are vacancies, the Board shall call a General Meeting for the purpose of Members electing nominees OR conduct another form of fair ballot of members to elect from the nominees. The ballot process is determined by the Board and must provide all Members with a reasonable opportunity to vote on the nominees.

7.7 Removal of a Board Member

- (a) A Board Member may be removed and replaced at any time by resolution of the OSASA Board if the Board Member:
 - (i) is an insolvent under administration unless leave of the Commission is obtained; or
 - (ii) is convicted on an indictment of an offence in connection with the promotion, formation or management of a body corporate; or
 - (iii) is convicted of a criminal offence; or
 - (iv) is absent without leave from three (3) consecutive meetings of the OSASA Board; or
 - (v) becomes prohibited from being a Board Member by virtue of, or because of, an order made under the Act; or
 - (vi) is deemed by a two-thirds (2/3) majority of the Board that they have acted in a manner detrimental to the interests of the association.
- (b) A Co-opted Board Member of the OSASA Board may be removed at any time by resolution of the OSASA Board.

7.8 OSASA Board Meetings

- (a) The OSASA Board shall in accordance with any By-Laws meet as often as necessary to fulfill its duties and responsibilities. The OSASA Board may adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (b) A quorum of the OSASA Board shall be any number greater than one half the number of the voting members of the OSASA Board.
- (c) Subject to these Rules, questions arising at any OSASA Board meeting will be decided by a majority of votes and a determination of a majority of Board Members present and entitled to vote shall for all purposes be deemed a resolution of the OSASA Board.
- (d) All Board Members entitled to vote shall have one vote on any question.

- (e) The President, or in the absence of the President, the Vice-President shall preside as chairperson of meetings of the OSASA Board and in the absence of both the President and the Vice-President, a Board Member determined by the board members present at the meeting, shall preside.
- (f) A resolution on any question submitted in writing to all Board Members and approved by more than half of them shall be as valid and effectual as if it had been passed at a meeting of the OSASA Board duly called and constituted.
- (g) In extenuating circumstances (and if approved by the executive), if unable to attend a Board meeting in person, a member of the Board may attend a meeting by electronic means or telephone and may vote.

7.9 Sub-Committees and Working Parties

- (a) The OSASA Board may appoint Sub-Committees to undertake specific roles on behalf of the Board.
- (b) The OSASA Board may establish Working Parties to complete specified tasks.
- (c) Both Sub-Committees and Working Parties may co-opt people outside the Board to support them in their roles/tasks as defined by the By-Laws.

8. GENERAL MEETINGS

8.1 Types

(a) Annual General Meeting

An Annual General Meeting of OSASA shall be held each year in accordance with the Act and at such time and place as the OSASA Board shall determine. The business of the Annual General Meeting shall be that required by the Act together with any other business identified by the OSASA Board. The ordinary business of the Annual General Meeting must include:

- (i) confirming the minutes of the previous Annual General Meeting
- (ii) receiving from the OSASA Board reports on the proceedings and transactions of the Board during the last preceding financial year, including the audited statement of the financial position of OSASA
- (iii) appointing Office Bearers and the members of the Board
- (iv) appointing auditors for OSASA

(b) Special General Meeting

A Special General Meeting of OSASA may be convened at any time by direction of the OSASA Board or by such requisitions as are provided by the Act. The OSASA Board must, on the requisition in writing of members representing not less than 25% of the total number of Members, convene a Special General Meeting of Members.

8.2 Attendance at an Annual General Meeting

- (a) Members will be deemed to be in attendance at an Annual General Meeting or General Meeting if they are physically at the declared location of the meeting or are online using direct teleconferencing or video conferencing at the time that attendance is recorded in the Minutes.

- (b) To be considered attending, online Members must be able to participate in the meeting, express their views and vote in a similar manner to any Member physically in attendance.
- (c) An Annual General Meeting or General Meeting is considered a valid meeting in accordance with 8.1, if there is a quorum (8.5b) and at least two of the Members attending are physically present at the location declared in the Notice of Meeting (8.5a).

8.3 Special and ordinary resolutions

- (a) A special resolution as defined in 1.3 'Interpretation' of the Associations Incorporation Act 1985 is a resolution that must be passed by not less than 75% of those entitled to vote and in attendance at a general meeting.
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting

8.4 Proxies

A member shall be entitled to appoint in writing a natural person who is also a financial member of OSASA to be their proxy and attend and vote at any general meeting of the association. A natural person is an individual human being and not a legal, business or other entity.

8.5 Processes

(a) Notices

At least twenty-one (21) days notice of every General Meeting shall be provided to each Member listed in the Register.

(b) Quorum

The quorum for any General Meeting shall be no fewer than fifteen (15) Members.

(c) Chairperson

The President, or a delegate of the President (and approved by the members), shall preside as chairperson of the meeting

- (d) During the election of office bearers, if the chairperson is nominated for any position, they shall step down as chair and another delegated member (as determined by members present) shall preside over that vote.

8.6 Voting

- (a) Voting at a General Meeting shall be taken by a show of hands, electronic polling, written vote or

other means determined by the Chairperson.

- (b) The chairperson declares the results of any vote.

- (c) Any Financial Member present, following the declaration of the vote, may challenge the vote and demand a poll which

shall be immediately taken, and the result declared by the chairperson.

- (d) All decisions of Members will be made by more than fifty percent (50%) of the members present at meeting and entitled

to vote unless specified otherwise in these Rules or the Act.

8.7 Referendum

(a) Electronic Referendum

The OSASA Board may conduct an electronic referendum utilising available information and communication technologies (e.g. email, the OSASA website) if this is subsequently resolved at a General Meeting. Procedures for the conduct of the electronic referendum will be determined by the OSASA Board in accordance with any By-Laws.

(b) Postal Referendum

The OSASA Board may conduct a postal referendum if this is requested and subsequently resolved at a General Meeting. Procedures for the conduct of the postal referendum will be determined by the OSASA Board in accordance with any By-Laws.

9. ACCOUNTS

9.1 The OSASA Board shall cause proper accounts to be kept at all levels of OSASA in accordance with the Act, these Rules and any By-Laws with regard to:

- (a) all sums of money received and expended by OSASA and the matter in respect of which the receipt and expenditure takes place and
- (b) the assets and liabilities of OSASA.

9.2 For the purposes of the Goods and Services Tax, OSASA will operate as one legal entity.

9.3 An annual financial statement consisting of an income and expenditure statement and balance sheet at the end of the financial year shall be presented at the next Annual General Meeting.

10. NOTICES

10.1 Notices may be given to any Member or person on the OSASA Board at the Member's electronic or mailing addresses using email, fax, mail or other form of communication used by the Member.

10.2 Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 5 business days after posting.

10.3 Where a notice is sent by facsimile transmission, service of the notice is deemed to be effected on the next business day after receipt of a confirmation report confirming the facsimile was sent to or received at the facsimile number to which it was sent

10.4 Where a notice is sent by electronic mail, service of the notice is deemed to be effected on the next business day after the electronic mail was sent provided that there is no indication in writing that the electronic mail was not able to be sent.

11. APPLICATION OF INCOME

11.1 The income and property of OSASA shall be applied solely towards the promotion of the Objects.

11.2 The income of OSASA shall be derived from annual subscriptions, fees for professional development activities, donations, sponsorship and such other sources as the OSASA Board shall from time to time determine.

11.3 No portion of the income or property of OSASA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

11.4 No remuneration or other benefit in money or money's worth shall be paid or given to any Member who holds any office of OSASA.

11.5 Nothing contained herein shall prevent payment in good faith of or to any Member:

(a) for any services actually rendered to OSASA whether as an employee or otherwise

(b) for any out of pocket expenses reasonably incurred by any Member on behalf of and approved by OSASA and

(c) for any other bona fide reason or purpose for the attainment of the Objects.

12. LIABILITY

The liability of Members of OSASA is limited (as defined in the Act).

13. DISSOLUTION OF OSASA

If OSASA shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of in accordance with Section 43 of the Act.

14. COMMON SEAL

The OSASA Board shall provide for the safe custody of the Common Seal of OSASA which shall not be affixed to any instrument except by the authority of the OSASA Board, and every document to which the Common Seal is affixed shall be signed by a person or persons approved by the OSASA Board for the purpose.

15. INDEMNITY

15.1 Every person who is a Board Member, officer or employee of OSASA shall be indemnified and it shall be OSASA's duty to pay all costs, losses, charges and expenses which such persons may in good faith incur or become liable for by reason of any contract entered into or any act or deed or omission done by him or her in good faith in the discharge of his or her duties in accordance with this constitution.

15.2 OSASA shall effect and maintain appropriate insurance cover including any required by the Act and in addition it shall effect and maintain insurance cover with respect to any liability it may incur pursuant to clause 18.1 of this Constitution.

16. ALTERATIONS TO THE RULES

16.1 Subject to the provisions of the Act, these Rules may be amended, rescinded or repealed and new provisions may be made by special resolution (i.e. by a majority of 75% or more of the Members present and entitled to vote) of a General Meeting of OSASA.

16.2 In accordance with clause 10.2, notice of this General Meeting shall be given to Members at least 21 days prior to the meeting and shall include a statement of each proposed special resolution, accompanied by a short explanation of its intent.

17. DECISIONS ON THE MEANING OF THE RULES

If any doubt arises as to the proper meaning of these Rules the decision of the OSASA Board shall be final and conclusive.

18. BY-LAWS

18.1 The OSASA Board may make by-laws as it may deem appropriate for the proper conduct, control and management of OSASA and, in particular, may by any such by-law regulate the:

- (a) management and good governance of OSASA
- (b) provision of services to or on behalf of OSASA and its Members
- (c) conduct of Members and employees
- (d) procedure of meetings of OSASA, the OSASA Board and OSASA sub-committees and working parties
- (e) admission of Members and their rights upon membership of OSASA
- (f) formation of any sub-committees and working parties, including the composition, terms of reference and other relevant matters and
- (g) all such matters as are commonly the subject matter of regulation for the proper conduct of associations, organisations and bodies similar to OSASA and not otherwise expressly dealt with in these Rules.

18.2 Where a By-Law is inconsistent with these Rules, the Rules shall prevail to the extent of the inconsistency.

19. MINUTES

- (a) Proper minutes of all proceedings of general meetings of the association and of meetings of the Board, shall be entered within one month after the relevant meeting in the official records of OSASA.
- (b) The minutes kept pursuant to this rule must be confirmed by the representatives of the members or the Board Members of the Board (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

EXECUTED by the President this 3rd day of June 2021, as the rules of OSASA approved at the General Meeting held on this day.

A handwritten signature in cursive script, appearing to read "M. Hannonchee".

President