



The Organ Music Society of Sydney Inc.
Incorporating the American Guild of Organists (Sydney Chapter)

ABN 18 754 002 095

Dear Member,

NOTICE OF ANNUAL GENERAL MEETING - 2010

Notice is hereby given under the provisions of the Associations Incorporation Act 2009 of New South Wales that the Annual General Meeting of the Organ Music Society of Sydney Incorporated will be held on Sunday 14th November 2010 at 2.30 pm at First Church of Christ Scientist, 270 Liverpool Street, Darlinghurst.

The meeting, as always, is important as it gives you, the member, the opportunity to have your say in the conduct of, and to elect committee members to enable the smooth running of the Society.

A nomination form and a proxy form are included as a loose-leaf with this notice. Forms are also available on our website, together with the current rules of association.

Your nomination for a position on the committee is encouraged and you are urged to consider completing and returning that form. Please complete and return the proxy form if you are unable to attend the meeting. Forms should be addressed to the Secretary at the postal address below and mailed within the prescribed time.

Under the Rules of Incorporated Associations for the election of members, nominations of candidates for election as office-bearers or as ordinary members of the committee:

- (a) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) must be delivered to the secretary of the association at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.

The committee is to consist of:

- (a) the office-bearers of the association, and
- (b) five (5) ordinary members.

The office-bearers are to be:

- (a) the president,
- (b) two (2) vice-presidents,
- (c) the treasurer, and
- (d) the secretary.

Under the Rules of Incorporated Associations the appointment of proxies must follow the following guidelines:

- each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed,
- the notice appointing the proxy is to be as set out in the form included with this notice.

The business of the AGM will include:

- (a) confirmation of the Minutes of the last preceding Annual General Meeting, held on Sunday 8th November, 2009,

(b) receipt of the Committee Report on the activities of the Society during the last preceding financial year,

(c) receipt and consideration of the Audited Financial Statements presented by the Treasurer,

(d) election of Office-bearers including the President*, the two (2) Vice-Presidents, the Treasurer, the Secretary and five (5) ordinary committee members to control and manage the affairs of the Society in the next twelve months,

(e) receipt and consideration of the Annual Statement,

(f) any other business.

* Under the Society's rules, the President may be elected for a maximum of three (3) successive terms. The current President was elected at the Annual General Meeting in 2007 and is thus ineligible to stand for that position at this AGM.

Signed: G. A. Lloyd 1st September 2010

Geoffrey A Lloyd
(Honorary Secretary and Public Officer)

At the conclusion of the business meeting, a Special General Meeting will be held (see notice following).

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given under the provisions of the Associations Incorporation Act 2009 of New South Wales that a Special General Meeting of the Organ Music Society of Sydney Incorporated will be held on Sunday 14th November 2010 following the Annual General Meeting at 2.30 pm at First Church of Christ Scientist, 270 Liverpool Street, Darlinghurst.

The meeting is to consider adoption of a 'constitution', supplanting our current Rules of Association, as a consequence of commencement on 1st July 2010 of the new *Associations Incorporation Act 2009* and Associations Incorporation Regulation.

A proxy form is included as a loose-leaf with this notice. The form is also available on our website, together with the current rules of association.

Please complete and return the proxy form if you are unable to attend the meeting. Forms should be addressed to the Secretary at the above postal address and mailed within the prescribed time.

The following advice has been obtained from the NSW Office of Fair Trading and is printed here for the information of members. Please note that this is not an exhaustive treatment of the subject.

The reforms will help more than 35,000 associations across the state operate more effectively and make it easier to manage their affairs.

Most of the changes are designed to modernise the law, reduce red tape and allow more flexibility for associations. There will also be stronger protection of association finances. Most of the day-to-day procedures and operations of associations will not be directly impacted. The new laws have been carefully designed to make the transition as smooth as possible for associations.

The most important changes are outlined below.

The new Act includes an objects section which states that the purpose of the Act is to establish a scheme for the registration of associations that are constituted for the purpose of engaging in small-scale, non-profit and non-commercial activities.

An association's 'rules' will now be called its 'constitution'. An association's rules will comply with the new Act until changed. A 'model constitution' is set out in the Regulation.

The 'model constitution' is not compulsory and does not automatically apply to existing associations. Associations may choose to adopt their own constitution and include clauses to suit their association's needs. Associations will need to ensure all aspects of their new constitution comply with the new law. Fair Trading will provide some optional clauses. This is a good opportunity for associations to review their current rules to ensure they are appropriate.

[The opportunity is now being taken for this review in view of the result of our Special General Meeting on 24th July 2010. Because of the new Act becoming effective between when that meeting was called and when it was held, Committee has been presented with two options, viz.,

- (1) Rewrite the current rules to accord with the decision of that meeting and submit to the Office of Fair Trading (together with the fee payable) for approval. This would have left further work to be done to effect adoption of the new constitution, sooner or later. A further fee would have been payable if such action were pursued after 2010. Committee decided against this approach and the time limit for submission without penalty has passed.
- (2) Rewrite the current rules to accord with the decision of the aforementioned meeting and, as well, incorporate any other changes as may be desired, either by decision of Committee or as required by the 2009 Act. Committee agreed that to amend the rules just the once and also achieve a superior outcome was preferable. Also taken into account was the fact that no fee would be payable if the changes were to be submitted prior to the end of this year.]

An association adopting its own constitution must address the matters set out in Schedule 1 of the Act. Schedule 1 includes a provision for postal ballots and for the association's financial year to be set out in the constitution. If a constitution does not provide for a particular matter as required by Schedule 1, then the relevant provision in the model constitution will apply.

To ensure there is no unnecessary work for associations, the current 'rules' of an existing association will be taken to comply with the requirements of the new Act until the association chooses to lodge changes. When the association lodges changes they will need to ensure all other aspects of their constitution comply with the new requirements.

An association's constitution may provide for a postal ballot to pass any kind of resolution or permit meetings at more than one venue using technology that allows members in different places to participate. This will make it easier for meetings to be organised and for more members to be involved.

A new provision requires that if minutes of a meeting are in a language other than in English, a copy wholly in the English language must be kept with the document.

Associations no longer need to hold an annual general meeting in each calendar year, but must still hold one within 6 months of the end of the financial year. Associations need to set out their financial year in their constitution, which can be up to a maximum of 18 months.

The official address can be the association's premises, the public officer's residence, or place of business or employment, but must still be in New South Wales. The public officer's address currently on the public register will continue to be the official address of the association until notice of another address is lodged with Fair Trading.

Associations will no longer need to use a common seal to execute documents. Instead, they can have documents signed by two of their authorised signatories. The public officer will be an authorised signatory by virtue of the

office. The committee may appoint (and can revoke) other authorised signatories from among the members of the committee who are resident in Australia.

The new Act will introduce reforms to provide more accountability for larger associations, clarify the duties of committee members and make it easier for associations to comply with the legislation.

Larger or 'Tier 1' associations with gross annual receipts of more than \$250,000, or current assets exceeding \$500,000, will need to have their annual accounts audited and lodge a copy with NSW Fair Trading, unless exempted.

Smaller or 'Tier 2' associations will still only need to lodge an annual summary of their financial affairs.

Committee members and office bearers must disclose any potential conflict of interest; must not use their position or information for a dishonest purpose; and must hand over any documents of the association within 14 days after ceasing to hold office. This makes it easier for new committee members to carry out their duties.

At least three committee members must reside in Australia and the public officer must be a resident of New South Wales.

Certain offences may be dealt with by a 'penalty notice', a type of fine issued as an alternative option to having a matter dealt with in court. No penalty notices will be issued in the first 6 months after the new Act commences.

A copy of the proposed 'constitution', based on the 'model constitution' but amended to accord with our purposes and including prior amendments to our rules, will be promulgated in due course.

Signed: G. A. Lloyd 1st September 2010

Geoffrey A Lloyd
(Honorary Secretary and Public Officer)

An organ recital by the winner of the Sydney Organ Competition 2010 – Intermediate Section will take place at the conclusion of the meeting.

Afternoon tea will follow.