

Brisbane Concert Choir at St Andrew's Inc

Constitution

1. Name

The name of the incorporated association is the Brisbane Concert Choir at St Andrew's Inc (the **Choir**).

2. Objects

2.1 The primary object of the Choir is to provide a forum for singing together, and preparing for, and participating in performances.

2.2 The ancillary objects of the choir are to:

- (a) promote, encourage and support choral activity in the general community as an important aspect of the community's culture and cultural heritage;
- (b) promote and encourage interest in, and the study and development of, choral music and performance;
- (c) provide opportunities for social interaction among the Choir's members;
- (d) contribute to the arts outreach mission of St Andrew's Uniting Church¹ in recognition of the Choir having been established as a result of this activity of the Church;
- (e) undertake fundraising activities to support the objects above; and
- (f) do all such lawful things as are considered appropriate in achieving any of the above purposes.

3. Powers

3.1 The association has the powers of an individual.

3.2 The association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

4. Membership

4.1 Membership is open to:

- (a) **Ordinary members**, being people who have successfully applied for membership in accordance with rules 4.4 and 4.5; and
- (b) **Life members**, being people who have been ordinary members within 4.1(a)² and to whom, after his or her membership has ended, a general meeting has granted membership for life in recognition of outstanding contribution to the Choir³;
- (c) **Honorary members**, being people who have never been an ordinary member of the Choir and to whom a general meeting has granted membership for life in recognition of outstanding support of the Choir;⁴ and
- (d) **Casual members**, being those people who are from time to time associated with the Choir (for example, a guest/casual conductor or rehearsal accompanist; an

¹ Situated at the corner of Creek and Ann Streets, Brisbane City

² However, rule 4.3 also enables a former Musical Director or a former Rehearsal Accompanist to be a life member

³ See rules 5.6 (life members not required to pay the Annual Membership Fee), 6.1 (life members may vote at a general meeting) and 6.2 (life members are to be counted for a quorum)

⁴ See rules 5.6 (honorary members not required to pay the Annual Membership Fee), 6.4 (honorary members may not vote at a general meeting) and 6.5 (honorary members may attend and address a general meeting)

invited singer; or a person who is attending a rehearsal in order to decide whether they would like to join) for the period that they are so associated.⁵

- 4.2 The Management Committee may set a limit on the number of members in any class of membership. The number of ordinary members may be limited in general or in relation to particular voice groups as determined by the Management Committee on the advice of the Musical Director.
- 4.3 The Musical Director and the Rehearsal Accompanist at the time, other than a guest/casual Director or Accompanist, are members ex officio. To remove any doubt, a former Musical Director or former Rehearsal Accompanist is eligible to be granted life membership notwithstanding that rule 4.1(b) requires that a life member has been an ordinary member.

Application for membership

- 4.4 All applicants are to first undertake an audition with the Musical Director in such manner as is determined by the Musical Director. A person who is not successful at audition is not eligible for ordinary membership. The Musical Director's decision in relation to the audition is not subject to review.
- 4.5 If the person is successful at audition, the person must lodge an application on the approved form and the Annual Membership Fee with the Secretary. Applications are to be approved by the Management Committee by simple majority which can happen either at the next Management Committee meeting or by use of circulating resolution.⁶ The applicant may attend rehearsals pending consideration of the application by the Management Committee.
- 4.6 If an application is rejected by the Management Committee, the applicant may, within 14 days, lodge a written request with the Secretary that the decision be reviewed at a general meeting of the Choir. The Choir must hold such a meeting for this purpose within 4 weeks of the request being received by the Secretary. The applicant may attend and address the meeting or send a letter or email setting out his or her case to be read out at the meeting. The decision of the general meeting is final.
- 4.7 The Annual Membership Fee is refundable if the application is rejected.

Awarding life or honorary memberships

- 4.8 It is not intended that life and honorary memberships are to be awarded as a matter of course simply because a person has provided service to the choir.
- 4.9 Anyone wishing to nominate a person for life or honorary membership must complete a nomination on the approved form and forward it to the Management Committee. The nomination must be endorsed by a seconder and explain why it would be appropriate to award life or honorary membership.
- 4.10 If the Management Committee considers that the reasons for nomination are such that life or honorary membership would be appropriate, then it will have the proposal put on the agenda for the next general meeting of the Choir.
- 4.11 If the Management Committee does not consider the reasons for nomination are sufficient, then it will advise the proposer in writing to allow the proposer an opportunity to provide any further information in support of the nomination before making a final decision whether or not the nomination should progress to a general meeting.

Ending membership

- 4.12 A member may resign at any time by written notice to the Secretary. He or she remains liable for any fees or levies incurred before the date of receipt of the notice of resignation.

⁵ See rules 5.6 (casual members not required to pay the Annual Membership Fee), 6.4 (casual members may not vote at a general meeting) and 6.5 (casual members may attend and address a general meeting)

⁶ See rule 9.

- 4.13 If an ordinary member has not paid the Annual Membership Fee⁷ within ten weeks after it becomes due and owing, his or her membership is terminated. He or she remains liable for any fees or levies incurred before the date of termination of membership.
- 4.14 If an ordinary member has not sung with the Choir for any period of twelve months, the membership is deemed to have lapsed despite any payment of the Annual Membership Fee. Membership may be reinstated by the Management Committee, which may make the reinstatement conditional upon a successful audition. If the member is required to undertake an audition, rule 4.4 applies to the audition as if the lapsed member were an applicant for membership.
- 4.15 Membership may be terminated by the Management Committee, if:
- (a) on the advice of the Treasurer, after appropriate efforts have been made to resolve the issue satisfactorily, an ordinary member's fees or levies (other than the Annual Membership Fee) are outstanding for four months or more; or
 - (b) on its own motion, or on the complaint of another member, the Management Committee determines that any member's conduct is such as to be disruptive to the Choir or is likely to bring the Choir into disrepute. The Management Committee will ensure that the principles of natural justice and due process are followed in taking this course of action.
- 4.16 The Secretary must send a written notice to the person whose membership is terminated under rule 4.16 advising of this decision and the person's right to ask for a review of the decision.
- 4.17 If a member wishes to challenge a decision of the Management Committee under rule 4.16 he or she may seek a review of the decision by the same process as that set out in rule 4.6 in relation to review of a rejected application.
- 4.18 An ordinary member remains liable for any fees or levies incurred before the date of termination of membership and the Annual Membership Fee, if paid, is not refundable.

Musical Director's powers

- 4.19 Where an ordinary member has attended less than 75% of the rehearsals relevant to a performance or event, the Musical Director may make an assessment as to whether or not the member may sing in the performance or event. If the outcome is that the member cannot sing, the member is not entitled to any refund of fees or levies.
- 4.20 The Musical Director, with the agreement of the Management Committee, may require ordinary members to undertake further auditions, either as a whole of choir process or as an individual. Such re-auditions may not occur more frequently than once in a twelve month period for any member.
- 4.21 If the Musical Director determines that an ordinary member is no longer able to perform at an appropriate standard, then:
- (a) the member is no longer entitled to sing in rehearsals or concerts from the date of such determination;
 - (b) the member's membership will terminate at the time the next Annual Membership Fee becomes due and owing except that: the membership of an ordinary member who is a member of the Management Committee will not terminate until the date of the next Annual General Meeting (AGM); and
 - (c) the member is entitled to be refunded any other fees or levies pro rata.
- 4.22 There is no appeal from the decision of the Musical Director under rules 4.15, 4.20 or 4.22.

5. Fees

- 5.1 Ordinary members of the Choir are to pay an Annual Membership Fee and any such other fees or levies as are reasonably raised by the Management Committee from time

⁷ See rule 5.1

to time. The amount of the Annual Membership Fee and any other fees or levies is set by the Management Committee and can be reviewed and amended as deemed appropriate by the Management Committee.

- 5.2 To be entitled to vote at any general meeting, including an AGM, an ordinary member must have paid the Annual Membership Fee before the commencement of the meeting.
- 5.3 Fees other than the Annual Membership Fee may be paid either in advance for the whole year or by concert season. The Management Committee will decide on the concert seasons for each year in accordance with the concert schedule agreed with the Musical Director. The Management Committee may allow for a discount where fees are paid for the whole year in advance in the first concert season.
- 5.4 The Annual Membership Fee becomes due and owing from the first rehearsal in a calendar year.
- 5.5 The fees for a concert season become due and owing from the commencement of the season.
- 5.6 The Musical Director, Rehearsal Accompanist, life members, honorary members and casual members are not required to pay the Annual Membership Fee.

6. Voting rights and quorums

- 6.1 Ordinary members, life members, the Musical Director and the Rehearsal Accompanist have voting rights under this Constitution. However, an ordinary member must have paid the Annual Membership Fee in accordance with rule 5 at the time of any vote.
- 6.2 Ordinary members, life members, the Musical Director and the Rehearsal Accompanist are all to be counted for the purpose of establishing a quorum for general meetings.
- 6.3 Ordinary members elected or appointed to the Management Committee and the Musical Director are all to be counted for the purpose of establishing a quorum for Management Committee meetings.
- 6.4 Honorary members and casual members do not have voting rights and are not to be counted for the purpose of quorums.
- 6.5 Honorary members and casual members may attend and address a general meeting.

7. Management Committee

- 7.1 The Management Committee has the responsibility for managing and administering the affairs of the Choir in accordance with the Choir's Objects; and for such other tasks as are given to it by this Constitution or the Choir in a general meeting; and for supporting the Musical Director in the performance of his or her role.
- 7.2 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Choir.
- 7.3 The Management Committee is composed of the following members:
 - (a) Office bearers as follows:
 - (i) Chairperson;
 - (ii) Secretary; and
 - (iii) Treasurer;
 - (b) At least 2 but up to 5 general members (General Management Committee Members) if there are sufficient members wishing to nominate; and
 - (c) The Musical Director may be a general member additional to those in 7.3(b) above.

Election or appointment of Management Committee members

- 7.4 All Management Committee members (except the Musical Director) must be ordinary members of the Choir.

- 7.5 The Management Committee is elected at each AGM in accordance with rules 7.6 and 7.7 and 7.8.
- 7.6 The office bearers must each be nominated by two ordinary members of the Choir and elected at the AGM by simple majority. If more than one person is nominated and eligible⁸ for an office bearer position, a nominee or an ordinary member may request a secret ballot. The Musical Director cannot be an office bearer.
- 7.7 The General Management Committee Members must each be nominated by two ordinary members of the Choir and elected at the AGM. If more than five people are nominated and are eligible⁹, the five people with the highest number of votes will be deemed to be elected. If more than five members are nominated, a nominee or an ordinary member may request a secret ballot.
- 7.8 The Musical Director must be nominated by two ordinary members of the Choir and elected at the AGM to be a general member of the Management Committee.
- 7.9 A nominee in relation to rules 7.6, 7.7 and 7.8 may decline a nomination and is then not eligible for election.
- 7.10 If the General Management Committee Members' positions are not filled at the AGM, the Management Committee may resolve to appoint ordinary members to take them up during the year.
- 7.11 If one of the General Management Committee Member positions becomes vacant during the year, the Management Committee may continue to act or appoint a successor to continue until the AGM. If the number of filled General Management Committee Member positions falls below 2, the Management Committee must immediately take steps to fill the requisite positions through to the AGM.
- 7.12 If any office bearer position becomes vacant, nominations must be sought and a general meeting of the Choir called for the purpose of electing a person to the position. The Management Committee may appoint one of its members to act in the vacant office bearer position until the general meeting is held and a person elected.
- 7.13 The Management Committee may, at its discretion, grant a Management Committee Member leave of absence from Management Committee Meetings for any period, on application by the Management Committee Member concerned.
- 7.14 A Management Committee Member who is on leave of absence granted under rule 7.11 does not count in the calculation of a quorum under rule 8.4.

Ending of membership of the Management Committee

- 7.15 Each member of the Management Committee holds office until the AGM next after the date of his or her election.
- 7.16 A member may resign from the Management Committee at any time by notice in writing to the Secretary. If the Secretary wishes to resign, the Secretary should give his or her resignation to the Chairperson.
- 7.17 A member is taken to have resigned if absent from three consecutive meetings of the Management Committee. However, the Management Committee may decide to excuse any absences following representation by the member.
- 7.18 A Management Committee member may be removed by special resolution at a general meeting of the Choir.¹⁰ There is no right of appeal against this decision.
- 7.19 All positions on the Management Committee, irrespective of when appointed, become vacant at the AGM but previous officers and General Management Committee members are eligible for re-nomination.

⁸ See rule 7.9

⁹ See rule 7.9

¹⁰ See rule 16.9

8. Meetings of the Management Committee

- 8.1 The Management Committee meets as often as Management Committee members think appropriate but at least once every four calendar months.
- 8.2 The Management Committee decides how its meetings are to be called and how notice is to be given. However, due consideration must be given to the availability of Management Committee members and the notice period being reasonable for the current members.
- 8.3 The Chairperson chairs the meetings. In his or her absence, those present at the meeting elect a chairperson for that meeting.
- 8.4 The quorum for a Management Committee meeting is half its members. Where the Management Committee has 7 members, 'half' means 4; and if there are 9 members 'half' means 5. If a quorum is not present within 30 minutes of the time due for commencement of the meeting, the meeting is to be adjourned to another date.
- 8.5 All motions at a Management Committee meeting are decided by a simple majority of those present and entitled to vote. Voting is by show of hands. In the event of a tied vote, the motion is lost.
- 8.6 A Management Committee member may participate in a meeting by using any technology that reasonably allows its members to hear and take part in discussions as they happen where that can be reasonably accommodated.
- 8.7 Observers may attend and address a meeting with the agreement of the Management Committee (by motion if there is disagreement of members). An observer has no voting rights.
- 8.8 The first item of business at any Management Committee meeting is the endorsement of the accuracy of the minutes of the former meeting, with amendment where agreed.
- 8.9 The minutes of the meeting (amended where appropriate) must be signed as a true and accurate record by the Chairperson at the meeting where the minutes are endorsed. These minutes become the official minutes to be kept by the Secretary.
- 8.10 In undertaking its role, the Management Committee should, wherever possible, be cognisant of, and responsive to, the views of the membership of the Choir as a whole.

9. Circulating resolutions

A resolution can be passed, and is as valid and effectual as if it had been passed at a Management Committee meeting, if all Management Committee Members entitled to receive notice of a Management Committee meeting receive notice of the proposed resolution and at least a majority agree by signing the resolution or by responding affirmatively in electronic form.

10. Common seal

- 10.1 The Management Committee must ensure the Choir has a common seal.
- 10.2 The common seal must be—
 - (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- 10.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
 - (a) another member of the Management Committee; or
 - (b) someone authorised by the Management Committee.

11. Chairperson

- 11.1 The Chairperson:
 - (a) chairs all meetings of the Management Committee where he or she is present;

- (b) chairs all general meetings where he or she is present; and
 - (c) facilitates the good running of the Choir and its business.
- 11.2 The Chairperson for the time being may choose to be referred to as 'Chairman', 'Chairwoman' or 'Chairperson'.

12. Treasurer

- 12.1 The Treasurer is responsible for the financial management of the Choir and must:
- (a) ensure the income and assets of the Choir are only used in accordance with the Choir's objects;
 - (b) keep a true and accurate record of the financial affairs of the Choir;
 - (c) operate a bank account in the name of the Choir which provides for two of the Treasurer, Chairperson and any other member or members of the Management Committee registered with the Bank for this purpose to sign for debits, except that the Treasurer or Chairperson must be one of the two signing;
 - (d) provide receipts or keep a computer record for all payments received;
 - (e) have all transactions ratified at either a Management Committee or general meeting;
 - (f) comply with all reasonable requests by the Choir, Management Committee, or a member entitled to vote, for the provision of financial statements; and
 - (g) provide statements of income & expenditure and liabilities & assets for the AGM covering the period of the last financial year in accordance with the requirements of the *Associations Incorporation Act 1981* (Qld).
- 12.2 The Treasurer may hold petty cash on the imprest system to an amount of \$75 or such other amount as is approved from time to time at an AGM. The Treasurer may make payments in cash up to that amount without reference to another Management Committee member.

13. Secretary

- 13.1 The Secretary is responsible for managing the records of the Choir and must:
- (a) take and keep the minutes of all meetings of the Choir and the Management Committee. If the Secretary is unavailable, another member of the Management Committee must be appointed to take the minutes;
 - (b) provide a copy of the minutes of any general meeting of the Choir at the request of a member entitled to vote as soon as is reasonably practicable;
 - (c) keep a record of all ingoing and outgoing correspondence;¹¹
 - (d) ensure that a record of the members of the Choir and their contact details is kept in whatever manner is considered appropriate by the Management Committee (including through an ordinary member being a membership officer) and allow a member to view his or her details if requested; and
 - (e) do his or her best to ensure that all ordinary members receive all notices, however:
 - (i) it is the responsibility of members to ensure that the Secretary has current contact details; and
 - (ii) if an ordinary member does not receive a notice in relation to a meeting or the business to be conducted, this does not invalidate the meeting or any decisions made at it where the Secretary can show that reasonable efforts have been made to notify the member.

¹¹ See rule 13.2 as to what is considered correspondence.

- 13.2 Correspondence includes all written communication sent or received on behalf of the Choir or in relation to choir business, whether written by hand or by other means such as email. If a Management Committee member sends or receives correspondence, the secretary should be provided with a copy as soon as possible and if by means such as email, copied into such correspondence at the time so that the Secretary can comply with rule 13.1(c).

14. Musical Director

- 14.1 The Musical Director is retained on a contract for services. Each AGM will vote on a motion that the contract be continued for the following year. The Musical Director is responsible for the musical programming and development of the Choir subject to appropriate liaison and discussion with the Management Committee and the Choir.
- 14.2 The Musical Director may, with the agreement of the Management Committee, nominate an assistant conductor for absences which may occur from time to time. If an assistant conductor or guest/casual conductor takes a rehearsal or a concert, the person may be paid a fee as agreed by the Management Committee but this does not give the assistant/guest/casual conductor any ex officio rights under this constitution.¹²
- 14.3 In the event that it becomes necessary to appoint a new Musical Director, wherever reasonably practicable the Management Committee will arrange for all ordinary members of the Choir to be involved in the decision making process. If such a process is not possible for any reason, the Management Committee will ensure that there is a suitable opportunity for the ordinary members to provide feedback on the appointment before it is finalised.

15. Rehearsal Accompanist

- 15.1 The Rehearsal Accompanist is retained on a contract for services. Each AGM will vote on a motion that the contract be continued for the following year.
- 15.2 Where a casual/guest rehearsal accompanist attends in the absence of the Rehearsal Accompanist, the casual rehearsal accompanist may claim the appropriate fee but does not have any ex officio rights under this constitution.¹³

16. General Meetings

- 16.1 The Choir may hold general meetings as and when required but must meet at least once a year for the AGM.
- 16.2 The Secretary must call a general meeting of the Choir with at least 10 days' notice to all ordinary members entitled to vote and with details of any business to be conducted. Notice may be verbal, except for special general meetings,¹⁴ or where there is to be a special resolution,¹⁵ where notice must be in writing.
- 16.3 The AGM is to be held no more than six months after the end of the Choir's financial year.¹⁶ The business of the AGM must include (but after (a), not necessarily in this order):
- (a) verification of the accuracy and acceptance (as amended if necessary) of the minutes of the last AGM;
 - (b) any reports (e.g. Chairperson, Musical Director);
 - (c) financial statement in accordance with legislative requirements;
 - (d) motions regarding the appointment of Musical Director and Rehearsal Accompanist;
 - (e) election of Management Committee members;

¹² See rule 4.3.

¹³ See rule 4.3.

¹⁴ See rule 16.4.

¹⁵ See rules 7.16 and 18.1.

¹⁶ See rule 19.

- (f) motions, notice of which were given to the Secretary at least 5 days before the meeting; and
 - (g) motions from the floor if two thirds of those present agree to consider them.
- 16.4 Special general meetings may be called by a request in writing signed by 25% of the membership entitled to vote at the time or a quorum of the members of the Management Committee at that time. The request must be given so that the Secretary can give 10 days notice in writing to all ordinary members entitled to vote and must state the reason for calling the meeting.¹⁷
- 16.5 The Chairperson chairs all general meetings, but in his or her absence, those present at the meeting elect another member of the Management Committee to be chairperson for that meeting.
- 16.6 The quorum for a general meeting is double the number of members elected or appointed to the Management Committee plus one.¹⁸ Where a quorum is not present within 30 minutes of the time set for the meeting, the meeting is to be adjourned to another date.
- 16.7 A general meeting may be held, or members may take part in a general meeting, by using any technology that reasonably allows members to hear and take part in discussions as they happen. A member who participates in a meeting by the use of technology is taken to be present at the meeting.
- 16.8 Every member entitled to vote, including the Chairperson, has one vote. Except where provided otherwise in this Constitution, all motions are decided by simple majority of those present and entitled to vote, and voting is by show of hands unless at least 25% of members present and entitled to vote support a call for a secret ballot. In the event of a tie, the motion is lost.
- 16.9 Where a matter requires a special resolution,¹⁹ the relevant motion must be provided to the Secretary so that the Secretary can give 5 days notice of the motion in writing to all members entitled to vote. The resolution is passed if supported by 75% of those present and entitled to vote. A vote on a special resolution is by secret ballot if requested by two members entitled to vote.
- 16.10 Where a member is unable to attend a general meeting, she or he may appoint another member entitled to vote as a proxy provided that the member agrees to be a proxy. The appointment must be in writing and detail who is appointed and the issue on which the proxy is to vote.
- 16.11 A copy of the appointment must be provided before the meeting to a member of the Management Committee. It may be sent by fax or email.
- 16.12 Observers may attend and address the meetings with the prior agreement of the Management Committee. An observer has no voting rights.
- 16.13 A member entitled to vote may request a copy of the minutes of a general meeting from the Secretary.
- 16.14 The business at any general meeting must commence with the endorsement of the accuracy of the minutes of the previous meeting, with amendment where agreed, and include:
- (a) motions, notice of which were given to the Secretary at least 5 days before the meeting; and
 - (b) motions from the floor if two thirds of those present agree to consider them.

¹⁷ NB: previous Rule 16(4) deleted

¹⁸ See rules 6.2 (Ordinary and life members, Musical Director and Rehearsal Accompanist to be counted for the purpose of a quorum) and 6.4 (honorary and casual members not to be counted for the purpose of a quorum).

¹⁹ See rules 7.18 and 18.1.

17. Patron

The Choir may appoint any person external to the Choir as Patron of the Choir by special resolution at a general meeting. A Patron may attend and address general meetings of the Choir but has no voting rights and is not to be counted for the purposes of a quorum.

18. Constitution

- 18.1 This Constitution, or any part of it, may be amended, added to or repealed by special resolution at a general meeting. The Secretary must provide a proper opportunity for ordinary members to see the details of the proposed changes.
- 18.2 An amendment, repeal or addition is valid only if it is registered by the Chief Executive, as defined by the *Associations Incorporation Act 1981* (Qld). The Secretary must progress such registration as quickly as is reasonably practicable after the meeting which approves such changes.
- 18.3 A member may request a copy of this Constitution from the Secretary. The Secretary must provide it as soon as is reasonably practicable.

19. Financial year

The Choir's financial year is from 1 February to 31 January of any year.²⁰

20. Notices

- 20.1 Any reference in this Constitution to notices or requests being 'written' or 'in writing' includes any method whereby there is a representation or reproduction in any mode in a visible form (for example email or phone text).
- 20.2 Notices to members must be sent to their last advised contact.

21. Privacy

- 21.1 Personal information provided by members to the Choir, Management Committee or individual Management Committee members is to be used only in relation to Choir business and may not be passed to anyone outside the Choir membership without the explicit agreement of the member or members concerned.
- 21.2 Members agree to their names and contact details being placed on a list for circulation around the Choir unless a member clearly informs the Secretary that he or she does not wish this to occur.

22. Dissolution

- 22.1 The Choir is to be dissolved if:
 - (a) it has less than five ordinary members; or
 - (b) a motion of dissolution is passed at the AGM or a special general meeting by three quarters of the ordinary members present and entitled to vote.
- 22.2 After dissolution of the Choir and after all debts and liabilities have been paid, any assets are to be distributed as directed by the remaining members under rule 22.1(a) or the meeting under rule 22.1(b) to St Andrew's Uniting Church for the support of its arts outreach mission, or an organisation similar to that of the Choir, or if none, a charity. No member may benefit from such distribution.

As amended at AGM 19 July 2020

²⁰ NB: previous clause 19(2) deleted