

COUNTRY MUSIC SA INC.

CONSTITUTION

1. NAME

The name of the incorporated association is Country Music SA Inc.

2. INTERPRETATION

In these rules unless a contrary intention appears then:-

- a) "AGM" means the Annual General Meeting of CMSA.
- b) "Board" means the Board of Governors of CMSA.
- c) "Commission" means the Corporate Affairs Commission.
- d) "CMSA" means the incorporated association and comprises the Board of Governors, the CMSA Committee and the financial Members.
- e) "CMSA Committee" means those persons appointed from time to time by the Board for the purpose of discharging the duties of the day to day management of CMSA.
- f) "Meeting" means a general meeting of the Members of CMSA convened in accordance with these rules.
- g) "Member" means a person who is under these rules a Member of CMSA.
- h) "Officer" means a person who is concerned or takes part in the management of the affairs of CMSA.
- i) "the Act" means the Association Incorporations Act 1985.
- j) "the Regulations" means the Associations Incorporations Regulations 1993.

3. OBJECTS AND PURPOSES

- a) To encourage the pursuit of excellence in Australian Country Music.
- b) To provide a state wide information service to people and organizations interested in the enjoyment and promotion of all facets of Country Music in South Australia.
- c) To actively seek and help develop talent in South Australian Country Music.
- d) To identify resources available for the betterment and promotion of South Australian Country Music.
- e) To focus Government and community attention on the composition and performance of Australian Country Music as a part of the Australian culture.
- f) To raise money to finance activities undertaken by CMSA.
- g) To promote to all media an awareness of the role, functions and objects of CMSA.
- h) To provide assistance if required to ensure the smooth co-ordination of the itineraries of visiting artists to avoid clashes with major country music festivals and events in South Australia and to maximise the benefit to the audience, the promoters and artists.
- i) To regularly publish a Newsletter/Magazine containing a monthly programme and information pertaining to events of the South Australian Country Music Industry.
- j) To provide effective liaison between musical organisations and clubs of all persuasions.

4. POWERS.

CMSA shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

Membership of CMSA shall be divided into the following categories:-

5/1. Friends of Country Music.

- a) An Individual may apply for Friends of Country Music Membership.
- b) The membership shall entitle the member
 - to receive any literature/newsletter as the Board may determine from year to year
 - any other benefits as determined by the Board from year to year
- c) One vote per membership
- d) To have one (1) spouse/partner registered as an Associate Member

5/2 Professional Individual Memberships.

An individual shall be eligible for consideration for membership if:-

- a) that person derives all or part of his/her income from playing or performing Country Music, or
- b) that person can satisfy the Board of an active interest in any acceptable form of recognised media, or
- c) that person can satisfy the Board of an active participation in the music industry, or
- d) that person can satisfy the Board that he/she is a promoter and/or entrepreneur with a pecuniary interest in the Country Music industry, or
- e) that person can satisfy the Board that he/she is a music venue operator/manager, or
- f) the Board deems that person to be suitable

The membership shall entitle the member

- to have their profile featured on our website
- to receive any literature/newsletter as the Board may determine from year to year
- Any other benefits as determined by the Board from year to year
- Each Professional Individual Member will be entitled to one (1) vote

5/3 Band & Associate Membership.

Bands. At least One (1) band member is required to hold Professional membership so that BAND can be featured on our web site. If other members of that band are to be featured on website they must be an Associate Member.

An associate Member will not be entitled to a vote and will not receive a copy of our monthly magazine.

5/4 Corporate Memberships:

A body corporate shall be eligible for consideration for membership

if:-

- a) that body corporate derives all or part of its income from playing or performing Country Music, or
- b) that body corporate can satisfy the Board of an active interest in any acceptable form of recognised media, or
- c) that body corporate can satisfy the Board of an active participation in the music industry, or
- e) that body corporate can satisfy the Board that it is a promoter and/or entrepreneur with a pecuniary interest in the Country Music industry, or
- f) that body corporate can satisfy the Board that it is a music venue operator/manager, or
- g) the Board deems that body corporate to be suitable

The membership shall entitle the member

- To receive any literature/newsletter as the Board may determine from year to year
- Any other benefits as determined by the Board from year to year
- Each Corporate Membership will be entitled to one (1) vote

5/5 Club Memberships

A Club shall be eligible for consideration for membership providing it is a Country Music Club or a Country Music Association or a club holding country music functions.

The membership shall entitle the member

- to receive any literature/newsletter as the Board may determine from year to year
- Any other benefits as determined by the Board from year to year
- Each Club Membership will be entitled to one (1) vote
- A Club membership may only be eligible for insurance if the club fits the criteria as determined by the insurer

6. SUBSCRIPTIONS

- a) The subscription fees for each category of membership shall be such sums as the Board shall determine.
- b) The subscription fees for each category of membership shall be payable annually at such time as the Board shall determine.
- c) Any Member whose subscription is outstanding for longer than two (2) months after its due date for payment shall cease to be a Member of CMSA, providing always that the Board "may reinstate" such memberships on such terms as it thinks fit.

7. RESIGNATION

A Member may resign from membership of CMSA by giving written notice thereof to the CEO or Public Officer of CMSA.

8. DISPUTE RESOLUTION

- a) Any dispute arising between any member or members, or a former member or members (*not more than six months prior) or any officer of the Board of CMSA, relative to membership, or the interpretation, breach of, or application of the association's constitution and by-laws, or the expulsion of any members from the association, or any other matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution.
- b) A "Dispute Resolution Sub-Committee" comprising of three people will be selected by the Board of Governors and the disputing parties. This sub-committee will then have the power to resolve the dispute. Rules of natural justice must be observed.

9. EXPULSION OF A MEMBER

- a) Subject to giving a Member an opportunity to be heard or make a written submission, the Board may resolve to expel a Member for misconduct which the Board consider to be detrimental to the interests of CMSA.
- b) Particulars of the alleged misconduct shall be communicated to the Member at least one calendar month before the meeting of the Board at which the matter will be determined.
- c) The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to sub-rule (4), cease to be a Member forthwith.
- d) It shall be open to an expelled Member to appeal to CMSA against his/her/their expulsion. Notification of appeal shall be made in writing to the Public Officer of CMSA within seven (7) days of receiving a notice of expulsion.
- e) In the event of an appeal under sub-rule (4), the appellant's membership of CMSA shall not be terminated until a special general meeting of CMSA has heard the appeal and determined whether to uphold or overturn the Board's decision by a simple majority of those attending.

10. REGISTER OF MEMBERS.

A register of members must be kept and obtain:

- a) the name and address of each member
- b) the date on which each member was admitted, and
- c) if applicable, the date of and reason(s) for termination of membership.

11. BOARD OF GOVERNORS

- a) The affairs of CMSA shall be administered by a Board which, in addition to any powers and authorities conferred by these rules, may exercise those powers and do those things that are in pursuit of the objects of CMSA and are not by the Act or by these rules required to be done by CMSA in general meeting.
- b) The Board shall have the power to appoint such CMSA Committee Members, Officers and employees as are required to carry out the objects of CMSA, including a Public Officer as required by the Act, and may delegate any of its powers to such officers and employees as it determines.
- c) The Board of Governors shall comprise of no more than 14 people
- d) The Board shall be elected at the Annual General Meeting and shall remain in office for four (4) years, after which time the four (4) longest serving members shall stand down and be eligible for re-election.
- e) The Board may appoint a natural person to fill a casual vacancy and such Member shall hold office until the next AGM of CMSA and shall be eligible for re-election.
- f) Nominations for election to the Board shall be in writing and signed by the proposer, (who shall be a Member of CMSA), and lodged with the CEO or Public Officer at least 28 days before the AGM of CMSA.
- g) Notice of all persons seeking election to the Board shall be given to all Members of CMSA with the notice calling the AGM at which the election is to take place.
- h) If the required number of persons are nominated to fill existing vacancies, the chairperson shall declare such persons duly elected as Board Members subject to the majority of voting Members at an AGM vote in the affirmative.

12. DISQUALIFICATION OF BOARD MEMBERS

The office of a Board Member shall become vacant if that Member is:-

- a) disqualified by the Act.
- b) expelled under these rules.
- c) permanently incapacitated.
- d) absent without apology from more than three consecutive Board meetings
- e) absent without apology from more than three Board meetings in a CMSA financial year.
- f) The board may determine to reinstate a disqualified Board Member disqualified under points 9(d) and 9(e) at its discretion

13. MEETINGS OF THE BOARD

- a) The Board shall meet for the dispatch of business at least Four (4) times a year.
- b) A quorum for a meeting of the board shall be five (5) Members.
- c) Questions arising at any meeting shall be decided by a simple majority of votes and in the event of equality of votes the Chairperson shall have a casting and deliberative vote.
- d) A Member of the Board having a direct or indirect pecuniary interest in a contract, or any proposed contract with CMSA, must disclose that interest to the Board as required by the Act and must not take part in any decisions of the Board in respect to that contract.
- e) At the first meeting of the Board after the AGM, the incoming Board shall elect office bearers, including a Chairperson, Vice-Chairperson, CEO Secretary and Treasurer.

- f) The Board may from time to time delegate its powers to other committees comprising such persons as it thinks fit, and any such committees shall in the exercise of their delegated powers conform with any rules and directions given by the Board.
- g) Board Members may submit a proxy vote on an item on the Agenda of a meeting if they are unable to attend the Board meeting due to unforeseen circumstances.

14. CMSA COMMITTEE

- a) The day-to-day management of the affairs of CMSA may be conducted by a CMSA Committee appointed by and answerable to the Board.
- b) The CMSA Committee shall in the exercise of the powers delegated to it by the Board conform with any rules and directions given by the Board.

15. FINANCE

- a) The financial year of CMSA shall be the period of twelve (12) months starting on Jan 1st. and going through to December 31st.
- b) CMSA shall keep such accounting records as correctly record and explain the financial transactions and the financial position of CMSA in accordance with legislation from time to time applicable to CMSA and shall as soon as practicable after the end of each financial year of CMSA cause accounts to be prepared. Such accounts shall be audited at least once a year by an accountant, qualified in accordance with the Act, and appointed by the Board. Any surplus funds remaining at the end of the financial year, shall be re-invested in to CMSA Funds for future Events.
- c) The cheque signatories for CMSA shall comprise either the Board Chairman, the CEO, the Public Officer, the Secretary or the Treasurer and/or one other Board Member. Each cheque will require two signatures.

16. BORROWING POWERS

- a) CMSA may borrow monies from banks or other financial institutions upon such terms and conditions as the Board approves and may secure the repayment thereof by charging the property of CMSA.
- b) Subject to section 53 of the Act CMSA may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

17. RULES

- a) Subject to the approval by special resolution of the Members of CMSA, these rules may be altered (including an alteration of name) rescinded or replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- b) The registered rules shall bind CMSA and every Member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

18. CMSA MEETINGS

- a) The Board may call a special general meeting of CMSA at any time and shall call an AGM in accordance with the Act.
- b) The AGM shall be held within Four (4) months after the end of the CMSA financial year.
- c) Upon requisition in writing of not less than 25% of the total number of Members of CMSA the Board shall within one month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- d) If a special meeting is not convened within one month as required by sub-rule (3) any ten Members of the signatories to the requisition may convene a special general meeting. Such meeting shall be convened using the same procedure as would apply to a meeting convened by the Board and for this purpose the Board shall ensure that those convening the meeting

are provided without charge particulars of all Members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Members calling the meeting

- e) Subject to sub-rule (6) at least 21 days notice of any general meeting shall be given to Members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an AGM, the order of the business at the meeting shall be the consideration of the accounts and reports of the Board and the Auditors, the appointment of Auditors, election of Board Members and any other business requiring consideration by CMSA in general meeting.
- f) Notice of a meeting at which a special resolution is to be proposed should be given at least 21 days prior to the date of the meeting.
- g) A notice may be given by CMSA to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the Register of Members."
- h) Where a notice is sent by post, service of the notice should be deemed to be effective if it is properly addressed and posted to the Member by ordinary pre-paid mail.

19. CMSA MEETINGS PROCEDURE

- a) 25% of total membership of CMSA or ten members shall constitute a quorum at any general meeting.
- b) If within 30 minutes after the time appointed for a meeting a quorum of Members is not present, a meeting convened on the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day of the next week at the same place and time and if at such an adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Members present shall form a quorum.
- b) The Chairperson of the Board or if there be no Chairperson then the Vice-Chairperson of the Board, or in his/her absence or on their declining to take or retiring from the chair, one of the Board Members chosen by the meeting shall preside as Chairperson at any general meeting.
- c) If there is no chairperson or vice-chairperson present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.
- d) The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place of CMSA.
- e) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- f) At a general meeting, a resolution put to a vote shall be declared decided on a show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- g) If a poll is demanded by the Chairperson of the meeting or by three or more Members present personally, it shall be taken in such a manner as the Chairperson directs. The result of such a poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three-quarters (3/4) of the Members who being entitled to vote do so vote personally at the meeting is required.
- h) A poll demanded on the election of a Chairperson of a meeting or any question of an adjournment shall be taken at the meeting and without adjournment.

20. MINUTES

- a) Minutes of all proceedings of the meetings of CMSA and of the Board and of the CMSA Committee shall be entered in the minute books kept for that purpose as soon as is practicable.

- b) The minutes kept pursuant to this rule shall be signed by the Chairperson at which the proceedings took place or by the Chairperson of the next meeting which confirms those minutes.
- c) Where the minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was duly convened and held, that all business conducted at the meeting was duly and lawfully conducted and that all appointments made at a meeting were duly and legally made.

21. VOTING RIGHTS

- a) Subject to these rules each financial Member (present in person has been deleted) shall be entitled to a vote in accordance with their voting rights in section (5)
- b) A Member being a body corporate shall be entitled to appoint one person who need not be a Member of CMSA to represent it at a particular meeting or at all meetings of CMSA. That person shall be appointed by the corporate Member by a resolution of its board authenticated under its seal. Such person shall be deemed to be a Member of CMSA for all purpose until the authority to represent that corporate Member is revoked.
- c) If a Professional Member should be a minor under the age of eighteen (18) years, that member's guardian or parent would have the right of one (1) vote in their stead.
- d) Proxies. A member shall be entitled to appoint in writing a natural person who is also a member of the organisation to be their proxy, and attend and vote at any general meeting of the organisation.
- e) At an election any financial member who will be absent for genuine reasons, a written proxy vote can be accepted by the CEO at least 7 days before the official election.

22. DISCLOSURE OF INTEREST.

A Board Member, CMSA Committee Member, Committee Member or any other Officer of CMSA who has any direct or indirect pecuniary interest in any contract, or proposed contract, with CMSA shall, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of that interest to the Board and shall not take part in any decision or determination of CMSA with respect to that contract.

23. INDEMNIFICATION OF OFFICERS

CMSA will indemnify out of its assets any Board Member, CMSA Committee Member, Officer or Member against all liability incurred by him or her in defending any civil proceedings or in satisfaction of any judgement against him or her provided the incident which gave rise to the proceedings arose in the course of that person's duties or functions as a Board Member, CMSA Committee Member or Officer of CMSA.

24. INCOME AND PROPERTY

The income and property of CMSA shall be applied solely towards promotion of the objects of CMSA. CMSA shall not carry on any trade or business or engage in any transaction with a view to pecuniary gain or benefit of the Members thereof. No Members shall have any personal claims on any property of CMSA and no part of the income or property of CMSA shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise however by way of profit to the Members of CMSA provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of CMSA or prevent the establishment of a benevolent fund for the officers and servants of CMSA and their dependents or prevent the payment at the discretion of the Board of the expenses incurred by any Member of CMSA in attending meetings or otherwise undertaking business of CMSA at the instigation of the Board or prevent payment of interest on money borrowed from any Member of CMSA.

25. DISPOSAL OF PROPERTY ON WINDING UP

In the event of CMSA being wound up the property of CMSA shall not belong to the Members but shall be applied to or for the benefit of such other body or association whether corporate or unincorporated having educational or charitable objects as the Board shall in its absolute discretion determine, or otherwise be applied to the study of Country Music in post secondary educational institution(s) in South Australia or as the Board shall determine.

26. ANY OTHER MATTERS.

Any matters not already covered by this Constitution can be dealt with by the current Board of Governors.