

CONSTITUTION

of

Contemporary Music Services Tasmania Inc.

trading as:

MUSIC

TASMANIA

To be read in conjunction with the
Association's Board Manual.

Last updated: 15/03/2016

This Constitution is loosely based on the model rules for an association in Tasmania as updated in 2007 (Associations Incorporation (Model Rules) Regulations 2007 – Schedule 1).

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PART 1 – THE ASSOCIATION

1. Legal Entity

1. The name of the association is Contemporary Music Services Tasmania Inc (CMST) ABN 13 858 847 625, trading as Music Tasmania (Music Tas).
2. The financial year of the Association is to be determined by the board.
3. The Association does not have a Common Seal.
4. The President and Public Officer or other Executive Members as delegated by the board can sign legal documents on behalf of the Association.

2. Objects and Purpose

Music Tasmania may do all things necessary or convenient for carrying out its objects.

The objects of Music Tasmania are:

1. To provide a focus for the activities and interest of the original contemporary music industry in Tasmania.
2. To represent MusicTasmania members in the public, private and business sectors on all relevant and associated matters which further the interests of members of MusicTasmania.
3. To promote and encourage
 - a. Professionalism and standards of excellence in the original contemporary music industry;
 - b. Industry standards and ethical practices;
 - c. Developmental, performance and recording opportunities for contemporary musicians, and;
4. Public awareness of the music industry by the dissemination of information to the public of the music industry in Tasmania and all its facets.
5. To organise and promote training opportunities for members of Music Tasmania through workshops, seminars and courses.
6. To provide resources for members of Music Tasmania.
7. To provide a forum for members of Music Tasmania to raise issues of importance to Music Tasmania and to the original music industry in Tasmania at large.
8. To provide services such as organising, coordinating and promoting industry awards, releases, competitions and any other events which further the activities of the music industry, as supported by government and private sectors. To bring such awards, releases, competitions and other events to the attention of the Tasmanian public.
9. To seek representation on committees and boards of any organisation, body or association which will further the interests of the Music Tasmania members, as decided by the Executive of Music Tasmania.
 - a. To encourage communication, cooperation and fair dealing between members of Music Tasmania.
 - b. To foster and promote good relations between Music Tasmania and any other similar organisation or group involved in the provision and promotion of music performing arts and entertainment.

PART 2 – MEMBERSHIP

3. Membership of Association

1. A person or other legal entity may become a member of the Association by –
 - a. Applying and paying online through the Association’s website; or
 - b. Filling out an application for membership form, paying the Annual Subscription and lodging it with the public officer.
2. Membership categories available will be set by the Board.
3. Prospective members shall nominate their own membership category.
4. Members may only change membership categories at the time of Subscription renewal or the direct approval of the Association.
5. The public officer is to report all new nominations and subscription payments to the board.
6. If a membership application is made in writing, the public officer is to –
 - a. on receipt of the annual subscription, notify the nominee that they are now a current member of the Association; and enter the name in the members database.
7. Any person or other legal entity who is a member of the Association is agreeing to adhere to the Constitution and by-laws of the Association.
8. A member of the Association may resign by serving on the public officer a written notice of resignation and the name will be removed from the database.
9. A person or other legal entity –
 - a. becomes a member of the Association when their name is entered in the members database; and
 - b. ceases to be a member of the Association when their name is removed from the members database.
10. Any right, privilege or obligation of a person or legal entity as a member of the Association –
 - a. is not capable of being transferred to another person; and
 - b. terminates on the cessation of the membership.
11. For the purpose of this constitution ‘in writing’ is to include both hard copy and digital correspondence.

4. Cessation of membership

1. A person or organisation ceases to be a member of the association, and their name is removed from the members database, if the person or organisation:
 - a. dies, or in the case of an organisation is no longer a legally operating entity, or
 - b. resigns membership, or
 - c. is expelled from the association, or
 - d. fails to pay the annual membership fee under within 3 months after the fee is due.

5. Annual subscription

1. The amount of the annual subscription fee (if any) payable for the membership categories available and when it is due and payable by members of the Association is set by the board.
2. Members receive a written reminder notice to the nominated email address on their membership application one month prior to their subscription expiring.

6. Members' liabilities

1. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member of the Annual Subscription fee.

7. Expulsion of members

1. The board may expel a member from the Association if, in the opinion of the board, the member is guilty of conduct detrimental to the interests of the Association.
2. If the board expels a member from the Association, the public officer of the Association, without undue delay, will serve the member a notice in writing –
 - a. stating that the board has expelled the member; and
 - b. specifying the grounds for the expulsion; and
 - c. informing the member of the right to appeal against the expulsion.

8. Appeal against expulsion

1. A member may appeal against an expulsion from the Association by requesting in writing to the Public Officer, the convening of a special general meeting to hear the appeal within 14 days of the service of a notice of expulsion.
2. The public officer is to immediately notify the board of the request for appeal.
3. The board will call a special general meeting within 21 days of the request for appeal.
4. At a special general meeting convened for the purpose of hearing an appeal under this rule –
 - a. no business other than the question of the expulsion is to be transacted; and
 - b. the board may place before the meeting details of the grounds of the expulsion and the board's reasons for the expulsion; and
 - c. the expelled member must be given an opportunity to be heard; and
 - d. the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
5. If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
 - a. the expulsion is lifted; and
 - b. the expelled member is entitled to continue as a member of the Association.
6. If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
 - a. the expulsion remains in effect; and
 - b. the expelled member ceases to be a member of the Association.

9. Disputes

1. A dispute between a member of the Association and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
2. This rule does not affect the operation of the Expulsion of Members clause.

PART 3 – THE BOARD

10. Composition of the board

1. Subject to the constitution, legislation and the final authority of the Annual General Meeting, the management of the Association and its business, property and affairs is vested in the board.
2. The board consists of up to 10 members –
 - a. The President (also to act as chairperson);
 - b. The Vice-President;
 - c. The Secretary;
 - d. The Treasurer;
 - e. Up to 4 other board members; and
 - f. Up to 2 Selected board members.
3. Selected board members are chosen on the basis of the benefit they may provide to the Association and may be selected by the board at or after the first board meeting after the Annual General Meeting.
4. A board member is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
5. If a casual vacancy occurs in the office of ordinary board member, the board may appoint a member of the Association to fill the vacancy until the next annual general meeting after the appointment.

11. Executive committee

1. The president, the vice-president, treasurer and the secretary constitute the executive committee.
2. During the period between meetings of the board, the executive committee may issue instructions to the public officer and servants of the Association.
3. The executive committee is to report on instructions issued and activities undertaken to the next meeting of the board.

12. President

The President shall:

1. Preside at all meetings and functions of the Association and determine whether a quorum is present;
2. Chair all meetings of the Association, or appoint another board member with the agreement of those present; and
3. As Chair of the Executive Committee, oversee staff and employees of the Association.
4. Be the formal point of contact for the Association and public spokesperson.

13. Vice- President

The Vice-President shall:

1. Assist the President and perform the duties of the President if the President is absent.

14. Secretary

The Secretary shall ensure that:

1. Meetings are held in accordance with the Constitution; and
2. In collaboration with staff and employees of the Association ensure true and accurate records are kept of all meetings of the Association and agenda and papers are provided in a timely manner to all board members; and
3. In collaboration with staff and employees of the Association ensure incoming and outgoing correspondence and records and documents of the Association are appropriately held and available in electronic or hard copy.

15. Treasurer

The treasurer shall ensure that:

1. All money due to the association is collected and received and that all payments authorised by the association are made; and
2. Correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
3. These duties are undertaken in collaboration with staff and employees of the Association.

16. Public Officer

1. Where possible, the Public Officer shall be a staff member or employee of the Association. The public officer is responsible for:
 - a. Notifying Consumer Affairs and Fair Trading of constitutional changes in the Association and its financial situation.
 - b. Lodging the Association's completed Annual Return with Consumer Affairs and Fair Trading.
 - c. Notifying Consumer Affairs and Fair Trading of any changes in the board or the registered address of the Association.
 - d. Acting as the official contact for the Association in respect to correspondence from Consumer Affairs and Fair Trading, including taking delivery of documents served on the Association and bringing them to the attention of the board as soon as possible
 - e. The custody of any documents as required by the constitution.

17. Election of members to the board

1. A nomination of a candidate for election as an ordinary board member is to be made in writing, preferably through the online nomination form provided by the Association. Through this nomination, interest can be expressed in executive positions.
2. Nominations can be received up until the time determined by the Association and prior to voting commencing.
3. If the number of nominations received is equal to (or less than) the number of vacancies on the board to be filled, the persons nominated are taken to be elected.
4. If the number of nominations received exceeds the number of vacancies on the board to be filled, a ballot is to be held.
5. As soon as practical after the election of a new board, the board will meet to elect an executive committee and nominate select board members.

18. Subcommittees

1. The board may –
 - a. appoint a subcommittee from the board;
 - b. include people other than board members if desired; and
 - c. prescribe the powers and functions of that subcommittee.
2. A quorum for the transaction of the business of a meeting of the subcommittee is half the members of the committee (or as otherwise determined by the board).
3. The provisions of the Constitution, so far as they can, apply to meetings and resolutions of the Subcommittee.

19. Vacation of office

1. For the purpose of these rules, the office of a board member or office holder of the Association becomes casually vacant if the officer or board member –
 - a. dies; or
 - b. becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
 - c. becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
 - d. resigns office in writing addressed to the board; or
 - e. is absent from 3 consecutive meetings of the board without the permission of the other members of the board; or
 - f. ceases to be a member of the Association; or
 - g. fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or board member has ceased to be a financial member of the Association.

20. Disclosure of interests

1. If a member of the board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered by the board or subcommittee, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the board.
2. If at a meeting of the board or a subcommittee a member of the board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, their vote is not to be counted.

21. Honorarium

1. The Board may by ordinary resolution determine to pay a Board member or member an ex-gratia payment in recognition of volunteer services that result in significant value being produced for the Association.

PART 4 – MEETINGS

22. Meetings of the board

1. The board is to meet at least 6 times per year at any place and time the board determines.
2. A quorum shall consist of 5 members, including being present by phone or video link, at least 2 of whom are Executive members of the board.
3. Business transacted at a meeting of the board without quorum is not formal business, until it has been ratified by a board meeting where there is quorum.
4. Any question or discussion arising at a meeting of the board is to be determined by –
 - a. a general resolution of members present; or
 - b. a formal motion that is moved and seconded and put to a vote by the Chair.
5. A member of the board (including the chairperson) has one vote only unless there is an equality of votes (no majority), in which case the chairperson has a second or casting vote.
6. Written notice of each board meeting (for example email or text) is to be provided to each member of the board in a manner previously agreed to by board members and papers provided in a timely manner.

23. Annual General Meeting (AGM)

1. The Annual General Meeting of the Association must be held within four months of the end of the financial year.
2. All members shall be given at least fourteen (14) days notice of the date of the Annual General Meeting.
3. All financial members may attend the Annual General Meeting.
4. The ordinary business of an annual general meeting shall include:
 - a. confirmation of the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b. presentation of the Annual Report and Auditor's Report;
 - c. declaration of the election of new board members; and
 - d. appointment of the auditor.

24. Special General Meeting

1. A Special General Meeting may be called by the board or at the request of the Executive or on the written request of at least 10 members of the Association.
2. At least fourteen (14) days notice, in writing, of the date of the General Meeting shall be given to all members.
3. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that meeting.

25. Business and quorum at general meetings

1. All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
2. Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.

3. A quorum for the transaction of the business of a general meeting is 10 financial members of the Association in person or by proxy, including at least 2 members of the board.
4. If a quorum is not present within 30 minutes of the time appointed for the commencement of a general meeting, the meeting –
 - a. if convened on the requisition of members of the Association, is dissolved; or
 - b. if convened by the board, is to be adjourned until another time.

26. Voting at a General Meeting

1. All votes are to be given personally or be cast prior to the meeting by electronic voting.
2. All members of the Association (including the Chair) have one vote only unless there is an equality of votes (no majority), in which case the Chair has a second or casting vote.
3. If at a general meeting a poll on any question is demanded –
 - a. the poll is to be taken at that meeting in the manner the chairperson determines; and
 - b. the result of the poll is taken to be the resolution of the meeting on that question.

PART 5 – MISCELLANEOUS

27. Income and property of Association

1. The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
2. No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
3. The Association will effect and maintain appropriate insurance.
4. The Association may when approved by the Association or board, pay an employee or member of the Association –
 - a. remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the employee or member; or
 - b. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the employee or member for any of the objects or purposes of the Association; or
 - c. a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the employee or member.

28. Receipts and Payments

1. True accounts are to be kept of the following:
 - a. each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - b. each asset or liability of the Association.
2. The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the board.
3. The board, either through a finance subcommittee, Treasurer, or nominated employee/s of the Association must keep all accounting books, general records and records of receipts and payments, connected with the business of the Association in the form and manner the board determines.
4. The accounts, books and records are to be kept at the Association's office or at any other place the board determines.
5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the board or employees of the association, being members or employees authorised to do so by the board.

29. Auditor

1. At each annual general meeting an auditor of the Association is to be appointed.
2. If an auditor is not appointed at an annual general meeting, the board is to appoint a person as the auditor of the Association as soon as practicable after the date of the annual general meeting.
3. The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
4. The auditor may only be removed from office by special resolution.
5. If a casual vacancy occurs in the office of auditor, the board is to appoint a person to fill the vacancy until the next annual general meeting.

30. Audit of accounts

1. The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
2. The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
 - a. state whether the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - b. state whether the rules relating to the administration of the funds of the Association have been observed.
3. The public officer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.

31. Service of notices and requisitions

1. Except as otherwise provided by these rules, a document may be served under these rules on a person by –
 - a. giving it to the person; or
 - b. leaving it at, or sending it by post to, the person's postal or residential address or place or address last known to the server of the document; or
 - c. faxing it to the person's fax number; or
 - d. emailing it to the person's email address.

32. Amendment of the Constitution

1. The statement of objects and these rules may be altered, rescinded or added to only by a majority vote at an Annual General meeting or Special General Meeting.
2. Any alterations which have been agreed to but are in conflict with the *Associations Incorporation Act – Tasmania 1964* will not be valid.

33. Custody of records

1. Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.
2. The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

34. Other policy documents

1. Policy and procedures may be developed from time to time to assist the management and operation of the Association.
2. Where there is any discrepancy between policy and procedural documentation and this Constitution, this Constitution takes precedence.