

Constitution

of

The West Australian Music Industry Association Inc.



The West Australian Music Industry Association Inc.

58 James St Northbridge 6003

ph: +61 8 9227 7962

f: +61 8 9328 7711

e: wam@wam.asn.au

w: www.wam.asn.au

Last amended April 2008

By resolution at the Annual General Meeting of members

Contents

1	Name	3
2	Objects	3
3	Powers	4
4	Members	5
4.1	General	5
4.2	Ordinary Members	5
4.3	Organisation Members	5
4.4	Associate Members	6
4.5	Life Members	6
4.6	Honorary Life Members	6
4.7	Voting	6
4.8	Membership not transferable	7
4.9	Subscriptions	7
4.10	Cessation of membership	7
4.11	Right to inspect certain records	7
5	Expulsion or suspension of Members	7
6	Board	8
6.1	General	8
6.2	Functions and powers of the Board	8
7	Board Members	9
7.1	Appointment	9
7.2	Removal	10
7.3	Duties	10
7.4	Board Meetings	11
7.5	Committees	11
7.6	Chief Executive Officer	12
8	General Meetings and Annual General Meetings	12
9	Common seal	13
10	Auditor	13
11	Amendment of this Constitution	13
12	Dissolution	13
13	Income and property	14

West Australian Music Industry Association Inc.

Constitution

1 Name

The name of the association is the West Australian Music Industry Association Inc. (**WAM**).

2 Objects

The objects of WAM are:

- (a) To provide a focus for the activities and interests of the original contemporary music industry in Western Australia.
- (b) To represent the original contemporary music industry in the public, private and business sectors on all matters which further the interests of members of WAM.
- (c) To promote and encourage:
 - (1) professionalism and standards of excellence in all facets of the original contemporary music industry;
 - (2) industry standards and ethical practices;
 - (3) performance and recording opportunities for original contemporary musicians; and
 - (4) public awareness of the music industry by the dissemination of information to the public of the music industry in Western Australia and all its facets.
- (d) To organise and promote training opportunities for members of WAM through workshops, seminars and courses.
- (e) To provide a central resource facility for members of WAM.
- (f) To provide a forum for members of WAM to raise issues of importance to WAM and to the original music industry in Western Australia at large.
- (g) To organise, co-ordinate and promote industry awards competitions and any other events which further the activities of the music industry and to bring such competitions, industry awards and other events to the attention of the Western Australian public.
- (h) To seek representation on committees and Boards of any organisation, body or association which will further the interests of WAM as decided by the Executive of WAM.
- (i) To encourage communication, co-operation and fair dealing between members of WAM.
- (j) To foster and promote good relations between WAM and any other similar organisation or group involved in the provision and promotion of music performing arts and entertainment.

3 Powers

WAM may do all things necessary or convenient for carrying out its objects and in particular may:

- (a) purchase, sell, mortgage, lease, exchange, improve, manage, develop or otherwise acquire or dispose of any real or personal property or any rights or privileges for the purposes of WAM.
- (b) establish funds for carrying out the objects of WAM and to borrow, raise or secure payment of the money for any object of WAM in such manner and upon such terms as may be deemed appropriate.
- (c) conduct appeals for funds and accept donations, whether being real or personal property, and devices and bequests under testamentary dispositions and generally to raise funds by public subscription and any other means as may from time to time be approved by the Board of WAM.
- (d) invest in any securities or otherwise to deal with the money of WAM not immediately required for the purposes of WAM, in any manner authorised by law, as may from time to time be determined by the Board of WAM.
- (e) hold and administer property on trust.
- (f) borrow money by way of loan or overdraft or by the issue or execution of mortgages, charges, bonds, debentures or other securities over all or any of the property of WAM as may be deemed necessary and to liquidate, redeem or pay off any obligations or securities so created.
- (g) appoint delegates or representatives to other Associations, societies and bodies and to appoint or elect sub-committees and standing committees as it sees fit.
- (h) co-opt persons as required.
- (i) appoint an auditor as required (but the auditor cannot be a member of WAM).
- (j) approve the membership of any persons eligible to be a member of WAM.
- (k) make by-laws for the conduct of the affairs of WAM and to perform all such acts and responsibilities for the attainment of the objects of WAM.
- (l) appoint, employ, contract or hire employees, staff or other persons to work on behalf of WAM or for any object of WAM in such a manner and upon such terms as may be deemed appropriate by the Board of WAM.
- (m) determine from time to time the annual subscription or fee for membership and ratify such determination at an Annual General Meeting.
- (n) take out insurance, indemnity or guarantees as are necessary to protect WAM or any member.
- (o) draw, accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments.
- (p) do all things incidental or conducive to furthering any of the above objects.
- (q) exercise all powers conferred on WAM by the Associations Incorporation Act 1987 (WA).

4 Members

4.1 General

- (a) WAM consists of the following classes of Members:
- (1) Ordinary Members;
 - (2) Organisation Members;
 - (3) Associate Members;
 - (4) Life Members; and
 - (5) Honorary Life Members.
- (b) An application for membership shall be made in writing signed by the applicant. Each applicant must agree to be bound by the Constitution and by-laws of WAM.
- (c) When WAM receives an application for membership, the application shall be referred to the Board. When an application is approved by the Board and the applicant has paid the required annual subscription, the Board shall enter the applicant's name in a register of Members to be kept by the Board and then the applicant becomes a member of WAM.
- (d) A person or organisation whose application for membership is refused by the Board may apply to the next General Meeting to have the application reconsidered.

4.2 Ordinary Members

- (a) Any person over the age of eighteen may apply to become an Ordinary Member of WAM.
- (b) The rights of an Ordinary Member shall be as determined from time to time by the Board.
- (c) The annual rate of subscription for an Ordinary Member shall be as determined from time to time by the Board.

4.3 Organisation Members

- (a) Any organisation may apply to become an Organisation Member of WAM.
- (b) The rights of an Organisation Member shall be as determined from time to time by the Board.
- (c) The Board may divide Organisation Members into categories for administrative convenience.
- (d) The annual subscription rate for an Organisation Member together with a per capita subscription for every person the Organisation Member desires to register with WAM shall be as determined by the Board from time to time.
- (e) An Organisation Member may, from time to time, nominate, in writing addressed to the Board, a person to be its representative and, subject to this Constitution, the person nominated shall have the same rights as an Ordinary Member. Unless the representative is a member in the representative's own right, the representative is not eligible for election to the Board.
- (f) Notwithstanding anything contained in this Constitution, the representative of an Organisation Member shall cease to be a representative when the Organisation ceases to be a member.
- (g) Where an Organisation Member has not nominated a representative or there is no representative for the time being of an Organisation Member, the rights and privileges of the Organisation Member shall be as determined from time to time by the Board.

4.4 Associate Members

- (a) Any person may apply to become an Associate Member of WAM.
- (b) The rights of an Associate Member shall be as determined from time to time by the Board, provided that Associate Members are not eligible to vote in any ballot, election or vote.
- (c) The annual rate of subscription shall be as determined from time to time by the Board.

4.5 Life Members

- (a) The Board may admit as a Life Member any person or organisation who pays to WAM a lump sum being 20 times the current annual subscription for an Ordinary Member or Organisation Member, or a greater amount as required by the Board . However, life membership for any organisation is limited to 20 years.
- (b) Any person or organisation who is admitted as a Life Member has the same rights under this Constitution as an Ordinary Member in the case of a person and as an Organisation Member in the case of an organisation.

4.6 Honorary Life Members

- (a) Any person may be elected as an Honorary Life Member in recognition of services rendered to WAM.
- (b) Nominations may be submitted to the Board at any time up until the last Board meeting prior to an Annual General Meeting. If the Board agrees that the nominated candidate is an appropriate person to be awarded this honour, the Board may recommend to the members at an Annual General Meeting that the candidate be elected an Honorary Life Member. The election shall be by a majority of members present and voting at the Annual General Meeting. Honorary Life Members shall not be obliged to pay annual subscriptions to WAM.
- (c) An Honorary Life Member shall have the same rights under this Constitution as an Ordinary Member.

4.7 Voting

- (a) Ordinary Members, Life Members and Honorary Life Members may cast one vote in any ballot, election or vote in which a member is entitled to participate.
- (b) Representatives of Organisation Members or Life Members which are organisations may likewise cast one vote, but their vote shall be cast on behalf of only one of the organisations of which the person is a representative and shall be in addition to a vote cast by being an Ordinary Member, Life Member or Honorary Life Member.
- (c) To be eligible to vote at any meeting of WAM, a member must have paid their first annual subscription (and hence become a **Financial Member**) at least one calendar month before the meeting.
- (d) Subject to these rules, each Financial Member present in person or by proxy at general meeting is entitled to one deliberative vote.
- (e) A member that is an organisation may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (f) Where an appointment made under clause 4.7(e) is made by a body corporate, the appointment must be made by a resolution of the board or other governing body of the body corporate concerned,
a copy of which resolution is lodged with the Secretary.

- (g) A person appointed under clause 4.7(e) to represent a member that is an organisation is deemed for all purposes to be a member until that appointment is revoked by the organisation or, in the case of an appointment in respect of a particular general meeting and the appointment is not otherwise revoked, the conclusion of that general meeting.
- (h) A member (“the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member to attend, and vote on behalf of the appointing member at general meetings.
- (i) All proxies must be submitted not later than 48 hours before the general meeting and must be on the standard form as determined by the Board.
- (j) Proxies not complying with 4.7(h) or which have not been properly completed will be deemed invalid.

4.8 Membership not transferable

Unless otherwise provided by the terms of membership, membership of WAM is personal to the member and is not transferable.

4.9 Subscriptions

- (a) All annual subscriptions are payable in advance.
- (b) The Board shall give to all Members not less than one month’s notice of the annual subscription payable and the date by which the subscription is due.

4.10 Cessation of membership

- (a) Any member whose annual subscription remains unpaid for three calendar months after it became due and payable shall cease to be a member from the first day of the fourth month after the subscription became due and payable. However, the Board may reinstate that member on payment of the annual subscription in arrears within six calendar months after that member’s membership ceased.
- (b) A member may, at any time, resign from WAM by giving notice in writing to the Board. The member must pay all amounts that, prior to the date of the member’s resignation, the member was obliged under these articles, or had otherwise agreed, to pay to WAM.

4.11 Right to inspect certain records

All Members of WAM may at any reasonable time inspect without charge the Constitution, the register of members and the record of office holders of WAM.

5 Expulsion or suspension of Members

- (a) On receiving a complaint in writing against any member from no less than ten members of WAM, the Board may call a general meeting where the expulsion of that member shall be decided by a majority vote.
- (b) No less than 7 days’ notice of the general meeting shall be given to the member who is the subject of the complaint. Along with the notice, the Board shall provide an outline of the complaint against the member, who shall be given the opportunity to address the meeting, either in person, or by written submission lodged with the Secretary no longer than 24 hours before the meeting.

- (c) Any member expelled in accordance with 5(a) shall have the right to appeal to the Board, which can overturn the expulsion by resolution passed by a three-quarters majority. An appeal must be in writing and is to be lodged with the Secretary within 7 days of receiving notice of the expulsion. The appeal shall be dealt with at the Board meeting which follows the receipt of the appeal, at which the expelled member is required to address the Board to explain the expulsion should be overturned.
- (d) The Board shall have the power by a majority vote to suspend any member of WAM for any length of time for conduct or activities which in its opinion is contrary to the objects and best interests of WAM.
- (e) A member suspended pursuant to clause 5(d) shall be advised in writing of his or her suspension. The advice shall be given under the hand of the President of WAM and shall specify:
 - (1) the date the suspension was voted on by the Board;
 - (2) the period of the suspension;
 - (3) the date from which the suspension is to commence;
 - (4) the date from which the suspension will conclude;
 - (5) that all rights and privileges as a member are withdrawn for the period of the suspension.

6 Board

6.1 General

- (a) Subject to the constitution and final authority of the Members at the Annual General Meeting, the management of WAM and its business, property and affairs is vested in the Board.
- (b) The Board consists of:
 - (1) the President (also to act as chairperson);
 - (2) the Vice-President;
 - (3) the Secretary;
 - (4) the Treasurer;
 - (5) not less than 4 or more than 6 Ordinary Board Members; and
 - (6) not more than 2 Selected Board Members; and
- (c) The President, Vice-President, Secretary and Treasurer are referred to collectively as the Executive members of the Board.

6.2 Functions and powers of the Board

- (a) The functions of the Board are:
 - (1) to manage the business and affairs of WAM;
 - (2) to develop policies of WAM;
 - (3) to ensure the implementation of policies of WAM;
 - (4) to acquire resources for WAM;
 - (5) to ensure resources of WAM are used in accordance with this Constitution; and
 - (6) to appoint and dismiss employees of WAM.

- (b) The Board shall be responsible to WAM in general meetings for giving effect to the objects of WAM as set out in this Constitution and for carrying on its everyday business, and without limitation to the foregoing, the Board shall have power to:
- (1) fill casual vacancies on the Board until the next Annual General Meeting.
 - (2) appoint committees for such purposes as it seems fit and, subject to clause 8.5, may delegate any of its powers or duties to such committees.
 - (3) automatically vacate the position of any Board Member absent for three consecutive Board meetings, without leave of absence.
 - (4) adopt rules and procedures as to the conduct and mode of debate at General Meetings and Annual General Meetings.
 - (5) determine Membership fees, admission fees, and any other incidental or related fees.
 - (6) make regulations for the orderly and proper management of the affairs of WAM, provided they are not inconsistent with this Constitution.

7 Board Members

7.1 Appointment

- (a) Nomination of Board Members shall be made in writing at least 14 days prior to the Annual General Meeting to be held at the end of WAM's financial year and shall not be accepted without the nominee's consent.
- (b) In the event that there are more candidates than vacancies, a ballot shall be held at the Annual General Meeting at which the vacancies have occurred.
- (c) Where an election is to be held, the Board shall appoint a member to act as the returning officer for the election and the returning officer shall have absolute discretion to allow any discrepancy in procedure which the returning officer regards as insubstantial. When the election is completed, the returning officer shall convey the results to the chairman of the Annual General Meeting (whether or not the meeting has concluded), and the chairman shall declare the poll.
- (d) Voting for ordinary Board members shall be by secret ballot.
- (e) Only Financial Members who have been Financial Members for at least the three calendar months before the Annual General Meeting shall be eligible to hold office as Board Members.
- (f) At the Annual General Meeting in 2005, ten Board Members will be elected, of which four shall serve for a term of 2 years and the remaining Board members shall serve for a term of one year only.
- (g) At each subsequent Annual General Meeting, members will be elected to fill all vacancies created by the expiry of the term of the outgoing Board Members. Two of these Board Members will serve for a period of one year and the remaining Board Members shall serve for a period of two years.
- (h) If any Board Members resign, the Board is empowered to fill the vacancy by admitting other members if it deems fit, subject to the posting of an official notification to all members as to any change in the Board and there being no written objections received with 14 days of posting the notice.
- (i) Outgoing Board members may nominate for further terms at subsequent Annual General Meetings.

- (j) Selected Board Members can be selected by the Board at or after the first Board Meeting after the Annual General Meeting
- (k) Selected Board Members' term of appointment may be terminated by the Board at any time, but in any case will cease at the next Annual General Meeting. The Board may reselect the same Selected Board Member(s) for subsequent terms.
- (l) Selected Board Members are to be chosen on the basis of their expertise or position, with benefit to WAM the prime concern.

7.2 Removal

- (a) The Board may remove a member from the Board if, in the opinion of a majority of the members of the Board, the member has been guilty of conduct detrimental to the interests of WAM or the member's continued membership of the Board is otherwise detrimental to the interests of WAM, subject to the right of the member to appeal under clause 5(c).
- (b) The provisions of clause 5 in so far as they are applicable, apply to and in relation to the exercise of the power conferred by clause 7.2(a).

7.3 Duties

Unless otherwise determined by the Board to be delegated appropriately to an employee of WAM, the duties of Board members shall include the following.

- (a) The President shall:
 - (1) subject to clause 8(e), preside at all meetings and functions of WAM and determine whether a quorum is present; and
 - (2) see that the business of WAM is conducted in a proper manner and to the well being of WAM.
- (b) The Vice-President shall:
 - (1) subject to clause 8(e), assist the President at all times; and
 - (2) in the event that the President is absent from any meeting adopt and exercise the full powers of the President.
- (c) The Treasurer shall:
 - (1) cause true and proper books to be kept in which a strict account of all monies received and all monies disbursed shall be kept;
 - (2) issue official receipts for monies received;
 - (3) pay all accounts under the authority of the Board and in the proper manner;
 - (4) report to the Annual General Meeting on the financial standing of WAM; and
 - (5) be required to present one month before the Annual General Meeting to the Auditor the true and proper books of WAM.
- (d) The Secretary shall:
 - (1) keep a minute book and record in it a true and accurate record of the proceedings at all General Meetings, Special General meetings, Annual General Meetings, Board meetings and ensure that the chairman signs the minute book after it's confirmation by resolution;
 - (2) deal with in-coming and out-going correspondence;
 - (3) convene all meetings in accordance with the Constitution and any rules that may from time to time be adopted by the Board;

- (4) be responsible for the seal of WAM and ensure that it is used only on proper authority;
 - (5) keep copies of the Constitution which are available for inspection by any financial member; and
 - (6) have custody of all records, books, documents and securities of WAM.
- (e) As required under sections 21 and 22 of the Associations Incorporation Act 1987 (WA), where a Board Member has a direct or indirect pecuniary interest in a contract, or proposed contract, made by or in the contemplation of the Board, that Board Member must:
- (1) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (2) not take part in any deliberations or decision of the Board with respect to that contract.
- (f) Clause 7.3(e) does not apply to a pecuniary interest that exists only by virtue of the fact that the Board Member is a member of the class of persons for whose benefit WAM is established.
- (g) The Secretary must cause every disclosure made under 7.3(e) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

7.4 Board Meetings

- (a) At all meetings of the Board a quorum shall consist of 5 members of whom at least 2 will be Executive members of the Board.
- (b) There shall be not less than 6 Board meetings per year with not more than 3 months between consecutive meetings.
- (c) The President shall chair all Board meetings, and in the President's absence, the Board meeting shall be chaired by the Vice-President and in the absence of the Vice-President the Secretary.
- (d) A quorum of Board members at any Board meeting may adjourn the meeting to an agreed time and place.
- (e) Each Board Member has one deliberative vote in relation to any resolution or question arising at a Board meeting.
- (f) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

7.5 Committees

- (a) The Board may delegate any of its powers to one or more committees consisting of at least one Board Member and any other persons as the Board thinks fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Board.
- (c) The provisions of this Constitution that apply to meetings and resolutions of the Board apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee.
- (d) A quorum at a committee meeting is half the members of the committee (or as otherwise determined by the Board).

7.6 Chief Executive Officer

- (a) The Board shall appoint a Chief Executive Officer of WAM.
- (b) The Board may from time to time remove any person so appointed from office as Chief Executive Officer.
- (c) The Chief Executive Officer will be responsible to the Board for the employees and management of WAM.
- (d) The Chief Executive Office will:
 - (1) Ensure execution of Board policy; and
 - (2) Fully inform the Board as to the management of WAM.

8 General Meetings and Annual General Meetings

- (a) The Annual General Meeting of WAM shall be held within 4 months of the end of WAM's financial year.
- (b) Written notice of each Annual General Meeting, General Meeting and Special General Meeting (where convened by the Board) shall be given by the Secretary to each member not less than 21 days before the date on which it is to be held.
- (c) The President of the Board, or in that person's absence the Vice-President of the Board, shall chair at every General Meeting of WAM
- (d) Audited accounts of WAM will be presented at the Annual General Meeting and a decision made as to the appointment of WAM's auditor for the following financial year and all other matters of a general or business nature.
- (e) If neither the President nor the Vice-President is present within 15 minutes after the time appointed for holding the General Meeting, or if the President and/or the Vice-President are unwilling to act as chair, the Members present shall elect one of their number to chair.
- (f) At all General Meetings, the chair shall be entitled to vote and, where there is no majority, may exercise a second and casting vote.
- (g) At the Annual General Meeting, a quorum shall consist of at least 20 financial members of WAM present in person or by proxy, including at least 2 members of the Board.
- (h) Subject to clause 8, Special General Meetings can be called by a petition of not less than 30 financial members of WAM and are to be held within 21 days of receipt of the petition by the Board.
- (i) Petitions by members under clause 8(h) shall also indicate the nature of the business for which the Special General Meeting is being convened.
- (j) Should the Board deem it necessary to call a General Meeting then a quorum must be present to so resolve.
- (k) If within 30 minutes of the meeting time appointed for an Annual General Meeting or a Special General Meeting a quorum is not present, then:
 - (1) it shall be adjourned until another time, not later than 28 days from the date of the adjourned meeting and at a place to be specified in a written notice given to members within 14 days of the adjourned meeting, and at such adjourned meeting those present shall form a quorum for all purposes;
 - (2) at a Special General Meeting convened upon petition by the Members, it shall lapse until reconvened with the appropriate form and period of notice.

9 Common seal

The common seal of WAM engraved with the name of WAM shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Board, two of whom shall subscribe their names as witnesses.

10 Auditor

An auditor shall be appointed at the Annual General meeting and shall be a duly qualified auditor. The auditor's report shall be attached to the accounts of WAM, to be presented at the following Annual General Meeting. The Board shall have the power to fill any casual vacancy in the position of auditor of WAM.

11 Amendment of this Constitution

- (a) This Constitution shall not be amended or replaced in any way except by way of a three-quarters majority of the Annual General Meeting or at a Special General Meeting called especially for the purpose of amending this Constitution, and a quorum at this meeting shall be one-fifth of the members of WAM at any time.
- (b) Notice of any proposed amendment or addition must be given in writing to the Secretary in time for the Secretary to give at least 21 days' notice to members of WAM of the Annual General or Special General meeting at which the matter is to be considered.
- (c) Clauses 13 and 14 shall not be amended without the prior written approval of the Commissioner of Taxation.

12 Dissolution

- (a) WAM may be dissolved or wound-up by resolution constituted by three-quarters of the members of WAM present at a Special General Meeting duly convened for that purpose. If upon the dissolution or winding-up of WAM there remains after the satisfaction of all debts and liabilities, any property or assets whatsoever, the same shall not be paid to, transferred or distributed amongst the members of WAM. It shall be given to some other association, club or body having objects similar to those of WAM as decided by the Special General Meeting, provided that that Association, club or body shall prohibit the distribution of its income or property among its members.
- (b) In default of any such resolution such payment, transfer or distribution shall be determined by the Commissioner.

13 Income and property

- (a) The income and property of WAM shall be applied solely towards the promotion of the objects of WAM. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of WAM.
- (b) However, nothing in this clause shall prevent:
 - (1) the payment of the correct and proper remuneration to a Board Member, member, officer, servant, agent or employee of WAM in return for services actually rendered to WAM; or
 - (2) the receipt of any prize or award by any member (including a Board Member) from their participation in any festival, competition, event or any other activity of WAM.