

The
Adelaide Country Music
Club Inc.

Constitution
and
Rules

(AS AMENDED - AUGUST 2002 and 2016)

The Adelaide Country Music Club Incorporated.

CONSTITUTION and RULES.

1. NAME

The name of the Club shall be 'The Adelaide Country Music Club Incorporated' hereafter referred to as 'The Club' unless otherwise required.

2. INTERPRETATION - unless the contrary intention appears..

- (a) The 'Office' of the Club shall be in the State of South Australia in such a place as the Management Committee shall appoint.
- (b) 'Patron' shall be a person or persons invited to hold a position of Patron or Vice Patron.
- (c) 'Committee' means the Committee of Management of the Club.
- (d) 'Meeting' means a general meeting of members of the Club convened in accordance with this constitution.
- (e) 'Member' means a member of the Club in accordance with this constitution.
- (f) The 'Act' means the Associations Incorporated Act, 1985.
- (g) The 'Regulations' mean the Associations Regulations, 1985.
- (h) Every word of the masculine gender includes the female gender.
- (i) The singular includes the plural and vice versa.

3. OBJECTS AND PURPOSES

- (a) To promote the appreciation of country music and associated activities.
- (b) To actively discover and help develop the talents in Australian Country Music as part of Australian culture.
- (c) To identify resources available for the betterment and promotion of Australian Country Music through negotiation with any interested body.
- (d) To focus attention upon the composition and performance of Country Music as part of the Australian culture.
- (e) To hold performances of members and artists (junior and senior) to promote the study of Country Music techniques and presentations.
- (f) To raise money within the Club to finance activities undertaken by the Club.
- (g) To publish a regular newsletter containing information pertaining to Club events and items of interest to members.
- (h) To determine the benefits of, or affiliation with kindred bodies, Clubs and/or associations with similar objects and interests.
- (i) To compile and maintain by-laws within the bounds of the Act to ensure the proper running of the club.

4. POWERS.

The Club shall have all the powers conferred by Section 25 of the Act.

The Adelaide Country Music Club Incorporated.

5. **NON PROFIT CLAUSE**

The assets and income of The Adelaide Country Music Club Incorporated shall be applied solely in furtherance of its objects and purposes, and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of 'The Adelaide Country Music Club Incorporated'.

6. **MEMBERSHIP**

(a) Categories

- (1) Ordinary Membership shall be an adult person 18 years and over with or without concessions.
- (2) (i) Corporate Membership shall be a person or body corporate subject to the provisions of this constitution, eligible for consideration for membership.
(ii) Bands/Groups Membership shall be a body of performers subject to the provision of this constitution, eligible for consideration for membership.
- (3) Association Membership shall be eligible on a daily basis at a fee set by Committee for persons not covered by the categories of membership as above.
- (4) Life Membership may be conferred on a member by resolution at an Annual General Meeting of the Club upon recommendation of the Committee. Such member shall have provided at least seven (7) years of continuous outstanding service to the Club or rendered such exceptional service as the Management Committee considers worthy of such recommendation. Such members shall have the same rights and benefits as an Ordinary member.
- (5) Honorary Membership shall be granted to a person on a daily basis at the discretion of the Committee.

- (b) Membership shall be open to any person who shall so nominate in writing on the prescribed application form.

7. **SUBSCRIPTIONS**

- (a) The subscription and joining fee for each class of membership shall be set at the Club's general meeting and shall apply from the first day of March of the following year.
- (b) Subscription fees for each class of membership shall be paid annually on the first day of March each year, and new members joining after the first day of August of each year shall pay pro rata fees as determined by the Committee.
- (c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.
- (d) Life and Honorary members shall have their fees paid by the Club.

The Adelaide Country Music Club Incorporated.

8. **EXPULSION OF A MEMBER**

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- (b) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination, the member shall subject to Section 8 (d) cease to be a member 14 days after the Committee has communicated its determination to him.
- (d) It shall be open to a member to appeal to the Club in general meeting against the expulsion. The intention to appeal under Section 8 (d) shall be communicated to the Secretary or Public Officer of the Club within 14 days after the determination of the Committee has been communicated to the member.
- (e) In the event of an appeal under Section 8 (d) the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. **COMMITTEE**

- (a) The affairs of the Club shall be managed and controlled exclusively by the Committee which in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these Rules required to be done by the Club in general meeting.
- (b) The Committee shall have the power to appoint such Officers and/ or employees, including Subcommittees, as are required to carry out the objects of the Club, including a Public Officer, and may discuss or delegate any of its powers to such Officers and employees.
- (c) The Committee shall comprise of a President, Vice-president, Secretary/Public Officer, Treasurer, Entertainment Officer, Publicity, Officer and six (6) Committee persons.
- (d) Duties and Functions of Officers:
 - (i) **PRESIDENT** - Shall preside at all meetings of the Management Committee, shall be an ex-official member of all subcommittees, but it shall not be necessary for him to preside at meetings thereof, shall maintain order and discipline and see that the duties of all Officers are properly performed. The President shall have a deliberative as well as a casting vote at any meeting.
 - (ii) **VICE PRESIDENT** - In the absence of the President, the Vice-president will perform all duties and functions ascribed to the

The Adelaide Country Music Club Incorporated.

- President, which are necessarily performed in his absence.
- (iii) **SECRETARY** - The Secretary shall be responsible for correctly recording minutes, resolutions and proceedings of all Committee meetings including a register of those attending such meetings. Shall summon and give notice of meetings, attend to incoming and outgoing correspondence and keep such papers and documents in such manner and for such purpose as the Committee shall direct. Shall maintain a register of all members names and addresses, together with details of entrance fees and subscriptions paid or payable. Shall act as Public Officer within the meaning of the Associations Incorporation Act 1956, as amended, and shall comply with all laws and regulations applicable to said Act.
 - (iv) **TREASURER** - The Treasurer shall receive all monies of the Club ensure that such monies are promptly paid into the appropriate bank account of the Club. Shall maintain proper books of the accounts and journals to current accounting principles and standards ensuring that such records are available to the external auditor at any time. Shall be responsible for the authorisation and approval for payment of supplier's accounts, endorsing all invoices and drawing the necessary cheques for payment of same. Shall submit a written report on income and expenditure and the financial position of the Club to each monthly meeting, and at each Annual General Meeting, audited accounts of income, expenditure and financial status of the Club to the members present.
 - (v) **ENTERTAINMENT OFFICER** - Subject to Committee approval shall be responsible for negotiating and engaging all Club entertainment (bands and artists). Report all entertainment activities to the Management Committee and be responsible for programming monthly events and/or delegating the duties thereof.
 - (vi) **PUBLICITY** - Subject to Committee approval shall be responsible for the publicity of all matters and events relative to the Club by means of advertising through the Club newsletter and any other advertising medium as necessary. Shall also liaise with artists and performers for profiles, liaise with other country music clubs and also assume the responsibility of compiling and being editor of the Club newsletter, circulate club material and events information as necessary to interested clubs and parties.

10. ELECTION OF OFFICE BEARERS AND COMMITTEE

- (a) An election shall take place for Office Bearers and Committee of the club, such election to be at the Annual General Meeting and the Office Bearers and Committee shall be elected in the sequence as listed on the agenda.
- (b) If, at the close of nominations, the number of nominations for any office

The Adelaide Country Music Club Incorporated.

or Committee vacancy exceed the requirement for that position, a secret ballot shall be conducted.

- (c) At the Annual General Meeting all retiring positions of Office Bearers and Committee will be declared vacant by an appointed Returning Officer. The meeting will then biannually elect a President, Secretary/ Public Officer, Publicity Officer and three (3) Committee persons for a term of two (2) years, and the following year will appoint a Vice president, Treasurer, Entertainment Officer and three (3) Committee persons for a term of two (2) years.
All retiring Officers and Committee are eligible to re-nominate for any position in the prescribed manner.
- (d) The election of Office Bearers and Committee shall be conducted by a Returning Officer as appointed by Committee.
- (e) Any member wishing to stand for any position must be nominated and seconded by financial members of the Club and such nomination form signed in agreement by the nominated member. Such nomination forms reach the Secretary not later than fourteen (14) clear days before the election. The Secretary must display a list of nominations not later than five (5) clear days before the election.
- (f) A member may apply for more than one (1) position on Committee, but upon being appointed to any position, all subsequent nominations will be null and void.
- (g) Any person wishing to withdraw a nomination for an Office Bearer or Committee position shall be required to submit same to the Secretary in writing prior to the Annual General Meeting.
- (h) Should a casual vacancy occur during a term of office, the position is declared vacant and nominations for the position will be called for. Nominations to be submitted on the prescribed form, but can be appointed by the Committee at any meeting of the Club.
- (i) If, at an Annual General Meeting, no nomination has been received for any office or position, the resulting vacancy shall be deemed to be a casual vacancy.
- (j) If an Officer or Committee person shall absent himself from three (3) consecutive meetings of the Committee, without leave of absence from the Committee, the Committee may thereupon declare his office or position to be forfeited, whereupon the same shall become vacant and declared a casual vacancy.
- (k) 'When an Officer or Committee person has obtained leave of absence for a fixed period, Committee may declare this office or position to be a casual vacancy, except that the person appointed to fill such a vacancy shall do so only until the return from leave of absence of the elected Officer or Committee person.
- (l) To qualify for nomination to Office Bearer position, a minimum twelve (12) months current membership is required.

The Adelaide Country Music Club Incorporated.

11. DISQUALIFICATION OF COMMITTEE MEMBERS.

The office of Committee member shall become vacant if a Committee member is:-

- (a) disqualified by the Act.
- (b) expelled under these rules.
- (c) permanently incapacitated by ill health.
- (d) absent without apology from more than three consecutive committee meetings
- (e) no longer the duly appointed representative of a Corporate Band or Group member.

12. PROCEEDINGS OF COMMITTEE.

- (a) The Committee shall meet together for the dispatch of business at least monthly.
- (b) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the President shall have a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the Committee shall be six members.
- (d) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

13. FINANCIAL YEAR.

The financial year of the Club shall be a period of twelve (12) months ending 30th June each year.

14. BORROWING POWERS.

- (a) Subject to this rule, the Club may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Club.
- (b) Subject to section 53 of the Act the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

15. RULES.

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

16. THE SEAL.

- (a) The Club shall have a common seal upon which its corporate name shall

The Adelaide Country Music Club Incorporated.

appear in legible characters.

- (b) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be undertaken by the President, Secretary, Public Officer and Treasurer.
- (c) The seal shall be kept in the custody of the Secretary/Public Officer or such other person as the Committee may from time to time direct.

17. MEETINGS.

- (a) The Committee may call a special general meeting of the Club at any time, and shall call an Annual General Meeting in accordance with the Act.
- (b) The Annual General Meeting shall be held within two (2) months after the end of the financial year.
- (c) Upon a requisition in writing of not less than twenty-five (25) members of the Club, the Committee shall, within one (1) month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (d) If a special general meeting is not convened within one (1) month as required by Section 17 (c), the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.
- (e) Subject to Section (f), at least fourteen (14) 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 Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and Committee members (if required), and any other business requiring consideration of the Club in general meeting.
- (f) Notice of meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- (g) A notice may be given by the Club 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 notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

The Adelaide Country Music Club Incorporated.

18. PROCEEDINGS AT MEETINGS.

- (a) Twenty (20) per cent of the current membership as at the date of the AGM shall constitute a quorum at any general meeting.
- (b) If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened at the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place if available, or at any other suitable venue, and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- (c) The Chairperson of the Committee, or if there shall be no Chairperson, then the Vice-Chairperson of the Committee, or in their absence, or on the declining to take, or retiring from the chair, one of the Committee members chosen by meeting shall preside as Chairperson at that general meeting of the Club.
- (d) If there is no such Chairperson or Vice-Chairperson present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson.
- (e) The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn 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.
- (f) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (g) At any general meeting, a resolution put to a vote shall be 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 by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (h) 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 manner as the Chairperson direct. The result of such 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 of the members who, being entitled to do so, vote personally at the meeting is required.
- (i) A poll demand on the election of a Chairperson of a meeting, or on any question of adjournment, shall be taken at the meeting and without adjournment.

19. MINUTES

- (a) Proper minutes of all proceedings of meetings of the Club and of meetings of the Committee, shall be entered within one month after the relevant

meeting in minute books kept for the purpose.

- (b) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- (c) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

20. VOTING

- (a) Subject to these rules, each financial member present in person shall be entitled to one vote.
- (b) A member being a body corporate, bands/groups shall be entitled to appoint one person who need not be a member of the Club to represent it at a particular meeting or at all meetings of the Club. That person shall be appointed by the Corporate, Band/Groups member by a resolution of its board. Such a person shall be deemed to be a member of the Club for all purposes until the authority to represent the Corporate member is revoked.

21. ACCOUNTS

- (a) The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
- (b) The books and accounts shall be audited by an auditor appointed by Committee prior to presentation to members at the Annual General Meeting.

22. INDEMNITY

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

23. DISSOLUTION

In the event of The Adelaide Country Music Club Incorporated being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, not being the property of the members, shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority which is a non profit organisation in the manner provided for in the Act.

as Amended August 2002 and August 2016
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