

MUSIC **VICTORIA**

RULES OF ASSOCIATION
CONTEMPORARY MUSIC VICTORIA INC.
A2254224S

Rules of Association Contemporary Music Victoria Inc. A2254224S

Under section 46 of the *Associations Incorporation Reform Act 2012* (Vic), these Rules are taken to constitute the terms of a contract between the Association and its Members.

Adopted: 7 December 2017

1. Name

The name of the incorporated association is "Contemporary Music Victoria Inc".

2. Definitions and Interpretation

2.1. Definitions

In these Rules, unless the context requires otherwise:

"2017 Board" has the meaning given in rule 22.4;

"Advisory Committee" means a sub-committee established under rule 35;

"Appointed Board Director" means a Director of the Board appointed under rule 24;

"Association" means "Contemporary Music Victoria Inc.";

"Board" means the Directors of the Association, previously known as the Members of the Committee of Management;

"Business Day" means a normal working day of the Association, namely Monday to Friday, excluding Public Holidays;

"Chair" means the person appointed to the position of Chairperson of the Association under rule 23;

"Corporation" has the meaning given in section 57A of the *Corporations Act 2001* (Cth);

"Corporations Act" means the *Corporations Act 2001* (Cth) as amended from time to time;

"Department" means the Commonwealth Department of Communication, Information Technology and the Arts (responsible for the administration of the Register of Cultural Organisations);

"Deputy Chair" means the person appointed to the position of Deputy Chairperson of the Board under rule 23;

“Director” means both the Elected Board Directors and the Appointed Board Directors of the Association;

“Elected Board Director” means a member of the Board elected under these Rules;

“Financial Year” means the year ending 30 June;

“General Meeting” means a General Meeting of Members convened in accordance with rule 14;

“Member” means a financial member of the Association;

“Member Corporation” means a member of the Association that is a corporation (i.e. not a natural person)

“Officer” means the Chair, the Deputy-Chair, the Secretary and the Treasurer of the Association either individually or collectively, where appropriate;

“Registrar” means the Registrar of Incorporated Associations.

“Regulations” means regulations under the Act;

“Relevant Documents” has the same meaning as in the Act;

“Representative” means a person appointed under rule 9;

“Rules” means these rules of the Association including the schedules (if any) and annexures (if any);

“Secretary” means a person who holds office under these Rules as Secretary of the Association and who:

- a. consents to being named as the Secretary; and
- b. is at least 18 years of age; and
- c. is resident in Australia.

“special resolution” means a resolution that requires not less than three-quarters of the members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

“Tax Act” means the *Income Tax Assessment Act 1997* (Cth);

“the Act” means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act; and

“Treasurer” means the Treasurer of the Association.

2.2. Interpretation

In these Rules, unless the context requires otherwise:

- a. the singular includes the plural and vice versa;
- b. a gender includes the other genders;
- c. the index (if any) and the headings are used for convenience only and do not affect the interpretation of these Rules;
- d. a reference to a thing includes a reference to a part of that thing;
- e. a reference to a document includes the document as modified from time to time and any document replacing it;
- f. if something is to be done on a day which is not a Business Day then that thing must be done on the next or following Business Day;
- g. the word “person” includes a natural person and anybody or entity whether incorporated or not;
- h. the word “month” means calendar month and the word “year” means twelve months;
- i. the words “in writing” include any communication sent by letter, email, telex, facsimile transmission, or telegram;
- j. a reference to any statute, proclamation, rule, regulation or ordinance includes any amendments, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, regulation or ordinance replacing it. A reference to a specified section, rule, paragraph, schedule or item of any statute, proclamation, rule, regulation or ordinance means a reference to the equivalent section of the statute, proclamation, rule, regulation or ordinance which is for the time being in force;
- k. money amounts are stated in Australian currency unless otherwise specified; and,
- l. a reference to any agency or body, if that agency or body ceases to exist or is reconstituted renamed or replaced or has its powers or functions removed (“defunct body”), means the agency or body which performs most closely the functions of the defunct body.

3. Alteration of the Rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Powers of Association

- 4.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4.2. Without limiting subrule 4.1, the Association may—
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise and borrow money on any terms and in any manner as it thinks fit;
 - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf;
 - g. enter into any other contract it considers necessary or desirable.
- 4.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

4.A. Not for profit organisation

- 4.A(1) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- 4.A(2) Subrule 4.A(1) does not prevent the Association from paying a Member:
 - a. reimbursement for expenses properly incurred by the Member; or
 - b. for goods or services provided by the Member, if this is done in good faith on terms no more favourable than if the Member was not a Member.

5. Membership, Entry Fee and Annual Subscriptions

- 5.1. An applicant for membership can be either a natural person or Corporation.
- 5.2. An applicant that applies and is approved for membership in accordance with these Rules is eligible to be a Member on payment of the applicable annual subscription fee under rule 5.13.
- 5.3. An applicant that is not a Member at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) must not be admitted to membership unless:
 - a. they apply for membership in accordance with rule 5.4; and

- b. their application for membership is approved by the Board.
- 5.4. An application for membership must:
- a. be made in writing or online on the Association's website in the form set out in Schedule 1; and
 - b. be lodged with the Secretary of the Association.
- 5.5. As soon as practicable after the receipt of an application, the Secretary must ensure that the application is referred to the Board and:
- a. The Board must determine whether to approve or reject an application for membership in its absolute discretion, without being obliged to provide reasons;
 - b. A person or Corporation whose application for membership is refused by the Board may apply to the next Board Meeting to have the application reconsidered.
- For the avoidance of doubt, the Board may approve or reject an application for membership in accordance with Rule 28.4.
- 5.6. If the Board approves an application for membership, the Secretary must, ensure that, as soon as practicable:
- a. the applicant is notified in writing of their approval; and
 - b. that payment is requested within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 5.7. The Secretary must, within 28 days after receipt of the applicant's subscription, ensure that the applicant's name is entered in the register of Members.
- 5.8. A person becomes a Member of the Association and, subject to rule 5A.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
- 5.9.
- a. the Board approves the person's membership; or
 - b. the person pays the subscription fee.
- 5.10. If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.11. A right, privilege, or obligation of a person or Corporation by reason of membership of the Association:
- a. is not capable of being transferred or transmitted to another person or Corporation; and
 - b. terminates upon the cessation of membership whether by death, resignation or otherwise.
- 5.12. The entrance fee is such amount as the Board may determine from time to time.

- 5.13. The annual subscription is such amount as the Board may determine from time to time and is payable annually in advance on either:
- a. the date the Board accepts an applicant as a Member of the Association;
or
 - b. the anniversary date of a Member's subscription fee falling due, in each year.

5A. Rights of Members

5A.1 A Member of the Association who is entitled to vote has the right:

- a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- b. to submit items of business for consideration at a general meeting; and
- c. to attend and be heard at general meetings; and
- d. to vote at a general meeting; and
- e. to have access to the minutes of general meetings and other documents of the Association as provided under rule 40; and
- f. to inspect the register of Members.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

5A.2 A Member is entitled to vote if:

- a. the Member is financial (that is, has paid all fees due and payable to the Association); and
- b. the Member's membership rights are not suspended for any reason.

5A.3 The rights of a Member are not transferable and end when membership ceases.

6. Register of Members

6.1. The Secretary must keep and maintain a register of Members containing:

- a. the name and address last given by each Member;
- b. the date on which each Member became a Member;
- c. for each former Member, the date of ceasing to be a Member; and
- d. the email address of each Member, if available.

6.2. The register is available for inspection free of charge by any Member upon request.

- 6.3. A Member may make a copy of entries in the register, if the Board so approves.
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Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

7. Ceasing Membership

- 7.1. A Member may, at any time, resign from the Association by giving one month's notice in writing to the Secretary of their intention to resign. 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 the Association.
- 7.2. 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.
- 7.3. After the expiry of the period referred to in rules 7.1 and 7.2:
- a. the Member ceases to be a Member; and
 - b. the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

8. Discipline, Suspension and Expulsion of Members

- 8.1. Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association or which may bring the Association into disrepute, the Board may by resolution:
- a. suspend a Member from membership for a specified period; or
 - b. expel that Member from the Association.
- 8.2. A resolution of the Board under rule 8.1 does not take effect unless:
- a. at a meeting held in accordance with rule 8.3, the Board confirms the resolution; and
 - b. if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 8.3. A meeting of the Board to confirm or revoke a resolution passed under rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with rule 8.4.
- 8.4. For the purposes of giving notice in accordance with rule 8.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:

- a. setting out the resolution of the Board and the grounds on which it is based; and
 - b. stating that the Member, or their representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - c. stating the date, place and time of that meeting; and
 - d. informing the Member that they may do one or both of the following:
 - i. attend that meeting; and
 - ii. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
- 8.5. At a meeting of the Board to confirm or revoke a resolution passed under rule 8.1, the Board must:
- a. give the Member, or their representative, an opportunity to be heard; and
 - b. give due consideration to any written statement submitted by the Member; and
 - c. determine by resolution whether to confirm or to revoke the resolution.

9. Representatives

- 9.1. Any Member Corporation may by written notice to the Secretary:
- a. appoint a natural person to act as its Representative in all matters connected with the Association; and
 - b. remove a Representative.
- 9.2. A Representative is entitled to:
- a. exercise at General Meeting all the powers which the Corporation which appointed them could exercise if it were a natural person;
 - b. stand for election as a Director;
 - c. be appointed as a Director; and
 - d. be counted towards a quorum on the basis that the Member Corporation is to be considered personally present at a General Meeting by its Representative.

10. Disputes and Mediation

- 10.1. The grievance procedure set out in this rule 10 applies to disputes under these Rules between:
- a. a Member and another Member; or
 - b. a Member and the Association.

- 10.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 10.3. If the parties are unable to resolve the dispute in accordance with rule 10.2, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 10.4. The mediator must be:
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - ii. in the case of a dispute between a Member and the Association, a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 10.5. Subject to rule 10.6, a Member can be a mediator.
- 10.6. The mediator cannot be a Member who is a party to the dispute.
- 10.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8. The mediator, in conducting the mediation, must:
 - a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.9. The mediator must not determine the dispute.
- 10.10. If the mediation process does not result in the dispute being resolved by the parties, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. Annual General Meetings

- 11.1. The Association shall in each financial year convene an Annual General Meeting of its members. The Board may determine the date, time and place of the Annual General Meeting.
- 11.2. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting and must be sent to each Member at least 21 days before the date fixed for holding the Annual General Meeting.
- 11.3. The ordinary business of the Annual General Meeting will be:

- a. to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - b. to receive and consider:
 - 1. the annual report of the Board on the activities of the Association during the preceding financial year; and
 - 2. the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act; and
 - c. to elect Members of the Board in accordance with rule 25.
- 11.4. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. Special General Meetings

- 12.1. In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- 12.2. All General Meetings other than the Annual General Meeting are known as Special General Meetings.
- 12.3. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 12.4. If, but for this rule, more than 15 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- 12.5. The Board must, on the request in writing of Members representing not less than 5 per cent of the total number of Members of the Association, convene a Special General Meeting.
- 12.6. The request for a Special General Meeting must:
 - a. state the objects of the meeting; and
 - b. be signed by the Members requesting the meeting; and
 - c. be sent to the address of the Secretary.
- 12.7. If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary under rule 12.6(c), the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 12.8. If a Special General Meeting is convened by Members in accordance with rule 12.7, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

13. Special Business

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under these Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

14. Notice of General Meetings

- 14.1. The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 14.2. Notice may be sent:
 - a. by electronic transmission to the email addresses provided by the Member as it appears in the register of Members
 - b. by prepaid post to the address appearing in the register of Members; or
 - c. if the Member requests, by facsimile transmission.
- 14.3. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 14.4. A Member intending to bring any business before a meeting may notify the Secretary in writing, or by electronic transmission, of that business and the Secretary must then include that business in the notice calling the next General Meeting.
- 14.5. If a special resolution is to be proposed, the notice must:
 - a. state in full the proposed resolution; and
 - b. state the intention to propose the resolution as a special resolution.

15. Quorum at General Meetings

- 15.1. No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 15.2. Ten Members personally present (being Members entitled under these Rules to vote at a General Meeting) or by proxy constitute a quorum for the conduct of the business of a General Meeting.
- 15.3. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - a. in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and

- b. in any other case - the meeting will stand adjourned to the same day, same time and same place at the following week, provided another place is not specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned.
- 15.4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 4) will constitute a quorum.

16. Presiding at General Meetings

- 16.1. The Chair, or in the Chair's absence, the Deputy-Chair, will preside as Chair at each General Meeting of the Association.
- 16.2. If the Chair and the Deputy-Chair are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chair.

17. Adjournment of Meetings

- 17.1. The Chair may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time.
- 17.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- 17.4. Except as provided in rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. Voting At General Meetings

- 18.1. Upon any question arising at a General Meeting of the Association, a Member has one vote only.
- 18.2. All votes must be given personally, by Representative or by proxy.
- 18.3. Other than in relation to a special resolution, in the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- 18.4. A special resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the special resolution.
- 18.5. A Member is not entitled to vote at a General Meeting if the Member:
- a. is not a fully paid up financial member of the Association;
 - b. has not been admitted to membership in accordance with these Rules.

19. Poll at General Meetings

- 19.1. If at a meeting a poll on any question is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the Chair may direct and the result of the poll will be deemed to be a resolution of the meeting on that question.
- 19.2. A poll that is demanded on the election of a Chair or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chair may direct.

20. Manner of Determining Whether Resolution Carried

- 20.1. If a question arising at a General Meeting of the Association is determined on a show of hands:
 - a. a declaration by the Chair that a resolution has been:
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost; and
 - b. an entry to that effect in the minute book of the Association, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21. Proxies and special resolutions

- 21.1. Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- 21.2. The notice appointing the proxy must be in the form set out in Schedule 2 and received by the Secretary in accordance with rule 21.1 in order to be valid.
- 21.3. A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.

21.A Use of technology

- 21.A(1) A Member not physically present at a General Meeting may be permitted by the Chair to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 21.A(2) A Member participating in a General Meeting as permitted under subrule 21.A(1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

21.B Minutes of General Meetings

21.B(1) The Board must ensure that minutes are taken and kept of each General Meeting.

21.B(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote

21.B(3) In addition, the minutes of each Annual General Meeting must include:

- a. the names of the Members attending the meeting; and
- b. proxy forms given to the Chair of the meeting under sub rule 21.3; and
- c. the financial statements submitted to the Members in accordance with rule 11.3(b)(2); and
- d. the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

22. Board of Management

22.1. The affairs of the Association will be managed by or under the direction of the Board.

22.2. The Board:

- a. will control and manage the business and affairs of the Association; and
- b. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised at General Meetings; and
- c. may establish subcommittees consisting of Members with terms of reference it considers appropriate; and
- d. subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

22.3. Subject to rule 22.5, the Board will consist of:

- a. 7 Elected Directors; and
- b. up to 3 Appointed Directors.

22.A Delegation

22.A(1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:

- a. this power of delegation; or
- b. a duty imposed on the Board by the Act or any other law.

22.A(2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

22.A(3) The Board may, in writing, revoke a delegation wholly or in part.

22.4. On the date these amended Rules are adopted, the Board consists of the following people (the "2017 Board"):

- a. Tim Northeast;
- b. Michelle Nichol;
- c. Jeremy Gronow;
- d. Barry Williams;
- e. Ian James
- f. Sarah Blaby;
- g. Matthew Kennedy;
- h. Tracee Hutchison;
- i. Chelsea Wilson; and
- j. Richard Moffat.

22.5. The Board shall have the power to nominate further Directors in accordance with these Rules who will each hold office up to the next Annual General Meeting.

22.B General Duties

22.B(1) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.

22.B(2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Directors comply with these Rules.

22.B(3) Directors must exercise their powers and discharge their duties with reasonable care and diligence.

22.B(4) Directors must exercise their powers and discharge their duties:

- a. in good faith in the best interests of the Association; and
- b. for a proper purpose.

22.B(5) Directors and former Directors must not make improper use of:

- a. their position; or
- b. information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

22.B(6) In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.

22.C Conflict of interest

22.C(1) A Director who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.

22.C(2) The Director:

- a. must not be present while the matter is being considered at the Meeting; and
- b. must not vote on the matter.

22.C(3) This rule does not apply to a material personal interest:

- a. that exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
- b. that the Director has in common with all, or a substantial proportion of, the Members of the Association.

*Note: Under section 81(3) of the Act, if there are insufficient Directors to form a quorum because a Director who has a **material personal interest** is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.*

23. Office Holders

23.1. The Officers of the Association shall be:

- a. a Chair;
- b. a Deputy-Chair;
- c. a Treasurer; and
- d. a Secretary.

23.2. Within seven (7) days after the conclusion of each Annual General Meeting, the then - current Elected Board Directors will hold a further meeting to elect the Officers of the Association and to consider the selection of any Appointed Board Directors.

Note: Under section 73(2) of the Act, if it is impractical for election or appointment by the Board to occur within 14 days after the office of the Secretary becomes vacant, the Board must, within 14 days after the vacancy arises, appoint a person to fill the vacancy until a person is elected or appointed in accordance with the Rules.

- 23.3. The ballot for the election of Officers of the Board must be conducted in such manner as the Board may direct.
- 23.3A If only one Elected Board Director is nominated for a position, the Chair of the meeting must declare the Director elected to the position.
- 23.3B If more than one Director is nominated, a poll must be held in accordance with rule 32.
- 23.3C On his or her election, the new Chair may take over as Chair of the meeting.
- 23.4. Subject to rule 23.5 each Officer of the Association will hold office up to the conclusion of the Annual General Meeting next after the date of their election to that position, but will be eligible for re-election.
- 23.5. No Director will hold the position of an Officer of the Association, for a period of more than 6 consecutive years.
- 23.6. In the event of a casual vacancy or leave of absence in any office referred to in rule 23.1, the Board may appoint a Director to the vacant office and the Director appointed will continue in office up to and including the conclusion of the Annual General Meeting next following the date of that appointment.

23.A Chair and Deputy-Chair

- 23.A(1) Subject to subrule 23.A(2), the Chair or, in the Chair's absence, the Deputy-Chair, will preside over any General Meetings and for any Board meetings.
- 23.A(2) If the Chair and the Deputy-Chair are both absent, or are unable to preside, the Chair of the meeting must be:
 - a. in the case of a General Meeting: a Member elected by the other Members present; or
 - b. in the case of a Board Meeting: a Director elected by the other Directors present.

23.B Secretary

- 23.B(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 23.B(2) The Secretary must:
 - a. maintain the register of Members in accordance with rule 6; and
 - b. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 36, all books, documents and securities of the Association in accordance with rules 37 and 40.A; and

- c. subject to the Act and these rules, provide Members with access to the register of Members, the minutes of general meetings and other books and documents; and
- d. perform any other duty or function imposed on the Secretary by these rules.

23.B(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

23.C Treasurer

23.C(1) The Treasurer must:

- a. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- b. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- c. make any payments authorised by the Board or by a general meeting of the Association from the Association's funds.

23.C(2) The Treasurer must:

- a. ensure that the financial records of the Association are kept in accordance with the Act; and
- b. coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.

23.C(3) The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Association.

24. Appointed Members of the Board

- 24.1. Subject to Clause 24.3, the Board may appoint up to 3 persons to the Board (being the Appointed Board Directors) in its discretion and in accordance with the needs of the Association at any meeting of the Board following each Annual General Meeting.
- 24.2. An Appointed Board Director will hold office until the next Annual General Meeting following their appointment but will be eligible for re-appointment.
- 24.3. An Appointed Board Director must have special skills relevant to the Association, as determined by the Board from time to time.
- 24.4. An Appointed Board Director must be a Member of the Association.

25. Elected Board Directors

- 25.1. Elected Board Directors are elected at the Annual General Meeting and, subject to rules 22.4 and 22.5, each Elected Board Director will serve as a Director of the Association for a period of two years until the Annual General Meeting two years after their election. Elected Board Directors will be eligible for re-election.

- 25.2. No person may hold office as an Elected Board Director for a period of more than six consecutive years.
- 25.3. For the avoidance of doubt the maximum term of office referred to in rule 25.2 begins either:
- a. on the date these Rules are adopted; or
 - b. on the date the relevant Director becomes an Elected Board Director, whichever occurs later in time.
- 25.2 Notwithstanding rule 25.2 a person will be eligible for election as an Elected Board Director at the expiration of twelve months from the date they ceased to hold office under rule 25.2.
- 25.3 In the event of a casual vacancy occurring in the office of an Elected Board Director, the Board may appoint a Member of the Association to fill the vacancy and the Member appointed will hold office, subject to these Rules, until the expiration of the vacating Elected Board Director's term of office.

26. Election Process for Elected Board Directors

- 26.1. Nominations of candidates for the position of Elected Board Director must be:
- a. made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b. delivered to the Secretary not less than 14 days before the date fixed for holding the Annual General Meeting.
- 26.2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 26.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 26.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 26.5. The ballot for the election of Elected Board Directors must be conducted at the Annual General Meeting in such manner as the Board may direct.

27. Vacancies

The position of an Elected Board Director becomes vacant if the Elected Board Director:

- a. ceases to be a Member; or
- b. becomes an insolvent under administration within the meaning of the Corporations Act; or

- c. resigns from office by notice in writing given to the Secretary, or
- d. fails to attend five (5) consecutive Board Meetings (other than special or urgent Board meetings).

27.A Leave of absence

The Board may grant a Director leave of absence from Board meetings for a period not exceeding 3 months.

28. Board Meetings

- 28.1. The Board must meet at least three (3) times in each year at such place and at such times as the Board may determine.
- 28.2. Special meetings of the Board may be convened by the Chair or by any four (4) Directors.
- 28.3. Directors are required to attend all Board or General Meetings.
 - a. If a Director is unable to attend a meeting, they should provide a written apology to the Secretary prior to the meeting.
 - b. Where a Director is absent from any three Board Meetings or General Meetings in a year without providing written apologies to the Secretary, the Board may, by resolution, remove the Director and appoint another Member in their place.
- 28.4 The Board may, by resolution at a Board Meeting, elect to make certain decisions by email provided that all Directors are copied into such emails, and provided that such decisions are ratified by the Board at the next Board Meeting.

28.A Use of technology

- 28.A(1) A Director who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- 28.A.(2) For the purposes of this rule 28.A, a Director participating in a Board Meeting as permitted under subrule 28.A(1) is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

29. Notice of Board Meetings

- 29.1. Written notice of each Board meeting must be given to each Director at least 5 business days before the date of the meeting.
- 29.2. Written notice must be given to Directors of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

30. Quorum for Board Meetings

- 30.1. Any four (4) Directors constitute a quorum for the conduct of the business of a meeting of the Board.
- 30.2. No business may be conducted unless a quorum is present.
- 30.3. If within half an hour of the time appointed for the meeting a quorum is not present:
 - a. in the case of a special meeting - the meeting lapses;
 - b. in any other case - the meeting will stand adjourned to the same place and the same time and day in the following week.
- 30.4. The Board may act notwithstanding any vacancy on the Board.

31. Presiding at Board Meetings

At Board Meetings:

- a. the Chair or, in the Chair's absence the Deputy-Chair will preside as Chair; or
- b. if both the Chair and the Deputy-Chair are absent, or are unable to preside, the Directors present must choose one of their number to preside.

32. Voting At Board Meetings

- 32.1. Questions arising at a meeting of the Board, or at a meeting of any Advisory Committee appointed under rule 35, will be determined on a show of hands or, if a Director requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 32.2. Each Director present at a Board Meeting, or at a meeting of any Advisory Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

33. Removal of Board Member

- 33.1. The Association in General Meeting may, by resolution, remove any Elected Board Director before the expiration of the Elected Board Director's term and appoint another Member in their place to hold the position of Director until the expiration of the term of the first-mentioned Elected Board Director.
- 33.2. The Board may by resolution, remove any Appointed Board Director before the expiration of the Appointed Board Director's term and appoint another Member in their place to hold the position of Director until the expiration of the term of the first mentioned Appointed Board Director.
- 33.3. An Elected Board Director who is the subject of a proposed resolution referred to in rule 33.1 may make representations in writing to the Secretary or Chair of the

Association (not exceeding a reasonable length) and may request that the representations be provided to the Members.

- 33.4. The Secretary or the Chair may give a copy of the representations to each Member or, if they are not so given, the Elected Board Director may require that they be read out at the meeting.

34. Minutes of Meetings

The Secretary of the Association must keep minutes of the resolutions on which a vote is taken and the result of the vote and business considered of each General Meeting, and each Board Meeting, together with a record of the names of persons present at Board Meetings and any material personal interest disclosed under rule 22.C.

35. Advisory Committees

- 35.1. The Board may establish one or more Advisory Committees and appoint and remove, or make provision for the appointment and removal of, members to an Advisory Committee. The Board:
- a. must decide the composition and functions of each Advisory Committee;
 - b. may specify the manner in which the proceedings of each Advisory Committee are to be conducted, the matters which an advisory committee must consider and any other matters concerning an Advisory Committee or its operations.
- 35.2. The chairperson of any Advisory Committee will be appointed by the Board and must be a Director. The chairperson of any Advisory Committee will report to the Board after each Advisory Committee meeting for the Board to consider relevant matters.

36. Funds

36.1. Financial records

- (A) The Association must keep financial records that:
- a. correctly record and explain its transactions, financial position and performance; and
 - b. enable financial statements to be prepared as required by the Act.
- (B) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (C) The Treasurer must keep in his or her custody, or under his or her control:
- a. the financial records for the current financial year; and
 - b. any other financial records as authorised by the Board.

36.2. Financial statements

- (A) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

Without limiting subrule 36.2(A), those requirements include:

- a. the preparation of the financial statements;
- b. if required, the review or auditing of the financial statements;
- c. the certification of the financial statements by the Board;
- d. the submission of the financial statements to the annual general meeting of the Association;
- e. lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

36.3. The Treasurer of the Association must:

- a. collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- b. keep in his or her custody, or under his or her control, correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

36.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Directors, or by persons granted delegated authority in writing by the Board from time to time.

36.5. The funds of the Association will be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

37. Seal

37.1. The Association may have a common seal.

37.2. If the Association has a common seal:

- a. the common seal of the Association must be kept in the custody of the Secretary.
- b. the common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two Members of the Board or, of one Director and of the Secretary of the Association.

38. Notice to Members

Except for the requirement in rule 14, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

- a. delivering the notice to the Member personally; or
- b. sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- c. facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- d. electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

39. Winding Up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of these Rules and the Act and in compliance with rule 41.8.

40. Custody and Inspection of Books and Records

- 40.1. Except as otherwise provided in these Rules, the Secretary must keep in their custody or under their control, all minutes of general meetings, books, documents and securities of the Association.
- 40.2. Subject to rule 40.4, the register of Members, the minutes of general meetings and any other Relevant Documents of the Association must be available for inspection free of charge by any Member upon request.
- 40.2. The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- 40.3. A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association and the Association may charge a reasonable fee for provision of a copy of such a record.
- 40.4. The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

40.A Alteration of Rules

These Rules may only be altered by special resolution of a General Meeting of the Association.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

41. Public Fund

- 41.1. The Association will establish and maintain a public fund called the "Contemporary Music Victoria Public Fund".

- 41.2. The Association will seek approval by the Department for its addition to the Register of Cultural Organisations, to assist the Association to receive tax deductible donations of money or property to support the principal purpose of the Association.
- 41.3. Donations will be deposited into the "Contemporary Music Victoria Public Fund" listed on the Register of Cultural Organisations. These monies (including interest accrued thereon) will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. The Fund will not receive any other money or property. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 41.4. The fund will be administered by a subcommittee of the Board, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- 41.5. No monies/assets in this fund will be distributed to Members or Office Bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 41.6. The Department will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- 41.7. Any allocation of funds or property to other persons will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.
- 41.8. If upon the winding-up or dissolution of the "Contemporary Music Victoria Public Fund" there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its Members, but will be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* (Cth) and listed on the Register of Cultural Organisations maintained under the Act. 41.9. The Rules of the Contemporary Music Victoria Public Fund are the rules set out in Schedule 3.

42. Historical Note

- 42.1. The original Rules of Association were adopted by Contemporary Music Victoria, Inc. on or about 29 June 2010.
- 42.2. The Rules of Association as printed herein were adopted at the Annual General Meeting of the Association on 7 December 2017 and replace the earlier rules of the Association.

DATED: 7 December 2017

Signed by Tim Northeast in the presence of:

Witness Signature

Signature of Chair

Witness Name (Print)

Print Name

Signed by Jeremy Gronow in the presence of:

Witness Signature

Signature of Secretary

Witness Name (Print)

Print Name

Contemporary Music Victoria Inc. Application for Membership of Association

I, _____ [Name of Applicant. Individual name or Organisational name],

_____ [Occupation] of

_____ [Address of Applicant] desire to become a Member of Contemporary Music Victoria Inc. to support the purposes of the Association.

In the event of my admission as a Member, I agree to be bound by the Rules of the Association for the time being in force.

Signature of Applicant

Date

I, _____ [Name of Member], a Member of the Association, nominate the Applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, _____ [Name of Member], a Member of the Association, second the nomination of the Applicant, who is personally known to me, for membership of the Association.

Signature of Secunder

Date

Schedule 2

**Contemporary Music Victoria Inc.
Form of Appointment of Proxy**

I, _____ [Name of Member]

of _____ [Address of Member] being a Member of
Contemporary Music Victoria Inc.

appoint _____ [Name of Proxy Holder]

of _____ [Address of Proxy Holder] being a Member

of the Association, as my proxy to vote for me on my behalf at the

[Annual/Special*] General Meeting of the Association to be held on

_____ [Date of General Meeting] and at any
adjournment of that meeting.

My proxy is authorised to vote in [favour of/against*] the following resolution:

_____ [Insert details of resolution].

Signature of Member

Date

* Delete if not applicable

Contemporary Music Victoria Public Fund Rules

1. Background

- 1.1. The Public Fund Rules will come into operation on 1/7/2010.
- 1.2. Pursuant to Rule 41 of the Rules of Contemporary Music Victoria Inc., the Contemporary Music Victoria Public Fund was established.
- 1.3. These rules govern the operation of the Contemporary Music Victoria Public Fund, a public fund that is to apply to be included on the Register of Cultural Organisations, for deductible gift recipient and for income tax exempt status.
- 1.4. To the extent of any inconsistency with the Public Fund Rules, the objects of Contemporary Music Victoria Inc. and relevant Commonwealth and State statutes will prevail.

2. Definitions

In the Public Fund Rules, unless the contrary intention appears:

"**Association**" means "Contemporary Music Victoria Inc".

"**Board**" means the Board of Directors of the Association, previously known as the Committee of Management;

"**Department**" means the Commonwealth Department responsible for the Arts, in consultation with the Australian Taxation Office, or such other department(s) that is responsible for administering the Register.

"**Fund**" means the Contemporary Music Victoria Public Fund.

"**Public Fund Rules**" means the rules of the Public Fund contained in Schedule 3 of the Rules of Association.

"**Register**" means the Register of Cultural Organisations.

"**Rules**" means the Rules of the Association including the schedules (if any) and annexures (if any);

"**Sub-Committee**" means the Public Fund Sub-Committee appointed under rule 8 of the Public Fund Rules.

"**Sub-Committee Members**" means members of the Public Fund Sub-Committee.

"**Tax Act**" means the Income Tax Assessment Act 1997 (Commonwealth) and any amendment or reenactment thereof and regulations made thereunder.

3. Object of the Fund

The object of the Fund is to support the objects of the Association provided that those objects are in respect of cultural purposes and/or such other objects as are acceptable to the Department.

4. Donations

- 4.1. Members of the public are to be invited to make gifts of money or property to the Fund for the purpose of the Association.
- 4.2. Money from interest on donations, income derived from donated property and money from the realisation of such property must be deposited into the account of the Fund.
- 4.3. Receipts for donations are to be issued in the name of the Fund and in accordance with any requirements of the Tax Act.
- 4.4. Receipts for gifts to the public fund must state:
 - a. the name of the public fund and that the receipt is for a gift made to the public fund;
 - b. the Australian Business Number of the company;
 - c. the fact that the receipt is for a gift; and
 - d. any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

5. Accounts

- 5.1. Donations to the Fund are to be kept separate from other funds and property of the Association.
- 5.2. A separate bank account must be opened with an authorised deposit institution as determined by the Board, in the name of "Contemporary Music Victoria Public Fund", to deposit money donated to the Fund and money from the realisation of property donated to the Fund and interest accruing on such monies. No other money or property should be received by the Fund.

6. Accounting Records

- 6.1. The Board must keep proper accounting records and procedures for the Fund.
- 6.2. The Department is to be provided with 6 monthly statistical information about gifts made to the Fund for the preceding 6 month period, within 21 days of the end of the 6 month period.

- 6.3. The Association agrees to comply with any rules that the Commonwealth Treasurer and the Minister with responsibility for the Register of Cultural Organisations may make to ensure that gifts made to the Fund are only used for its principal purpose.

7. Income and Property of the Fund

- 7.1. The income and property of the Fund will be applied only towards the promotion of the objects of the Fund set out in rule 3.
- 7.2. The Fund will be operated on a not-for-profit basis.
- 7.3. No income or property will be paid or transferred directly or indirectly to any Sub-Committee Member, Director, the Association or controller or Member of the Association except for payments:
 - a. in return for any services rendered or goods supplied in the ordinary and usual course of operation of the Fund;
 - b. of interest at a rate not exceeding current bank overdraft rates of interest for monies lent; or
 - c. reasonable and proper rent for the premises demised, let or licensed to the Fund.
- 7.4. Any allocation of funds or property to other persons or organisations will be made in accordance with the established objects of the Fund under rule 3 and must not be influenced by the preference of the donor.

8. Public Fund Sub-Committee

- 8.1. The Sub-Committee members will consist of no fewer than 3 persons unless otherwise permitted by the Guidelines to the Register, and no more than 5 persons.
- 8.2. A majority of the Sub-Committee members must be deemed by the Department to be 'responsible persons'.
- 8.3. Before appointing a person as a Sub-Committee member, the Association must submit to the Department a Nomination Form in the prescribed form.
- 8.4. Membership of the Sub-Committee is by appointment by the Contemporary Music Victoria Inc. Committee and, subject to Public Fund Rules 8.1 to 8.3 inclusive, the Committee may appoint and remove Sub-Committee members as it sees fit.
- 8.5. The original membership of the Sub-Committee as at the date of these Rules will consist of the following persons:
 - a. Tim Northeast;
 - b. Barry Williams; and
 - c. Jeremy Gronow.

9. Alteration of Public Fund Rules

- 9.1. The Board may amend the Public Fund Rules provided that any amendment will not be contrary to the objects of the Association.
- 9.2. Any other provisions which from time to time are required in order to maintain the status of the Association as an entity gifts to which can be deducted under the Tax Act, and to maintain tax exempt status and to maintain the Fund on the Register are deemed to form part of the Public Fund Rules.
- 9.3. The Association must inform the Department in writing within 30 days if:
 - a. any of the contact details provided to the Department have changed;
 - b. there is any change to the membership of the Sub-Committee managing the Fund;
 - c. there is any change to the persons responsible for the Fund;
 - d. there has been any change to the Public Fund Rules; or
 - e. the person to whom all correspondence should be forwarded as changed.

Membership, Entry Fee and Annual Subscriptions

1. Background

As outlined in rules 5.11, 5.12 and 5.13:

- 1.1. The entrance fee is such amount as the Board may determine from time to time.
- 1.2. The annual subscription is such amount as the Board may determine from time to time and is payable annually in advance on or before 1 July in each year.
- 1.3. On the date these Rules are adopted, the amount of the entrance fee and annual subscription determined by the Board are those outlined in Schedule 4:

2. Amounts Entry Fee and Annual Subscriptions

The Amounts determined by the Board are as follows:

- 2.1. The Entrance Fee is \$0.
- 2.2. The Annual Subscription rates are:
 - a. \$33 - Individual member
 - b. \$22 - Concession individual member
 - c. \$66 - band membership/NFP
 - d. \$150 Small business (fewer than 15 employees)
 - e. \$330 Venue Partner
 - f. \$550 Gold Partner
 - g. \$990 Platinum Partner

Contemporary Music Victoria Inc.

Statement of Purpose

Contemporary Music Victoria Inc. exists to support the growth, participation and development of the Victorian contemporary music industry.

As peak body for the Victorian contemporary music industry, Contemporary Music Victoria Inc.:

- a. is the central point of contact for Victorians to engage with and participate in the contemporary music industry and related activities.
- b. provides advocacy on behalf of contemporary music within the music industry, the wider community and government.
- c. provides an industry development role through provision of programs and services and the creation of a knowledge hub.
- d. provides activities to encourage celebration and promotion of contemporary Victorian music and to create a supportive cultural community.
- e. represents Victorian contemporary music interests at the local, national and international levels and participation of Victorian interests in national projects and other activities.
- f. is a relevant and strong organisation focused on good governance and community participation.
- g. engages and fosters strong partnerships between the music industry, government and the community.
- h. aims to work from an understanding of not replicating services that are provided elsewhere.
- i. is broadly inclusive of the entire contemporary music industry: all music genres, industry sectors and professions as well as being accessible for metropolitan and regional Victoria.
- j. aims be valuable to music makers in its activities whenever possible.
- k. provides for the support and fellowship of its members.