

Contemporary Music Victoria Inc. A2254224S
SPECIAL RESOLUTION FOR AMENDMENT TO RULES OF ASSOCIATION
ANNUAL GENERAL MEETING – 5th December 2023

It is hereby resolved that the Rules of the Association of **Contemporary Music Victoria Inc. A2254224S** shall be amended as follows:

A. Updated definition of "2023 Board" and names amended in Rule 22.A(4) to reflect the current make-up of the Board.

Explanatory note - Names have been updated to reflect the current 2023 Board as at the time of the proposed Rule changes.

B. Amending the definition of 'Member' to be a natural person as follows -

"Member" means a member of the Association which must be a natural person and who is approved in accordance with rule 5;

Deleted: financial

Deletion of "Member Council" and "Member Corporation".

Explanatory note – The definition of Member has been updated to be clear that Members can only be natural persons and not other types of entities.

C. Updated definition of "Department" as follows –

"Department" means the Commonwealth Department responsible for the Arts from time to time.

Deleted: of Communication, Information Technology and the Artists (responsible for the administration of the Register of Cultural Organisations)

Explanatory note – updated reference to allow for name of the Department responsible for the Arts to change over time.

D. Deletion of "Representative" definition and of Rule 9 entirely which refers to Representatives.

Explanatory note - Given it is being proposed that only natural persons can be Members, there is no need for Members to appoint Representatives.

E. Rule 5 be amended as follows:

5.1. An applicant for membership must be a natural person.

Deleted: can be either

5.2. An applicant that applies and is approved for membership in accordance with these Rules is eligible to become a Member once approved by the Board in accordance with rule 5.5 and payment of the applicable annual subscription fee under rule 5.13 (if any).

Deleted: , a Local Council or a Corporation

5.5 b. A person whose application for membership is refused by the Board may apply to the next Board Meeting to have the application reconsidered.

Deleted: , Local Council or Corporation

5.6 b. that payment is requested within 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription (if applicable).

Deleted: the entrance fee and

5.7 The Secretary must, within 28 days from notification of the applicant's approval, ensure that the applicant's name is entered in the register of Members.

Deleted: after receipt of the applicant's subscription

5.8 A person becomes a Member of the Association and, subject to rule 5A.2, is entitled to exercise their rights of membership from the date, whichever is the later, on which:

Deleted: his or her

- a. the Board approves the person's membership; or
- b. the person pays the subscription fee (if applicable).

Update to numbers in Rules 5.9-5.12 (rectifying previous numbering formatting issue)

A right, privilege, or obligation of a person by reason of membership of the Association:

Deleted: , Local Council or Corporation

- a. is not capable of being transferred or transmitted to another person,
- b. terminates upon the cessation of membership whether by death, resignation or otherwise.

Deleted: Local Council or Corporation.

5.11. The entrance fee is such amount as the Board may determine from time to time (which may be \$0 or above).

5.12. The annual subscription is such amount/s as the Board may determine from time to time (which may be \$0 or above) which shall be published on the Music Victoria website and is payable annually in advance on either:

Explanatory note – The proposed changes are to address items that have been queried at past AGM's and for which the rules did not provide definitive clarity. The proposed changes also consolidate the way in which Music Victoria has interpreted the previous rules and acted at past AGMs. The proposed changes are to be clear that only natural persons can be Members and that the Board can set the entrance fee (if any) and the annual subscription fee (if any). These changes also note that the Board may allow for a \$0 membership level.

F. That a new Rule 5.13 be included as follows –

5.13 It is acknowledged that in the previous version of these Rules entities other than natural persons were permitted to be Members (including but not limited to corporations and local councils). For the purposes of transitioning to Members being natural persons only following the date that this version of the Rules are adopted, the following shall apply –

- a. The contact person on record with Music Victoria for that Member shall become the Member; and
- b. The original Member can nominate which other natural person/s it wishes to become the Member/s if it holds a Membership with multiple votes at the time this version of the Rules are adopted;

In accordance with procedure determinate by the Board and advised to Members in writing.

Explanatory note – This is a transitional Rule which sets out the proposed process for the changing of Members from Councils or Corporations to natural persons only.

G. That 5A be amended as follows -

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

- a. the Member has an active subscription as per rule 5.8; and
- b. the Member's membership rights are not suspended for any reason.

Deleted: is financial that is, has paid all fees due and payable to the Association

That Rule 5A.3 be deleted entirely.

Explanatory note – This change is to allow for Members who have a \$0 Membership level to be able to vote at meetings provided that they are approved Members in accordance with Rule 5.8. Rule 5A.3 is to be deleted to be clear that Membership cannot be transferred.

H. That Rule 7 is amended as follows –

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 Rules, or had otherwise agreed, to pay to the Association.

Deleted: articles

7.2. Any Member whose annual subscription (if greater than \$0) remains unpaid for three calendar months after it became due and payable shall automatically be downgraded to a \$0 subscription if offered, or cease to be a member from the first day of the fourth month after the (greater than \$0) 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.

Explanatory note – Rule 7.1 is amended for consistency to refer to Rules. Rule 7.2 is amended to be clear that given the Board may offer a \$0 membership subscription, any Members who let their subscription payments lapse will be downgraded to \$0 membership level.

I. That Rule 8 be amended as follows –

8.4 b. stating that the Member 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

Deleted: (or in the case of a Member Corporation or Member Council, their Representative),

8.5 a. give the Member an opportunity to be heard; and

Deleted: , or the Representative,

Explanatory note – The references to Member Corporation, Member Councils and their Representatives have been removed given that those types of entities can no longer be Members.

J. That Rule 18 be amended as follows -

Update numbers in Rules 18.2 – 18.6 (rectifying previous numbering formatting issue)

18.3. All votes must be given:

- a. personally, or
- b. by proxy; or
- c. in the case of Members not present at the General Meeting, by any other means (including any electronic means) as the Board may elect, provided that such question (together with voting procedures) has been put to Members not less than 14 days before the General Meeting.

Deleted: (b) by Representative; or

18.6 A Member is not entitled to vote at a General Meeting if the Member has not been admitted to membership in accordance with these Rules.

Deleted: a. is not a fully paid up financial member of the Association; b.

Explanatory note – Reference to Representatives have been removed in Rule 18.3 given that there is no need for a Representative for natural person Members. In Rule 18.6, reference to being a fully paid up financial Member has been removed given that Members can be on a \$0 membership subscription.

K. Delete Rule 22.A(6) entirely.

Explanatory note – This was a transitional Rule required for the previous change of Rules and is no longer relevant.

L. Schedule 1 Application for Membership of the Association be updated as per attached.

Explanatory note – This form is updated to accurately reflect Rule 5, ie members must be a natural person.

M. Schedule 2 Form of Appointment of Proxy be updated as per attached.

Explanatory note – minor adjustments made to Proxy Form.

N. That Schedule 3 Rule 8.5 be updated as follows –

The membership of the Sub-Committee as at the date of these Rules will consist of the following persons:

- a. Dean Hampson;
- b. Sally Mather; and
- c. Matthew Kennedy.

Deleted: original

Deleted: Tim Northeast

Deleted: Barry Williams

Deleted: Jeremy Gronow

Names have been updated to reflect the current make up of the finance sub-committee.

O. That Schedule 4 be deleted entirely.

Given these fees are updated by the Board from time to time, it is proposed that the Membership subscription fees are listed on the Music Victoria website and the amended Rule 5.12 now reflects this.