

QMUSIC

Rules of Queensland Music Network Incorporated

Incorporated association

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Rules of Queensland Music Network Incorporated

1 Interpretation

1.1 In these rules:

Term	Definition
Act	means the <i>Associations Incorporation Act 1981</i> (Qld).
Association	has the meaning set out in rule 2.
Band/Small Business Member	means a Member admitted in that class that meets the requirements for membership set by the Board of Management under rule 5.3.
Board of Management	means the management committee of the Association.
Candidate	has the meaning set out in rule 18.1.
Casual Vacancy	has the meaning set out in rule 14.6.
Concessional Individual Member	means a Member admitted in that class that meets the requirements for membership set by the Board of Management under rule 5.3.
Corporate Member	means a Member admitted in that class that meets the requirements for membership set by the Board of Management under rule 5.3.
Deductible Contributions	means a deductible contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA for a fundraising event held for the principal objects of the Association.
Department	means the Commonwealth Department that is responsible for administering the Register of Cultural Organisations.
Dispute Notice	has the meaning set out in rule 48.2.
Gifts	means a gift of money or property as described in item 1 of the table in section 30-15 of the ITAA for the principal objects of the Association.
Honorary Member	means a Member admitted in that class that meets the requirements for membership set by the Board of Management under rule 5.3.
Individual Member	means a Member admitted in that class that meets the requirements for membership set by the Board of Management under rule 5.3.
ITAA	the <i>Income Tax Assessment Act 1997</i> (Cth).
Member	means a Band/Small Business Member, a Concessional Individual Member, a Corporate Member, an Honorary Member or an Individual Member, or collectively, any combination of members of the Association.
Present	has the meaning set out in rule 22.6 for Board of Management

Term	Definition
	meetings and the meaning set out in rule 33.2 for general meetings.
Public Fund	has the meaning set out in rule 42.2.
Register of Cultural Organisations	means the Register of Cultural Organisations administered by the Department.
Representative	for a Member which is a body corporate means the person nominated by it under rule 5.5.
Rules	means this document, the rules of the Association.
Secretary	means the secretary of the Association.
Special Resolution	means a resolution at a general meeting that requires not less than 75% of Members Present and eligible to vote on that resolution to vote in its favour for that resolution to be adopted.
Surplus Assets	has the meaning set out in section 92(3) of the Act.

- 1.2 A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is 'Queensland Music Network Incorporated' (**Association**).

3 Objects

- 3.1 The objects of the Association are to act as the development association for Queensland's music industry.
- 3.2 To achieve these objects, the Association may, without limitation:
- (a) harness the resources of the community in support of the objects in rule 3.1;
 - (b) establish and maintain affiliations and information exchange with other organisations having similar objects to those in rule 3.1;
 - (c) seek or receive donations and legacies to apply to the objects in rule 3.1;
 - (d) promote the objects in rule 3.1 in any manner the Board of Management considers appropriate; and
 - (e) do things incidental or conducive to the attainment of the objects in rule 3.1.

4 Powers

- 4.1 The Association has the powers of an individual.

- 4.2 The Association may, for example:
- (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 4.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5 Membership

- 5.1 The membership of the Association consists of:
- (a) Individual Members;
 - (b) Concessional Individual Members;
 - (c) Band/Small Business Members;
 - (d) Corporate Members; and
 - (e) Honorary Members.
- 5.2 The number of members is unlimited.
- 5.3 The requirements for admission to membership of each class will be set by the Board of Management.
- 5.4 The Board of Management may, in accordance with these Rules, admit to the membership of the Association any person who:
- (a) undertakes to:
 - (i) support the objects of the Association as set out in clause 3.1; and
 - (ii) comply with any other requirements for admission to the relevant class of membership set out in these Rules or determined by the Board of Management under rule 5.3;
 - (b) agrees to abide by these Rules; and
 - (c) pays the annual membership fee for the current Membership Year in accordance with clause 6.
- 5.5 If the applicant is a body corporate it must nominate one individual (**Representative**) to represent it in the Association.

6 New membership

- 6.1 An applicant for membership of the Association need not be proposed by any other Member.

- 6.2 An application for membership (in any class) must be:
- (a) in writing (including in electronic form); and
 - (b) signed by the applicant (including electronically);
 - (c) in the form decided by the Board of Management; and
 - (d) accompanied by the relevant membership fees (as determined in accordance with clause 7).

7 Membership fees

The membership fee for each class of membership (if any):

- (a) is the amount decided by the Board of Management from time to time; and
- (b) is payable when, and in the way, the Board of Management decides.

8 Admission and rejection of new Members

- 8.1 The Board of Management must consider each application for membership at the next Board of Management meeting held after it receives a valid application for membership under rule 6.2.
- 8.2 The Board of Management must ensure that, as soon as possible after a person applies to become a Member, and before the Board of Management considers the persons application, the person is advised:
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance, the amount of the insurance.
- 8.3 The Board of Management must decide at the meeting whether to accept or reject each application.
- 8.4 If a majority of the members of the Board of Management Present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member.
- 8.5 The Secretary must, as soon as practicable after the Board of Management decides to accept or reject an application, give the applicant a written notice of the decision.

9 When membership ends

- 9.1 A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- 9.2 The resignation takes effect at:
- (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice, the later time.

- 9.3 The Board of Management may terminate a Member's membership if the Member:
- (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these Rules;
 - (c) has membership fees in arrears for at least two months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 9.4 Before the Board of Management terminates a Member's membership, the Board of Management must give the Member:
- (a) a full and fair opportunity to show why the membership should not be terminated; and
 - (b) notice of the time period, at least ten days, within which the Member has to make any representations about why the Member's membership should not be terminated.
- 9.5 If, after considering all representations made by the Member, the Board of Management decides to terminate the membership, the Secretary of the Board of Management must give the Member a written notice of the decision.

10 Appeal against rejection or termination of membership

- 10.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 10.2 A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- 10.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a general meeting of Members to decide the appeal.

11 General meeting to decide appeal

- 11.1 The general meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.
- 11.2 At the meeting:
- (a) the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated; and
 - (b) the Board of Management must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 11.3 An appeal must be decided by a majority vote of the Members Present and eligible to vote at the meeting.
- 11.4 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals

but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Register of Members

- 12.1 The Board of Management must keep a register of Members.
- 12.2 The register must include the following particulars for each Member:
- (a) the full name of the Member;
 - (b) the postal or residential address of the Member;
 - (c) the date of admission as a Member;
 - (d) the date of death or date of resignation of the Member;
 - (e) details about the termination or reinstatement of membership; and
 - (f) any other particulars the Board of Management or the Members at a general meeting decide.
- 12.3 The register must be open for inspection by Members at all reasonable times.
- 12.4 A Member must contact the Secretary to arrange an inspection of the register.
- 12.5 The Board of Management may, on the application of a Member, withhold information about the Member (other than the Member's full name) from the register available for inspection if the Board of Management has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

13 Prohibition on use of information on register of Members

- 13.1 A Member must not:
- (a) use information obtained from the register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes.
- 13.2 Rule 13.1 does not apply if the use or disclosure of the information is approved by the Association.

14 Appointment or election of Secretary

- 14.1 The Secretary must be an individual residing in Queensland, or in another State no more than 65km from the Queensland border, who is:
- (a) a Member elected by the Association as Secretary; or

- (b) any of the following persons appointed by the Board of Management as Secretary:
 - (i) a member of the Board of Management;
 - (ii) another Member of the Association; or
 - (iii) another person.
- 14.2 If a vacancy happens in the office of Secretary, the members of the Board of Management must ensure a Secretary is appointed or elected for the Association within one month after the vacancy happens.
- 14.3 If the Board of Management appoints a person mentioned in rule 14.1(b)(ii) as Secretary, other than to fill a Casual Vacancy on the Board of Management, the person does not become a member of the Board of Management.
- 14.4 However, if the Board of Management appoints a person mentioned in rule 14.1(b)(ii) as Secretary to fill a Casual Vacancy on the Board of Management, the person becomes a member of the Board of Management.
- 14.5 If the Board of Management appoints a person mentioned in rule 14.1(b)(iii) as Secretary, the person does not become a member of the Board of Management.
- 14.6 In this rule, the term **Casual Vacancy**, on a Board of Management, means a vacancy that happens when an elected member of the Board of Management resigns, dies or otherwise stops holding office.

15 Removal of Secretary

- 15.1 The Board of Management of the Association may at any time remove a person appointed by the Board of Management as the Secretary.
- 15.2 If the Board of Management removes a Secretary who is a person mentioned in rule 14.1(b)(i), the person remains a member of the Board of Management.
- 15.3 If the Board of Management removes a Secretary who is a person mentioned in rule 14.1(b)(ii) and who has been appointed to a Casual Vacancy on the Board of Management under rule 14.4, the person remains a member of the Board of Management.

16 Functions of Secretary

The Secretary's functions include, but are not limited to:

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association;
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents about the Association; and
- (d) maintaining the register of Members.

17 Membership of Board of Management

- 17.1 The Board of Management of the Association will be comprised of at least four but not more than 13 individuals, and will consist of a president, vice president, treasurer, Secretary and any other members the Members elect at a general meeting.
- 17.2 A member of the Board of Management, other than a Secretary appointed by the Board of Management under rule 14.1(b)(iii), must be a Member.
- 17.3 At each annual general meeting of the Association, at least one half of the members of the Board of Management must retire from office and each member of the Board of Management must retire from office not later than at the second annual general meeting of the Association following that member's last election or appointment to the Board of Management.
- 17.4 A retiring member of the Board of Management is eligible, on nomination, for re-election.
- 17.5 A Member may be appointed to a Casual Vacancy on the Board of Management under rule 20.

18 Electing the Board of Management

- 18.1 A member of the Board of Management may only be elected as follows:
- (a) any two Members may nominate another Member (**Candidate**) to serve as a member of the Board of Management;
 - (b) the nomination must be:
 - (i) in a form prescribed by the Association; and
 - (ii) given to the Secretary at least 28 days before the annual general meeting at which the election is to be held;
 - (c) each Member Present and eligible to vote at the annual general meeting may vote for one Candidate for each vacant position on the Board of Management; and
 - (d) if, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor of the meeting.
- 18.2 A person may be a Candidate only if the person:
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 18.3 A list of the Candidates names in alphabetical order, with the names of the Members who nominated each Candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting.
- 18.4 If required by the Board of Management, balloting lists must be prepared containing the names of the Candidates in alphabetical order.

- 18.5 The Board of Management must ensure that, before a Candidate is elected as a member of the Board of Management, the Candidate is advised:
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance, the amount of the insurance.

19 Resignation, removal or vacation of office of member of the Board of Management

- 19.1 A member of the Board of Management may resign from office by giving written notice of resignation to the Secretary.
- 19.2 The resignation takes effect at:
- (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice, the later time.
- 19.3 A member of the Board of Management may be removed from office at a general meeting of the Association if a majority of the Members Present and eligible to vote at the meeting vote in favour of removing the member of the Board of Management.
- 19.4 Before a vote of Members is taken about removing the member of the Board of Management from office, she or he must be given a full and fair opportunity to show cause why she or he should not be removed from office.
- 19.5 A member of the Board of Management has no right of appeal against their removal from office under this rule 19.
- 19.6 The Board of Management may remove from office up to two members of the Board of Management during any calendar year by resolution of the Board of Management passed by a special majority comprising not less than three quarters of all the members of the Board of Management.
- 19.7 The office of a member of the Board of Management will be vacated if the person holding that office:
- (a) dies;
 - (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
 - (c) is convicted of an:
 - (i) offence under the Act; or
 - (ii) indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine;
 - (d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period for the conviction has not expired; or

- (e) is disqualified from being a:
 - (i) director under the *Corporations Act 2001* (Cth); or
 - (ii) responsible person under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- 19.8 In this rule 19, the term **rehabilitation period** has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986* (Qld).

20 Vacancies on Board of Management

- 20.1 If a Casual Vacancy happens on the Board of Management, the continuing members of the Board of Management may appoint another Member to fill the vacancy until the next annual general meeting.
- 20.2 The continuing members of the Board of Management may act despite a Casual Vacancy on the Board of Management.
- 20.3 However, if the number of members of the Board of Management is less than the number fixed under rule 23.1 as a quorum of the Board of Management, the continuing members may act only to:
- (a) increase the number of members of the Board of Management to the number required for a quorum; or
 - (b) call a general meeting of the Association.

21 Functions of Board of Management

- 21.1 Subject to these Rules or a resolution of the Members carried at a general meeting, the Board of Management has the general control and management of the administration of the affairs, property and funds of the Association.
- 21.2 The Board of Management has authority to interpret the meaning of these Rules and any matter about the Association on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 21.3 The Board of Management may exercise the powers of the Association to:
- (a) borrow, raise or secure the payment of amounts in a way the Members decide;
 - (b) secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both Present and future;
 - (c) purchase, redeem or pay off any securities issued;
 - (d) borrow amounts from Members and pay interest on the amounts borrowed;
 - (e) mortgage or charge the whole or part of its property;

- (f) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (g) provide and pay off any securities issued; and
 - (h) invest in a way the Members may from time to time decide.
- 21.4 For rule 21.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association; or
 - (b) if there is more than one financial institution for the Association, the financial institution nominated by the Board of Management.
- 21.5 The Board of Management must have a written policy and procedure for ensuring that members of the Board of Management are aware of their fiduciary duties and for managing conflicts of interest.

22 Meetings of Board of Management

- 22.1 Subject to this rule, the Board of Management may meet and conduct its proceedings as it considers appropriate.
- 22.2 The Board of Management must meet at least twice every three months and at least eight times a year to exercise its functions.
- 22.3 The Board of Management must decide how a meeting is to be called.
- 22.4 Notice of a meeting is to be given in the way decided by the Board of Management.
- 22.5 The Board of Management may hold meetings, or permit a member of the Board of Management to take part in its meetings, by using any technology that reasonably allows that member to hear and take part in discussions as they happen.
- 22.6 A member of the Board of Management who participates in the meeting as mentioned in rule 22.5 is taken to be Present at the meeting.
- 22.7 A question arising at a Board of Management meeting is to be decided by a majority vote of members of the Board of Management Present at the meeting and, if the votes are equal, the question is decided in the negative.
- 22.8 A member of the Board of Management must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 22.9 The president is to preside as chairperson at a Board of Management meeting.
- 22.10 If there is no president or if the president is not Present within ten minutes after the time fixed for a Board of Management meeting, the members may choose one of their number to preside as chairperson at the meeting.

23 Quorum and adjournment of Board of Management meeting

- 23.1 At a Board of Management meeting, a simple majority of the members elected to the Board of Management as at the close of the last general meeting of the Members form a quorum.
- 23.2 If there is no quorum within 30 minutes after the time fixed for a Board of Management meeting called on the request of members of the Board of Management, the meeting lapses.
- 23.3 If there is no quorum within 30 minutes after the time fixed for a Board of Management meeting called other than on the request of the members of the Board of Management:
- (a) the meeting is to be adjourned for at least one day; and
 - (b) the members of the Board of Management who are Present are to decide the day, time and place of the adjourned meeting.
- 23.4 If, at an adjourned meeting mentioned in rule 23.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24 Special meeting of Board of Management

- 24.1 If the Secretary receives a written request signed by not less than one third of the members of the Board of Management, the Secretary must call a special meeting of the Board of Management by giving each member of the Board of Management notice of the meeting within 14 days after the Secretary receives the request.
- 24.2 If the Secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 24.3 A request for a special meeting must state:
- (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- 24.4 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- 24.5 A special meeting of the Board of Management must be held within 14 days after notice of the meeting is given to the members of the Board of Management.

25 Minutes of Board of Management meetings

- 25.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board of Management meeting are entered in a minute book.
- 25.2 To ensure the accuracy of the minutes, the minutes of each Board of Management meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board of Management meeting, verifying their accuracy.

26 Appointment of subcommittees

- 26.1 The Board of Management may appoint a subcommittee consisting of Members considered appropriate by the Board of Management to help with the conduct of the Association's operations.
- 26.2 A member of the subcommittee who is not a member of the Board of Management is not entitled to vote at a Board of Management meeting.
- 26.3 A subcommittee may elect a chairperson of its meetings.
- 26.4 If a chairperson is not elected, or if the chairperson is not Present within ten minutes after the time fixed for a meeting, the members Present may choose one of their number to be chairperson of the meeting.
- 26.5 A subcommittee may meet and adjourn as it considers appropriate.
- 26.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members Present at the meeting and, if the votes are equal, the question is decided in the negative.

27 Acts not affected by defects or disqualifications

- 27.1 An act performed by the Board of Management, a subcommittee or a person acting as a member of the Board of Management is taken to have been validly performed.
- 27.2 Rule 27.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Board of Management, subcommittee or person acting as a member of the Board of Management; or
 - (b) a member of the Board of Management, subcommittee member or person acting as a member of the Board of Management was disqualified from being a Member.

28 Resolutions of Board of Management without meeting

- 28.1 A written resolution signed by each member of the Board of Management is as valid and effectual as if it had been passed at a Board of Management meeting that was properly called and held.
- 28.2 A resolution mentioned in rule 28.1 may consist of several documents in like form, each signed by one or more members of the Board of Management.

29 Annual general meetings

An annual general meeting must be held:

- (a) at least once each year; and
- (b) within six months after the end date of the Association's reportable financial year.

30 Business to be conducted at annual general meeting

The business to be transacted at every annual general meeting will be the business required to be conducted at an annual general meeting by the Act or these Rules.

31 Notice of general meeting

- 31.1 The Secretary may call a general meeting of the Association.
- 31.2 The Secretary must give at least 21 days notice of the meeting to each Member.
- 31.3 If the Secretary is unable or unwilling to call the meeting, the president of the Association must call the meeting.
- 31.4 The Board of Management may decide the way in which the notice must be given.
- 31.5 Notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a person against the Board of Management's decision:
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to terminate the person's membership of the Association; and
 - (b) a meeting called to hear and decide a proposed Special Resolution of the Association.
- 31.6 A notice of a general meeting must state the business to be conducted at the meeting.

32 Quorum and adjournment of general meeting

- 32.1 The quorum for a general meeting is at least the number of members elected or appointed to the Board of Management at the close of the Association's last general meeting plus one.
- 32.2 If all Members are members of the Board of Management, the quorum is the total number of Members less one.
- 32.3 No business may be conducted at a general meeting unless there is a quorum of Members when the meeting proceeds to business.
- 32.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board of Management or the Association, the meeting lapses.
- 32.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board of Management or the Association:
 - (a) the meeting is to be adjourned for at least seven days; and
 - (b) the Board of Management is to decide the day, time and place of the adjourned meeting.
- 32.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- 32.7 If a meeting is adjourned under rule 32.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 32.8 The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 32.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

33 Procedure at general meeting

- 33.1 A Member may take part and vote in a general meeting in person, by proxy, by attorney and if a body corporate, by Representative. A Member or their Representative may participate by using any technology that reasonably allows the Member or Representative to hear and take part in discussions as they happen.
- 33.2 A Member who participates in a meeting as mentioned in rule 33.1 is taken to be Present at the meeting.
- 33.3 At each general meeting:
- (a) the president of the Association is to preside as chairperson;
 - (b) if there is no president or if the president is not Present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Members Present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

34 Voting at general meeting

- 34.1 At a general meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Members Present.
- 34.2 Each Member Present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 34.3 A Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting.
- 34.4 The method of voting is to be decided by the Board of Management.
- 34.5 If at least 20% of the Members Present demand a secret ballot, voting must be by secret ballot.
- 34.6 If a secret ballot is held, the chairperson must appoint two Members to conduct the secret ballot in the way the chairperson decides.
- 34.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

35 Special general meeting

- 35.1 The Secretary must call a special general meeting by giving each Member notice of the meeting within 14 days after being:
- (a) directed to call the meeting by the Board of Management;
 - (b) given a written request signed by:
 - (i) at least one third of the number of members of the Board of Management at the time the request is signed; or
 - (ii) at least the number of Members equal to double the number of members of the Board of Management when the request is signed plus one; or
 - (c) given a written notice of an intention to appeal against the decision of the Board of Management to:
 - (i) reject an application for membership; or
 - (ii) terminate a person's membership.
- 35.2 A request mentioned in rule 35.1(b) must state:
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 35.3 A special general meeting must be held within three months after the Secretary is:
- (a) directed to call the meeting by the Board of Management;
 - (b) given the written request mentioned in rule 35.1(b); or
 - (c) given the written notice of an intention to appeal mentioned in rule 35.1(c).
- 35.4 If the Secretary is unable or unwilling to call the special meeting, the president must call the meeting.

36 Proxies

36.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

Queensland Music Network Incorporated
I, _____ of _____,
being a member of the Association, appoint
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the Association,
to be held on the _____ day of _____ 20 ____ .
and at any adjournment of the meeting.
Signed this _____ day of _____ 20 ____ .

Signature

36.2 The instrument appointing a proxy must:

- (a) if the appointor is an individual:
 - (i) be signed by the appointor; or
 - (ii) the appointor's attorney properly authorised in writing; or
- (b) if the appointor is a corporation:
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.

36.3 A proxy may be a Member or another person.

36.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

36.5 Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

36.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

- 36.7 If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Queensland Music Network Incorporated
I, _____ of _____,
being a member of the Association, appoint
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the Association,
to be held on the _____ day of _____ 20 ____ .
and at any adjournment of the meeting.
Signed this _____ day of _____ 20 ____ .

Signature

This form is to be used *in favour of* or *against* [strike out whichever is not wanted] the following resolutions:

[#insert list of relevant resolutions]

37 Minutes of general meetings

- 37.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 37.2 To ensure the accuracy of the minutes:
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 37.3 If asked by a Member, the Secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular general meeting available for inspection by the Member at an agreed time and place; and
 - (b) give the Member copies of the minutes of the meeting.
- 37.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

38 By-laws

- 38.1 The Board of Management may make, amend or repeal policies, procedures and by-laws, not inconsistent with these Rules, for the internal management of the Association.
- 38.2 A policy, procedure or by-law may be set aside by a vote of Members at a general meeting of the Association.

39 Alteration of Rules

- 39.1 Subject to the Act, these Rules may be amended, repealed or added to by a Special Resolution passed at a general meeting.
- 39.2 An amendment, repeal or addition is valid only if it is registered by the chief executive.

40 Common seal

- 40.1 The Board of Management must ensure the Association has a common seal.
- 40.2 The common seal must be:
- (a) kept securely by the Board of Management; and
 - (b) used only under the authority of the Board of Management.
- 40.3 Each instrument to which the seal is attached must be signed by a member of the Board of Management and countersigned by:
- (a) the Secretary;
 - (b) another member of the Board of Management; or
 - (c) someone authorised by the Board of Management.

41 Funds and accounts

- 41.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board of Management.
- 41.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 41.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 41.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 41.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following:
- (a) the president;
 - (b) the Secretary;
 - (c) the treasurer; or
 - (d) any one of three other Members who have been authorised by the Board of Management to sign cheques issued by the Association.
- 41.6 One of the persons who signs the cheque must be the president, the Secretary or the treasurer.

- 41.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 41.8 A petty cash account must be kept, and the Board of Management must decide the amount of petty cash to be kept in the account.
- 41.9 All expenditure must be approved or ratified at a Board of Management meeting.

42 Public Fund

- 42.1 This rule 42 only applies and is binding on the Association to the extent that the Association is registered with the Register of Cultural Organisations.
- 42.2 The Association must establish and maintain a separate account (**Public Fund**):
 - (a) to which Gifts and Deductible Contributions are made or credited;
 - (b) to which any money received because of those Gifts and Deductible Contributions (including the income from the investment of all or part of the Public Fund) are credited;
 - (c) that does not receive any other money or property; and
 - (d) complies with subdivision 30-F of the ITAA.
- 42.3 The Association must establish and maintain clear accounting procedures for the Public Fund.
- 42.4 The Public Fund must be managed and administered by a committee, appointed under rule 26, of which the majority of members will, at all times, be 'responsible persons' as defined in Taxation Ruling 95/27.
- 42.5 The Public Fund must be used solely for the principal objects set out in rule 3.1.
- 42.6 A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and Gifts to it are to be kept separate from other funds of the Association.
- 42.7 No income or property from the Public Fund may be paid or transferred, directly or indirectly, to a member of the Board of Management or a Member except as reimbursement for out of pocket expenses incurred on behalf of the Association or proper remuneration for administrative services.
- 42.8 The Association must use the following only for Public Fund purposes:
 - (a) Gifts made to the Public Fund; and
 - (b) any money received because of those Gifts (including the income from the investment of all or part of the Public Fund).
- 42.9 Any allocation of funds or property to other persons or organisations will be made in accordance with the objects of the Association and will not be influenced by the preference of the donor.
- 42.10 The Association must provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the Public Fund every six months.

- 42.11 Receipts for Gifts and Deductible Contributions to the Public Fund must:
- (a) be issued in the name of the Public Fund; and
 - (b) state the information required in the applicable provisions of section 30 of the ITAA.

42.12 At the first occurrence of:

- (a) the winding up of the Association;
- (b) the winding up of the Public Fund; or
- (c) the Association ceasing to be endorsed as a deductible gift recipient under subdivision 30-BA of the ITAA,

any Surplus Assets of the Public Fund must be transferred to one or more charitable fund, authority or institution:

- (d) with similar charitable objects as the objects of the Association;
 - (e) whose governing document prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under these Rules;
 - (f) to which Gifts and Deductible Contributions are deductible under division 30-B, section 30-100 of the ITAA; and
 - (g) which is listed on the Register of Cultural Organisations.
- 42.13 The charitable fund, authority or institution to receive assets of the Public Fund under rule 42.12 must be decided by the Board of Management. If the Board of Management does not wish to decide, or does not decide, the Members by ordinary resolution must decide. If the Members do not decide, the decision must be referred to the Supreme Court of Queensland.
- 42.14 The Association agrees to comply with any rules that the relevant Commonwealth Minister responsible for the arts and Commonwealth Treasurer impose and ensure that Gifts and Deductible Contributions made to the Public Fund are used only for its principal objects.
- 42.15 The Association must invite the public to make Gifts and Deductible Contributions to the Public Fund.
- 42.16 To avoid any doubt, it is declared that the Public Fund forms part of the Association and is bound by these Rules.
- 42.17 The Association must notify the Department of any proposed amendments or alterations to the provisions of this rule 42.

43 General financial matters

- 43.1 As soon as practicable after the end of each financial year the treasurer must cause to be prepared a financial statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and

- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 43.2 All financial statements must be examined as required by the provisions of the Act.
- 43.3 As specified in the provisions of the Act the party examining the financial statements under rule 43.2 must prepare a signed audit report or statement, whichever is applicable.
- 43.4 If required by the Act, within one month after the financial statement and signed statement or audit report are received by a general meeting as required by rule 30, the following must be lodged with the Chief Executive:
 - (a) a copy of the financial statement for the reportable financial year:
 - (i) as adopted at the annual general meeting of the Association, signed and dated by the president or treasurer; or
 - (ii) as presented to the annual general meeting of the Association, if it is not adopted at the meeting, signed and dated by the president or treasurer;
 - (b) a copy of the signed audit report or statement, whichever is required as specified in the Act;
 - (c) a return in the approved form; and
 - (d) any fees prescribed under a regulation.

44 Documents

The Board of Management must ensure the safe custody of books, documents, instruments of title and securities of the Association.

45 Financial year

The end date of the Association's financial year is 31 December in each year.

46 Not-for-profit

- 46.1 The income and property of the Association must only be applied towards promoting the Association's objects set out in rule 3.1.
- 46.2 No income or property of the Association may be paid or transferred, directly or indirectly, to a Member, including by way of bonus, dividend or other similar payment, except for payments to a Member:
 - (a) in furtherance of the Association's charitable objects set out in rule 3.1;
 - (b) in return for services rendered by, or goods supplied, by the Member in the ordinary and usual course of business;
 - (c) for reasonable and proper rent for premises leased by a Member; or

- (d) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

47 Distribution of Surplus Assets to another entity

- 47.1 Subject to rule 42, this rule 47 applies if the Association:
 - (a) is wound-up under part 10 of the Act; and
 - (b) has Surplus Assets.
- 47.2 The Surplus Assets must not be distributed among the Members unless the Member is a charitable fund, authority or institution described in rule 47.3 or 47.4.
- 47.3 If the Association is wound up, subject to rule 47.4 any Surplus Assets must be given to another charitable fund, authority or institution:
 - (a) with objects similar to the objects of the Association; and
 - (b) whose governing document prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under these Rules.
- 47.4 If the Association is endorsed as a deductible gift recipient then:
 - (a) upon the revocation of its endorsement as a deductible gift recipient; or
 - (b) upon its winding up,
 - any Surplus Assets must be transferred to another charitable fund, authority or institution:
 - (c) with objects similar to the objects of the Association;
 - (d) whose governing document prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under these Rules; and
 - (e) to which income tax deductible gifts can be made, which is listed on the Register of Cultural Organisations.
- 47.5 The charitable fund, authority or institution to receive Surplus Assets under rule 47.3 or 47.4 must be decided by Special Resolution of the Members at or before the time of the winding-up. If the Members do not decide:
 - (a) the chief executive may by gazette notice vest all or any of the Surplus Assets in the public trustee; and
 - (b) subject to rule 47.5(c) the Surplus Assets vested in the public trustee will be held upon the trusts and for the purposes upon or for which they were held prior to being vested in the public trustee; and
 - (c) the chief executive may by gazette notice vary the trusts or purposes mentioned in rule 47.5(b) and may by the same or another gazette notice vest those Surplus Assets or any part of them in stated entities for stated purposes; and

- (d) the receipt of the public trustee will be a sufficient discharge to any persons paying or transferring any Surplus Assets under this rule 47.5 as to the Surplus Assets paid or transferred, and the Board of Management will no longer be liable or accountable for the Surplus Assets or be bound to see to the application, distribution, or appropriation of them.

48 Dispute resolution

- 48.1 All Members and the Board of Management must in good faith try to resolve between themselves any dispute arising out of or about these Rules or any by-laws, policy or procedure for the Association.
- 48.2 If, after attempting to resolve a dispute between themselves, the parties cannot agree on a solution to the dispute, a party may make a formal complaint (**Dispute Notice**) to the Board of Management which must:
 - (a) be in writing;
 - (b) identify the complaint and the issue to be resolved; and
 - (c) advise whether a resolution to the issue has been sought as between the parties themselves.
- 48.3 Upon receipt of a Dispute Notice the Secretary must advise the complainant that the Dispute Notice has been received and send a copy of the Dispute Notice to the party against who the complaint is made, within 14 days of receipt of the Dispute Notice:
 - (a) seeking a response from the party against who the complaint is made; and
 - (b) seeking 'without prejudice' an early resolution to the complaint.
- 48.4 If an early resolution of the complaint is not possible, the Secretary must refer the complaint to an independent mediator.
- 48.5 The mediator must be asked to assess the merit of the complaint and contact both parties to the dispute to determine if the complaint can be resolved through a mediation process.
- 48.6 If the mediation is successful, the parties to the dispute will sign a statement to that effect which will be held at the office of the Association for a period of seven years.
- 48.7 If the mediation under rule 48.6 is unsuccessful, the Board of Management is to consider appointing an Arbitrator who is to be an independent person with expertise in dispute resolution to determine the dispute between the parties and to refer their findings to the Board of Management.