

# PLAYFORD COUNTRY MUSIC CLUB INCORPORATED

## CONSTITUTION

Formally Gawler Country Music Club Inc As Amended 19<sup>th</sup> August 2007

1. The name of the Incorporated Association is the PLAYFORD COUNTRY MUSIC CLUB INCORPORATED Referred to hereinafter as "The Club"
2. **OBJECTS** :- The objects of the Club shall be to :-
  - (a) Promote, Develop and Encourage Country Music.
  - (b) Support and encourage new talent and education in Country Music.
  - (c) Organize Periodic Country Music Events at venues as agreed by the Committee.
  - (d) Seek and provide publicity beneficial to the Club, in such manner as may be determined.
3. **POWERS** :- For the purpose of carrying out its object the Club may :-
  - (e) Acquire, hold, deal with any Club property.
  - (f) Administer any property on trust.
  - (g) Open and Operate Bank Accounts.
  - (h) Invest its monies :-
    - (1) In any security in which trust monies may, by Act of Parliament, be vested,  
or
    - (2) In any other manner authorized by the rules of the Club.
  - (e) Borrow money upon such terms and conditions as the Club thinks fit.
  - (f) Give such security for the discharge of liabilities incurred by the Club, as the Club thinks fit
  - (g) Appoint agents to transact any business of the Club on its behalf.
  - (h) Enter into any other contract it considers necessary, or desirable.
4. **MEMBERSHIP**

Membership of the Club shall consist of the following classifications of Membership:-

  - (1) Full Members
  - (2) Honorary Members
  - (3) Life Members
  - (1) FULL MEMBERS
    - (a) Applicants for Full Membership of the Club shall lodge an Application for Membership on the prescribed "Application for Membership" form with the Secretary
    - (b) Upon payment of the prescribed fee the applicant shall be deemed to be a Full Member of the Club.
    - (c) Full Members of the Club are entitled to full voting rights at any General or Annual General Meeting of the Club.
    - (d) Full Members of the Club will be entitled to receive a Club Newsletter at their Postal Address as frequently as the newsletter may from time to time be published.
  - (2) HONORARY MEMBERS
    - (a) Honorary Membership may be bestowed on any individual or organization or representative of an organization who render outstanding promotional: financial or sponsorship support to the Club.
    - (b) Honorary Members shall have all the privileges of a Full Member, save that of voting Rights at any General or Annual General Meeting of the Club.
  - (3) LIFE MEMBERS
    - (a) The Club, on the recommendation of Committee, may appoint an ordinary Member to be a Life Member of the Club providing that Member has been a financial Member and rendered outstanding service to the Club for a period of not less than (10) ten consecutive years.

- (b) Life Members will have all the rights and privileges of a Full Member but will no longer be required to pay any Annual Subscription to the Club.
- (c) No more than (2) two Life Members may be appointed in any one Membership year.

**5. SUBSCRIPTIONS**

- (a) The Club shall charge a Membership Subscription as shall be determined at the Annual General Meeting.
- (b) The Annual Subscription shall be based on the Membership year from 1<sup>st</sup> April to the 31<sup>st</sup> March.
- (c) Subscriptions payable by any new Member applicant after the 31<sup>st</sup> May shall be determined as one twelfth of the annual fee multiplied by the number of months remaining in the Membership year, and shall be calculated to the nearest full dollar
- (d) Upon receipt of the amount of dues payable and acceptance in to the Club, financial Membership is deemed be effective and shall so remain for the remainder of the Membership year.
- (e) Any Member not paying the subscription fees prior to the 31<sup>st</sup> May shall cease to be a Member

**6. RESIGNATION**

A Member may resign from Membership of the Club by giving written notice thereof to the Secretary of the Club. Any Member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt to the Club.

**7. EXPULSION OF A MEMBER**

- (a) Subject to giving a Member an opportunity to be heard or to make written submission, the Committee may resolve to expel, suspend or caution any Member upon a charge of misconduct detrimental to the interests of the Club by a vote of two thirds of the Committee Members present.
- (b) Particulars of the charge shall be communicated to the Member at least (14) fourteen days before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall subject to sub rule (d) cease to be a Member (14) fourteen days after the Committee has communicated its determination to that Member.
- (d) It shall be open to a Member to appeal to the Club in General Meeting to the Secretary of the Club within (14) fourteen days after the determination of the Committee has been communicated to the Member.
- (e) In the event of an appeal under sub rule (d) the appellants membership of the Club shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Club in General Meeting after the appellant has been heard and in such event Membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

**8. COMMITTEE**

- (a) The affairs of the Club shall be managed and controlled exclusively by these rules and may exercise all Powers and do all by act or by these rules required to be done by the Club in General Meeting.
- (b) The Committee shall have the power to appoint such Officers and Employees as required to carry out the objects of the Club and may discuss or delegate any of its powers to such Officers and Employees.
- (c) The Committee shall be comprised of:-
  - (1) President
  - (2) Vice President
  - (3) Secretary
  - (4) Treasurer
  - (5) Public Relations Officer
  - (6) Newsletter Editor/Webmaster
  - (7) And not less than (5) Five Committee Members all of whom shall be financial Members of the Club

## 9. **DUTIES AND FUNCTIONS OF OFFICERS**

- (a) The PRESIDENT shall,
  - (1) Preside at all Meetings of the Management Committee, shall be an ex-officio Member of all Sub-Committees, but it shall not be necessary for the President to Preside at Meetings thereof.
  - (2) Maintain order and discipline and see that the duties of all Officers are properly performed.
  - (3) The President shall have a deliberative as well as casting vote at any Meeting.
  - (4) Subject to Committee approval shall be responsible for negotiating and engaging all Club Entertainment (Bands And Artists). Report all Entertainment activities to the Committee and be responsible for programming monthly Club events and/or delegating duties thereof.
- (b) The VICE PRESIDENT shall,
  - (1) In the absence of the President, the Vice President will perform all duties and functions ascribed to the President, which are necessarily performed in his absence.
- (c) The SECRETARY shall,
  - (1) Be responsible for correctly recording Minutes, resolutions and proceedings of all Committee, Meetings, including a register of those attending each meeting.
  - (2) Summon and give notice of Meetings, attend to incoming and outgoing correspondence and keep such papers and documents in such a manner and for such purpose as the Committee shall direct.
  - (3) Maintain a register of all Members names and addresses, together with details of entrance fees and subscriptions paid or payable.
  - (4) Act as Public Officer within the meaning of the Association Incorporation Act 1985 as amended and shall comply with all laws and regulations applicable to said act.
- (d) The TREASURER shall,
  - (1) Receive all monies of the Club and ensure that such monies are promptly paid into the appropriate bank account of the Club.
  - (2) Maintain proper books of the accounts and journal to current accounting principles and standards ensuring that such records are available to the external Auditor at any time.
  - (3) Be responsible for the authorization and approval for payment of suppliers accounts, endorsing all invoices and drawing the necessary cheques for payment of same.
  - (4) Submit a written report on income and expenditure and the financial position of the Club, to each monthly Meeting, and at each Annual General Meeting, audited accounts of income, expenditure and financial status of the Club to the Members present.
- (e) The PUBLIC RELATIONS OFFICER  
Subject to Committee approval shall,
  - (1) Develop and maintain contact with relevant media, promoting the Club and its activities.
  - (2) Provide relevant information from the Clubs Committee to its Members and the General Public.
  - (3) Seek ways of raising public awareness of the Club, its activities and goals, thereby enhancing the Clubs potential.
  - (4) Solicit sponsorship/donations by way of monetary and/or goods from outside sources to be used for improving Club funds.
- (f) The NEWSLETTER EDITOR/WEBMASTER  
Subject to Committee approval shall,
  - (1) Be responsible for the publication of the Club Newsletter and maintaining the Clubs Website.
  - (2) Liaise with artists and performers for profiles, liaise with other Country Music Clubs and provide information as necessary to Club Members through the medium of the Club Newsletter and/or Website.
- (g) COMMITTEE MEMBERS  
Committee Members shall perform such duties and tasks as may from time to time be required and directed by the Office Bearers of the Club to ensure the smooth and efficient operation of the Club.

#### **10. ELECTION OF OFFICE BEARERS AND COMMITTEE**

- (a) At each Annual General Meeting, all Office Bearers and Committee positions shall be declared vacant and an election shall take place for Office Bearers and Committee Members of the Club
- (b) The Committee shall provide all Members with the Approved Nomination form, not less than thirty (30) days prior to the Annual General Meeting.
- (c) Such Nomination form shall be lodged with or posted to the Secretary not less than fourteen (14) days prior to the Annual General Meeting.
- (d) The Committee shall notify Members of the names of all nominees for Office Bearer and Committee positions at the Annual General Meeting
- (e) Elections shall take place for all vacant positions at the Annual General Meeting and the Office Bearers shall be elected first, and in the sequence as specified in Rule 8 (c) hereof.
- (f) The President of the Club, for the immediately preceding period, shall conduct the election of subsequent Office Bearers and Committee Members of the Club.

#### **11. DISQUALIFICATION OF COMMITTEE MEMBERS**

The Office of Committee Members shall become vacant if a Committee Member is :-

- (a) Disqualified by the Act.
- (b) Expelled under these Rules.
- (c) Permanently incapacitated by ill health.
- (d) Absent without apology from more than three (3) consecutive Committee Meetings, or more than three Committee Meetings in a financial year.

#### **12. PROCEEDINGS OF COMMITTEE**

- (a) The Committee shall meet together for the dispatch of business at least monthly.
- (b) Question arising at any Meeting shall be decided by a majority of votes, and in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- (c) A quorum of a Meeting of the Committee shall be one (1) more than half the elected Committee. Should a quorum not be present within fifteen (15) minutes of starting time, the Meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present, such Members as are there then present shall be a quorum and may Transact the business for which the Meeting was called.
- (d) A Member of the Committee having a pecuniary interest in a contract with the Club must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

#### **13. POWER OF COMMITTEE**

- (a) To determine who shall be entitled to sign bills, notes, acceptances, receipts, endorsements, cheques, releases, contracts and documents on behalf of the Club, provided that in the case of cheques, there shall be two (2) signatories to such cheques and such signatories shall be Members of the Committee of the Club.
- (b) To appoint and at its discretion remove or suspend any Manager, Agent, Secretary, Officer or Clerk for temporary, permanent or special services and to determine their duties and fix and pay their salaries or emoluments and to acquire security in such instances and to such amount as it deems appropriate.
- (c) To set aside out of the profits of the Club, such sums as it deems proper as a reserve fund to meet any contingency or for the repairing, improving and maintaining any property of the Club, and to invest the several sums so set aside as it may deem fit, and from time to time deal with and vary such investments and dispose of all or any part thereof at its discretion for the benefit of the Club, and to divide the reserve funds into such funds as it may deem appropriate.
- (d) To establish and co-opt, at its discretion, sub-committees for the above purposes and to delegate to such sub-committees such of the powers of the full Management as it deems appropriate and any powers so delegated shall be exercisable by such sub-committee in accordance with the terms of such delegation by the Committee of the Club.

#### 14. EXECUTIVE COMMITTEE AND POWERS

- (a) The Executive of the Club shall consist of the Office Bearers of the Club, which Office Bearers shall be as described under Rule 8 (c) thereof
- (b) Any three (3) members of the Executive shall have the express power to deal with any matter whatsoever pertaining to the business of the Club, that may require urgent attention, and shall submit a report on such matters at the next General or Committee Meeting of the Club.

#### 15. MEETINGS

- (a) The Committee may call a Special General Meeting of the Club at any time and shall call a Annual General Meeting in accordance with the Act.
- (b) Upon receipt of a requisition in writing of not less than ten (10) Members of the total number of Members of the Club, the Committee shall within one (1) month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (c) Every requisition for a "Special General Meeting" shall be signed by the Members making the same, and State the purpose of the Meeting.
- (d) If a Special General Meeting is not convened within one (1) as required by sub-rule (b), the requisitionists may convene a Special General Meeting. Such a Meeting shall be convened in the same manner as a Meeting convened by the Committee, and for the purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of Meeting. The reasonable expenses of convening and conducting such a Meeting shall be borne by the Club.
- (e) Subject to sub-rule (g) at least fourteen (14) days notice of any General Meeting shall be given to Members. The notice shall set out where and when the Meeting will be held, and particulars of the nature and order of business to be transacted at the Meeting. In the case of an Annual General Meeting, the order of the business at the Meeting shall be the consideration of the accounts and report of the Committee and the Auditors, the appointment of Auditors and Committee Members (if required) and any other business requiring consideration of the Club in General Meeting.
- (f) Notice of Meeting at which a "Special Resolution" is to be proposed, shall be given at least twenty one (21) days prior to the date of the Meeting.
- (g) A notice may be given by the Club to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members.
- (h) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Members by ordinary prepaid mail.

#### 16. PROCEEDINGS AT MEETINGS

- (a) Ten (10) Members present, shall constitute a quorum at any General Meeting.
- (b) If within thirty (30) minutes after the time appointed for the Meeting a quorum of Members is not present, a Meeting convened upon requisition of Members shall lapse. In any other case, the Meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned Meeting a quorum is not present within thirty (30) of time appointed for the Meeting, the Members present shall form a quorum.

#### 17. MINUTES

- (a) Proper minutes of all proceedings of Meetings of the Club and of Meeting of the Committee, shall be entered within one (1) month after the relevant Meeting in Minute Book kept for the purpose.
- (b) The minutes kept pursuant to this rule shall be signed by the Chairperson of the Meeting at which proceedings took place, or by the Chairperson of the next succeeding Meeting.
- (c) Where minutes are entered and signed, they shall until the contrary is proved, be evidence that the Meeting was convened and duly held, that all proceedings held at the Meeting shall be deemed to have been duly held, and that all appointments made at a Meeting shall be deemed to be valid.

18. **VOTING**

- (a) Financial Members of the Club shall be entitled to vote at all General Meetings
- (b) Voting by proxy shall not be allowed.

19. **ACCOUNTS**

- (a) The Committee shall cause true accounts to be kept of the stock and equipment of the Club, of the sums of money received and expended and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Club.
- (b) The Committee shall cause to be prepared to be tabled before the Club, in Annual General Meeting, a profit and loss statement otherwise prescribed in these rules and such statement shall show the financial position of the Club as at the end of the financial year of the Club.

20. **AUDIT**

- (a) The books of account of the Club shall be audited and presented at Annual General Meetings.

21. **CLUB SEAL**

- (a) The Club shall have a Common Seal upon which its name shall appear in legible characters
- (b) The seal shall not be used without the ex.-press authorization of the Committee, and every use of the seal shall be recorded in the minutes book of the Club. The affixing of the seal shall be witnessed by two (2) Office Bearers in the sequence specified in rule 8 (c).
- (c) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

22. **RULES**

- (a) No rule of the Club shall be replaced or altered and no new rule shall be made save by a two-thirds majority of the Members present and voting at a General Meeting.
- (b) Twenty one (21) days notice of intent to propose any new rule or alteration of any existing rule of the Club, shall be given to the Secretary, who shall send notice of same to every Member of the Club, at least fourteen (14) days prior to the General Meeting.
- (c) Notice of intent to propose any new rule or alteration of any existing rule of the Club shall be given to the Secretary, who shall pass the relevant information to the Newsletter Editor for publication in the Clubs Newsletter.

23. **INDEMNITY**

- (a) The Club will indemnify any Office Bearer or Committee Person against all liability incurred by that Person in defending any civil proceedings or meeting any judgment against him/her that arose in the course of that Persons delegated functions and duties as a Committee Person.

24. **DISSOLUTION OF THE CLUB**

- (a) If upon the dissolution of the Club there remains any profit, after satisfaction of all its debts, liabilities and property whatsoever, the same shall not be paid or distributed among the Members of the Club, but shall be given or transferred to some other organization having objects similar to the Members of the Club at or before the time of dissolution, and if effect cannot be given to the aforesaid, then to some charitable organization.

25. **MATTERS NOT COVERED BY THE CO STITUTION**

- (a) In all matters of the day to day management not provided for in this constitution, the Committee of the day shall as far as is practicable make any determination as deemed necessary keeping in mind the best interests of the Club

Public Officer/ Secretary Signature.....Date..8 / 2 /2017

President Signature.....Date ...8 / 2 /2017

(original signed)

This copy of the constitution is a result of optical character recognition of a paper copy and includes some minor corrections.

