



## **GOVERNANCE MANUAL**

**Queensland Music Network Incorporated**

**Finalised November 2016**

**This document includes:**

- **Rules of Association**
- **Structure of Board**
- **Roles and Responsibilities of Board Members**
- **Board competency matrix**
- **Risk management framework**
- **Induction procedure for new Board Members**
- **Position descriptions for key roles**

## **RULES OF ASSOCIATION**

### **QUEENSLAND MUSIC NETWORK INCORPORATED**

The name of the incorporated association (in these rules called “the Association”) is:

#### **QUEENSLAND MUSIC NETWORK INCORPORATED**

#### **OBJECTS**

##### **Rule 2**

Queensland Music Network Incorporated is established to act as the development association for Queensland’s music industry. This is enabled by the aim to:

- (a) Provide membership services which are consistent with the advancement of the Queensland music industry;
- (b) Promote the Queensland music industry intrastate, interstate and overseas;
- (c) Encourage associations and individuals to actively participate in the development of the Queensland music industry;
- (d) Assist in the creation, provision and maintenance of educational opportunities for young Queenslanders in specific regard to furthering the development of the Queensland music industry;
- (e) Always remain financially viable;
- (f) Structure a financial management system that allows for the receipt and management of funds from all sources to optimise the advancement of the Association’s objectives;
- (g) Obtain and maintain premises that provide easy access to all industry participants;
- (h) Increase the membership base;
- (i) Undertake fundraising activities to further the aims and objectives of the Association;
- (j) Encourage, facilitate and promote the employment and use of Queensland artists, services, facilities, manufacturers and expertise by both industry and non-industry participants;
- (k) Endorse and adhere to all relevant industrial regulations to which the industry is subject;
- (l) Encourage the unity of all industry sectors;
- (m) Organise an internal structure along “industry sector grouping” lines;
- (n) Mediate between conflicting industry participants to establish a common policy;
- (o) Focus and coordinate the Association’s policy platform on all relevant issues;
- (p) Become the focus for government and industry liaison;
- (q) Act as an industry lobby to government;
- (r) Assemble and hold current a comprehensive database of all aspects of the Queensland music industry sectors;
- (s) Formulate policy and initiatives to increase the participation of under-represented groups and individuals within the music industry;
- (t) Liaise with interstate organisations with common interests;
- (u) Disseminate local, national and international music industry information and data

throughout its membership;

(v) Provide advice to educational and training institutions wishing to advance music industry related courses and initiatives;

(w) Coordinate, promote and encourage music events and programs throughout the state;

(x) Send delegates to seminars, conferences, and activities relevant to the objectives of the Association;

(y) To take any other actions commensurate with the fulfilment of these objectives.

## **POWERS**

### **Rule 3**

The powers of the Association are:

(a) to take over the funds and other assets and the liabilities of the present incorporated Association known as "Q Music";

(b) to subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, but the Association shall not subscribe to, or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28 (10);

(c) in furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;

(d) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association, but in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

(e) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;

(f) to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(g) to appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of the Association;

(h) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures, or other securities of the incorporated Association, in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;

(i) to construct, improve, maintain, develop, work, manage, carry out, alter or control any

houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, Management, carrying out, alteration or control thereof;

(j) to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

(k) to take or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

(l) in furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate;

(m) to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

(n) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;

(o) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

(p) in furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

(q) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

(r) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the exception in paragraph (d);

(s) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;

(t) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

(u) in furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects similar to those of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon this Association and is also a fund, authority or institution which is exempt from income tax;

(v) in furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of

the incorporated Associations with which the Association is authorised to amalgamate;  
(w) in furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate;  
(x) to make donations for patriotic, charitable or community purposes;  
(y) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;  
(z) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **CLASSES OF MEMBERS**

### **Rule 4**

(1) The membership of the Association shall consist of any of the following class of members:

- . (a) Individual
- . (b) Concessional Individual
- . (c) Band / Small Business (less than 6 individuals)
- . (d) Corporate Membership
- . (e) Honorary

(2) The number of members shall be unlimited.

### **Rule 5**

(1) Every person who at the date of incorporation of the Association was a member of the unincorporated Association and who prior to the day of the incorporation, agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated Association.

(1A) Every member of the Association who previously to agreeing to become a member of the Association has paid the member's subscription due on or before the day of incorporation, as a member of the unincorporated Association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the day of incorporation.

(2) Every applicant for any class of membership of the Association {other than the member of the unincorporated Association referred to in sub-rule (1)} shall be proposed by one member of the Association and seconded by another member.

(3) The application for membership shall be made in such form as the Management Committee from time to time prescribes.

## **MEMBERSHIP FEES**

### **Rule 6**

- (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

## **ADMISSION AND REJECTION OF MEMBERS**

### **Rule 7**

- (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **TERMINATION OF MEMBERSHIP**

### **Rule 8**

- (1) A member may resign from the Association at any time by giving notice in writing to the secretary.
- (1A) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a member:
  - . (a) is convicted of an indictable offence; or
  - . (b) fails to comply with any of the provisions of these rules; or
  - . (c) has member's fees in arrears for a period of two months or more; or
  - . (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association;the Management Committee shall consider whether the member's membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

## **APPEAL AGAINST REJECTION OF TERMINATION OF MEMBERSHIP**

### **Rule 9**

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (2A) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting it's or their case.
- (2B) The appeal shall be determined by the vote of members present at such meeting.
- (3) Where a person, whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

## **REGISTER OF MEMBERS**

### **Rule 10**

- (1) The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the date of their admission.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting any require from time to time.
- (3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

## **MEMBERSHIP OF MANAGEMENT COMMITTEE**

### **Rule 11**

- (1) The Management Committee of the Association shall consist of a president, vice president, secretary, treasurer, all of whom shall be members of the Association, and up to nine (9) other members as the members of the Association at any general meeting may from time to time elect or appoint.
- (2) At the annual general meeting of the Association, at least one half of all of the members of the Management Committee for the time being shall retire from office. Each member of the Management Committee shall retire from office no later than at the second annual general

meeting of the Association following that member's last election or appointment. Each member who retires at an annual general meeting shall be eligible upon nomination for re-election at that meeting.

(3) The election of officers and other members of the Management Committee shall take place in the following manner:-

(a) any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;

(b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 7 days before the annual general meeting at which the election is to take place;

(c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall 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;

(d) individual ballot papers shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

(4) The Management Committee may appoint up to two Committee members during any calendar year by resolution of the Management Committee passed by a special majority comprising not less than three quarters of all the members of the Management Committee. Any member of the Management Committee appointed by the Committee must at the next annual general meeting of the Association retire from office, but shall be eligible upon nomination for re-election.

## **RESIGNATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS**

### **Rule 12**

(1) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case.

(2) The question of removal shall be determined by the vote of the members present at such a general meeting.

(3) The Management Committee may remove from office up to two members of the Management Committee during any calendar year by resolution of the Management Committee passed by a special majority comprising not less than three quarters of all the members of the Management Committee.



## **VACANCIES ON MANAGEMENT COMMITTEE**

### **Rule 13**

(1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.

(2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

## **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

### **Rule 14**

Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:

(a) shall have the general control and Management of the administration of the affairs, property and funds of the Association; and

(b) shall have authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.

The Management Committee may exercise all the powers of the Association:

(a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and

(b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

(c) to invest in such manner as the members of the Association may from time to time determine.

## **MEETINGS OF MANAGEMENT COMMITTEE**

### **Rule 15**

- (1) The Management Committee shall meet at least two times every calendar quarter (i.e. at least eight times every calendar year from January to December) to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee a number equal to four members (which must include any of the president, vice-president, secretary or treasurer) elected and appointed to the Management Committee as at the close of the last general meeting of members, shall constitute a quorum.
- (4) Subject as previously provide in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit.
- (4A) However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative unless the president has voted in which case the president has the casting vote to determine the question in addition to any vote the president has in his or her capacity as a member of the Committee.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout and if the member does so vote the member's vote shall not be counted.
- (6) Not less than fourteen days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee.
- (6A) Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The president shall preside as chairperson at every meeting of the Management Committee, or if there is no president, or if at any meeting the president is not present within ten minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
- (9) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (10) A meeting of the Committee may be held using any technology consented to by a majority of members.

(11) Members of the Management Committee must attend at least 50% of the scheduled meetings in a calendar year, and must not miss more than three (3) consecutive meetings without an approved leave of absence.

#### **Rule 16**

(1) The Management Committee may delegate any of its powers to a sub-Committee consisting of such members of the Association as the Management Committee thinks fit.

(1A) Any sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.

(2) A sub-Committee may elect a chairperson of its meetings.

(2A) If no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

. (3) A sub-Committee may meet and adjourn as it thinks proper.

. (4) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

#### **Rule 17**

All acts done by any meeting of the Management Committee or of a sub-Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

#### **Rule 18**

(1) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.

(2) Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

### **ANNUAL GENERAL OR GENERAL MEETING**

#### **Rule 19**

The first general meeting shall be held at such time, not being less than one month nor more than six months after the incorporation of the Association, and at such place as the

Management Committee may determine.

## **Rule 20**

- (1) The annual general meeting shall be held within six months of the close of the financial year.
- (2) The business to be transacted at every annual general meeting shall be:
  - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year; and
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year; and
  - (c) the election of members of the Management Committee; and
  - (d) the appointment of an auditor.

## **Rule 21**

- (1) The secretary shall convene a special general meeting:
  - (a) when directed to do so by the Management Committee; or
  - (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one; or
  - (c) on being given notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in sub-rule (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

## **Rule 22**

- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2A) For the purpose of this rule: "**member**" includes a person attending as a proxy or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse.
- (3A) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half

an hour from the time appointed for the meeting, the members present shall be a quorum.

(4) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(5) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(6) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Rule 23**

(1) The secretary shall convene all general meetings of the Association by giving not less than 21 days notice of any such meeting to the members of the Association.

(2) The manner, by which such notice shall be given shall be determined by the Management Committee.

(3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Management Committee, shall be given in writing.

(4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

### **Rule 24**

(1) Unless otherwise provided by these rules, at every general meeting-

(a) the president shall preside as chairperson, or if there is no president, or if the president is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting; and

(b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and

(c) every question, matter or resolution shall be decided by a majority of votes of the members present; and

(d) every member present shall be entitled to one vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and

(e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting; and

(f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot box; and

- (g) the chair person shall appoint two members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
- (h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote; and
- (i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
- (j) a proxy may but need not be a member of the Association; and
- (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- (l) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

ASSOCIATION: I, \_\_\_\_\_ of  
 \_\_\_\_\_ being a member of the above named  
 association, hereby appoint \_\_\_\_\_  
 \_\_\_\_\_ of  
 \_\_\_\_\_, or failing the member  
 \_\_\_\_\_ 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 \_\_\_\_\_, 200 and at any adjournment thereof.  
 Signed this \_\_\_\_\_ day of \_\_\_\_\_ 200 . This  
 form is to be used \*in favour of the resolution  
 \_\_\_\_\_ Signature

\*against \* strike out whichever is not desired (unless otherwise instructed, the proxy may vote as the proxy thinks fit.)  
 and

- (m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

(2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of

every Management Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Management Committee meeting verifying their accuracy;

(3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting;

(4) However, the minutes of any annual meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

## **BY-LAWS**

### **Rule 25**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal Management of the Association and any by-law may be set aside by a general meeting of members.

## **ALTERATION OF RULES**

### **Rule 26**

(1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

(2) However, no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive of the Department administering the Act.

## **COMMON SEAL**

### **Rule 27**

(1) The Management Committee shall provide for a common seal and for its safe custody.

(2) The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the security or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## **FUNDS AND ACCOUNTS**

### **Rule 28**

(1) The funds of the Association must be kept in the name of the Association in a financial institution decided by the Management Committee.

(2) Proper books and accounts shall be kept and maintained either in written or printed form in

the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

(3) All moneys shall be deposited as soon as practicable after receipt thereof.

(4) All amounts of \$100 or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.

(5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

(6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.

(7) All expenditure shall be approved or ratified at a Management Committee meeting.

(8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the 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.

(9) All such statements shall be examined by the auditor who shall present a report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

(10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be constructed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## **DOCUMENTS**

### **Rule 29**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **FINANCIAL YEAR**

### **Rule 30**

The financial year of the Association shall close on 31<sup>st</sup> December in each year.



## **DISTRIBUTION OF SURPLUS ASSETS**

### **Rule 31**

The Association will establish and maintain a public fund.

- (1) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (2) The fund will be administered by a Management Committee or a sub-Committee of the Management Committee, 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 Q Music.
- (3) 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.
- (4) The Department responsible for the administration of the Register of Cultural Organisations 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.
- (5) 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 purchase to the requirements of the *Income Tax Assessment Act 1997*.
- (6) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, 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 shall 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* and listed on the Register of Cultural Organisations maintained under the Act.

## **STRUCTURE OF THE BOARD OF QUEENSLAND MUSIC NETWORK INCORPORATED**

### **The Board shall:**

- Be made up of no more than 13 members
- Include the formal positions of President, Vice-President, Treasurer and Secretary
- Aim to meet monthly (one meeting in total should be held across December and January)
- Attend events important to QMusic including BIGSOUND and the Queensland Music Awards

### **The Board shall feature a range of different skills:**

- The Board shall aim to have an even split of members from industry and commercial backgrounds
- The position of Treasurer should be filled by someone with formal financial qualifications
- The following commercial skill sets should be sought for the Board:
  - Legal
  - Financial
  - Management
  - Government relations
  - Communications
- The following industry skill sets should be sought for the Board:
  - Business management
  - Artist management
  - Venue management

### **Diversity**

- The Board should aim to have as close to an even mix of male and female members as possible pending the need to fill the desired commercial and industry skill sets.
- The Board should aim to have at least one person based outside of southeast Queensland. At least two other Board members should have a strong working knowledge of Queensland's regional areas, having previously been based there in their professional careers.

*(A full diversity policy will be developed by QMusic in early 2017)*

## **ROLES AND RESPONSIBILITIES OF BOARD MEMBERS**

### **QUEENSLAND MUSIC NETWORK INCORPORATED – IA 13637**

QMusic is a non-profit organisation incorporated governed by *The Associations Incorporations Act 1981*. QMusic is Queensland's music industry development association.

#### **Governance**

Governance of QMusic centres on good stewardship. The Management Committee has legal roles and duties. Good stewardship means observing and acting on these duties and responsibilities.

The exercise of powers by the Committee of the Queensland Music Network Inc is subject to:

- Restrictions under the Incorporations Act
- Strategic and operational plans
- The articles of the Association

The Board and staff are implicated in breaches of these restrictions. To fulfil this duty Board Members must:

- Disclose everything of relevance to the Committee
- Reach decisions based on the interests of the organisation, not for personal gain, or any other group
- Be open with the organisation and loyal to its decisions – decisions belong to the board

#### **Committee's Role**

- Management of the organisation
- Ensuring strategic and operational plans are met
- Accounting to the membership for performance
- To function in a proper, effective and efficient way

#### **Conduct**

All board members are expected to:

##### **Personal Behavior**

- Act ethically, with honesty and integrity, at all times in the best interests of QMusic
- Treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare

- Not harass, bully or discriminate
- Contribute to a harmonious, safe and productive board environment
- Exercise due care, diligence and skill
- Not make improper use of the position as board member to gain personal advantage or advantage for another person
- Take individual responsibility to contribute actively to all aspects of the board's role
- Make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures
- Make reasonable enquiries to remain properly informed

### **Communication and official information**

- Respect the confidentiality and privacy of all information
- Not disclose official information or documents acquired through membership of the board, other than as required by law or where agreed by decision of the board
- Not make any unauthorised public statements regarding QMusic
- Support, adhere to and not contradict the formal decisions of the board

### **Committee's Delegation**

To fulfil its role, the Committee delegates powers to management and sub-committees. An Executive Officer is appointed on the Committee's recommendation to manage under the Committee.

### **Committee's Activities**

The Committee's activities in governing are to:

- Engage key staff
- Set and monitor policy
- Set and monitor procedures
- Monitor implementation of policy and procedures by staff and functioning of the rest of the body

### **Committee's Duties**

In fulfilling its role and functions, Committee members must have regard to their duties:

#### **Legal Duties**

1. To act with care and diligence

2. To exercise powers in good faith in the best interests of the organisation and for a proper purpose.
3. To avoid conflict of interest

### **General duties**

- Attend committee meetings
- Read committee papers and other materials
- Make notes of questions
- Ask and follow up on questions (make sure there is purpose to questions)

### **Good Faith / Proper Purposes**

Good faith – honesty – in the best interests of the company

### **Avoid Conflict of Interest**

- Disclose any personal or business interests, which may give rise to actual or perceived conflicts of interest
- Not allow personal or financial interests, or the interests of any associated person, to conflict with the interests of the Queensland Poetry Festival
- Where conflicts of interest do arise, ensure they are managed in the public interest
- Decline gifts or favours that may cast doubt on the ability to apply independent judgment as a board member
- Not take advantage of information or position as a director
- Committee members must not vote or be present for discussions on a matter involving material personal interests
  - The exception is where the board is satisfied otherwise

*Remember: the law doesn't not prohibit conflict of interest. The law prohibits people not dealing with those conflicts properly to ensure absolute confidence that Committee members are acting in the interests of the company and not the self or relatives.*

### **Committee's Specific Duties**

- Strategic and Operational Planning
- Reporting and Compliance with relevant Acts
- Borrowing and financial arrangements (NB – Committee members' indemnity is revoked where the organisation borrows money without authority)

## **Management Role**

- In a sense, the role of management is whatever the Committee says it is
- It is not a matter of what individual Committee members say it is
- Committee can generally delegate or exercise some of its powers through the management
- Management's role is generally to manage.

## **Management's Duties**

- Duties are whatever the Committee says it is
- Again it is not a matter of what individual board members says it is
- Employment terms are industrial issues
- Letting management manage is a governance issue

## **Committee and Management: where do they meet?**

The Committee's job is to:

- Select and recommend the members and employ staff in whom they have confidence
- Set clear roles and duties of management
- Set and monitor policy and oversee implementation and functioning
- Let management manage

(For example: after a consideration of financial and other impacts, the Committee sets a policy to pursue an exchange program with another music organisation; management implements it and makes decisions as to who fulfils the Board's criteria and administers the program)

## **Financial integrity measures**

The Board must ensure at all times:

- A Board member – most likely the Treasurer – has formal financial qualifications
- At least several Board members are financially literate, having shown such skills in their corporate careers
- An auditor is appointed at each annual general meeting and given all proper access to documents for the purpose of auditing

## **RISK MANAGEMENT FRAMEWORK**

### **QUEENSLAND MUSIC NETWORK INCORPORATED**

The Risk Management Framework is established to ensure that QMusic is performing to its optimum level while also safeguarding the assets that belong to the Association and its members. Organisations can only grow with a proper risk management framework that takes into consideration the matters most important to QMusic's sustainability while considering matters that can help to meaningfully grow the organisation.

The QMusic Risk Management Framework is established upon the need to ensure that QMusic can continue to operate to its optimum level. For this to happen, QMusic must be:

- Well led
- Strategic
- Focused
- Innovative and agile
- Constantly engaging stakeholders
- Focused on the needs of its members and the wider Queensland music industry
- Accountable for its actions
- Approachable

#### **Approach to managing risks**

For many of its early years, QMusic was focused on survival. Any surplus profits were immediately left in the QMusic bank accounts as a safeguard for a poor financial year. Fortunately, good management has ensured that QMusic's surplus profits can now be strategically used for the future growth of the organisation. This brings with it a changed risk management framework.

#### **Risk Management within QMusic**

- The music industry has been subjected to rapid change in modern times. This change has reshaped QMusic and its stakeholders, creating with the organisation:
  - A culture of learning, innovation, consultation and reflection to gain knowledge to drive the direction of the organisation
  - A culture that promotes regular planning days to ensure QMusic's business plan and strategy are relevant, innovative and engaging stakeholders
  - A culture that is becoming more willing to manage risk that has the capacity to grow the organisation

#### **Types of Risk**

QMusic considers the following risks:

- **Strategic:** Risks that are associated with QMusic's strategic objectives. These risks are not subject to regular change because they are wedded to long-term goals.
- **Operational:** These risks are related to the ongoing matters that come under QMusic's fulltime staff. These risks can be short-term or long-term. While these risks can occur frequently, they are unlikely to have a major impact on the organisation.
- **Project:** These risks relate to medium to long term issues and require change that is not frequent. These may have more impact on QMusic than operational risks and should be raised with the Board when appropriate.

### **Risk Management Process**

- Risks must be classified as strategic, operational or project-related.
- Depending on the classification of these risks, they will be owned and controlled by the Board, individuals or sub-committees as directed by the Board
- Each risk must be managed in the following manner:
  - Establishing the context:
    - Is it strategic, operational or project-related?
  - Identifying the major risk factors
    - What can happen?
    - Is this a short, medium or long-term risk for QMusic?
    - What are the major factors in influencing the outcome – are they in QMusic's control or outside its control?
  - Evaluating the risk
    - Determine the level of risk: low, medium or high level
  - Proactively treating the risk
    - Select the best option
    - Prepare and implement treatment plans
  - Consulting with key stakeholders
  - Communicating the risk
    - Contact with the relevant Board members
    - Contact with staff members who could be affected by the risk
    - Contact with key stakeholders whose partnership with QMusic could be affected
  - Monitoring and reviewing