

AUSTRALIAN CHRISTIAN ARTISTS NETWORK (ACAN)

Articles of Association

August 29, 2005

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1. Name of Association

The name of the incorporated association is **Australian Christian Artists Network (ACAN)**.

2. Mission Statement

- A. **Australian Christian Artists Network (ACAN)** exists to support and promote the work of Australian Christian recording and performance artists (primarily in the area of music).
- B. **ACAN** aims to help foster a healthier Australian Christian music industry through the development of an expansive nationwide database and interactive network of bands, solo artists, songwriters and other associated industry personnel, including concert organisers and promoters, media and other contacts of benefit to Australian Christian artists.

3. Definitions

- A. In these rules, unless the contrary intention appears:
 - 1) "The Association" means **Australian Christian Artists Network (ACAN)**.
 - 2) "National Executive Committee" means the committee of management of the Association (also referred to in this document as 'the Committee' and 'National Executive')
 - 3) "Financial year" means the year ending on 30 June.
 - 4) "General Meeting" means a general meeting of members convened in accordance with Rule 18.
 - 5) "Member" means a member of the Association.
 - 6) "Ordinary Member of the Committee" means a member of the National Executive Committee who is not an officer of the Association under Rule 5 (G-2).
 - 7) "The Act" means the Associations Incorporation Act 1981.
 - 8) "The Regulations" means regulations under the Act.
 - 9) "Articles" and "Rules" both refer to the Articles of Association that govern the Association.

- B. In these Articles, a reference to the Secretary of an Association is a reference:
 - 1) where a person holds office under these Rules as Secretary of the Association - to that person; and
 - 2) in any other case, to the public-officer of the Association.
- C. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

4. Alteration of the rules

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

5. National Executive Committee

- A. The affairs of the Association shall be managed by a National Executive Committee.
- B. The National Executive Committee:
 - 1) shall control and manage the business and affairs of the Association;
 - 2) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - 3) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- C. The Officers of the Association shall be:
 - 1) A National Co-Coordinator;
 - 2) A Vice National Co-Coordinator;
 - 3) A National Treasurer; and
 - 4) A National Secretary.
- D. The provisions of Rule 6 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (C).
- E. Each officer of the Association shall hold office until the annual general meeting next after the date of their election, but is eligible for re-election.

- F. In the event of a casual vacancy in any office referred to in sub-clause (A), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
- G. Subject to section 23 of the Act, the National Executive Committee shall consist of:
 - 1) the officers of the Association; and
 - 2) two to six ordinary members each of whom shall be elected at the annual general meeting of the Association in each year.
- H. Each ordinary member of the National Executive Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- I. In the event of a casual vacancy occurring in the office of an ordinary member of the National Executive Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his appointment.

6. Election of officers and vacancy

- A. Applications of candidates for election as officers of the Association or as ordinary members of the National Executive Committee:
 - 1) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of application); and
 - 2) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- B. A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the annual general meeting.
- C. If insufficient applications are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further applications shall be received at the annual general meeting.
- D. If the number of applications received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- E. If the number of applications exceeds the number of vacancies to be filled, a ballot shall be held.
- F. The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

7. Vacancies

- A. For the purposes of these Articles, the office of an officer of the Association or of an ordinary member of the National Executive Committee becomes vacant if the officer or member:
 - 1) ceases to be a member of the Association;
 - 2) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - 3) resigns his office by notice in writing given to the Secretary.

8. Removal of National Executive Committee Member

- A. The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.
- B. Where the member to whom a proposed resolution referred to in Rule 28 makes representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the Chairperson may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

9. Application for Association Membership

- A. A person who applies and is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and appropriate annual subscription payable under these rules.
- B. A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) must not be admitted to membership:
 - 1) unless they apply as provided in sub-clause (C); and
 - 2) their admission as a member is approved by the National Executive Committee.
- C. An application of a person for membership of the Association:
 - 1) shall be made in writing in the form set out in Appendix 1; and
 - 2) shall be lodged with the Secretary of the Association.
- D. As soon as is practicable after receiving an application, the Secretary shall refer the application to the National Executive Committee.
- E. Upon an application being referred to the National Executive Committee, the Committee shall determine whether to approve or to reject the application.
- F. An application may only be rejected if:
 - 1) there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the association; or
 - 2) the applicant has been convicted of an indictable offence; or

- 3) there are reasonable grounds to believe that the applicant would pose a security risk to the members, property or premises of the association.
 - 4) required by law
- G. Where the Committee resolves to approve an application for membership, the Secretary shall, as soon as practicable after that resolution, notify the applicant in writing of that approval.
 - H. The Secretary shall upon payment of the amounts referred to in Rule 10 within the period referred to in that sub-clause enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.
 - I. If the National Executive Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
 - J. An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
 - K. A right, privilege, or obligation of a person by reason of his membership of the association:
 - 1) is not capable of being transferred or transmitted to another person;
 - 2) terminates upon the cessation of his membership whether by death or resignation or otherwise.

10. Entry Fee and Annual Subscription

- A. Fees shall be set by majority vote of the Executive Committee.
- B. A one time entry fee is applicable, payable on your first membership fee with your membership application.
- C. Membership types and Fees shall be listed on the organization website under the membership information section, available for public viewing.
- D. The annual subscription is payable in advance on or before the first day of July in each year.
- E. Lifetime membership will be offered to any outgoing National Coordinator for recognition of service.
- F. Honorary membership may be granted under exceptional circumstances where deemed appropriate by the National Executive Committee.

11. Register of members

The Secretary shall keep and maintain a register of members containing:

- A. the name and address of each member and
- B. the date of entry of the name of each member

12. Ceasing membership

- A. A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the secretary of his intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member.
- B. Upon the expiration of a notice given under sub-clause (A), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- C. Subject to these rules, the National Executive Committee may by resolution:
 - 1) expel a member from the Association;
 - 2) suspend a member from membership of the Association for a specified period; or
 - 3) fine a member in accordance with The Regulations if the member:
 - a. has refused or neglected to comply with these rules; or
 - b. has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

13. Meetings of the National Executive Committee

- A. The National Executive Committee shall meet at least three times in each year at such place and such times as the National Executive Committee may determine.
- B. Written notice of each National Executive Committee meeting shall be served on each member of the National Executive by delivering it to them at a reasonable time before the meeting or sending it by pre-paid post addressed to them at their usual or last known place of abode at least two business days before the date of the meeting.
- C. Special meetings of the National Executive Committee may be convened by the Chairperson or by any four of the members of the Committee.
- D. Notice shall be given to members of the National Executive Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

14. Quorum for Committee Meetings

- A. Any four members of the National Executive Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- B. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

15. Presiding at Committee Meetings

- A. At meetings of the National Executive Committee-
 - 1) the Chairperson or in his absence the Vice-Chairperson shall preside; or
 - 2) if the Chairperson and the Vice-Chairperson are absent, such one of the remaining members of the National Executive Committee as may be chosen by the members present shall preside.

16. Voting at Committee Meetings

- A. If at a meeting a poll on any question is demanded by not less than three members it shall be taken at that meeting
- B. Questions arising at a meeting of the National Executive Committee or of any sub-committee appointed by the National Executive shall be determined on a show of hands, or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- C. Each member present at a meeting of the National Executive Committee or of any sub-committee appointed by the National Executive (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

17. Minutes of Meetings

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

18. Notice of General Meetings

- A. The Secretary of the Association shall, at least 14 days before the date fixed for holding general meeting of the Association, cause to be sent to each member of the Association at their address appearing in the register of members, a stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting by:
- 1) delivering the notice to the member personally; or
 - 2) sending it by prepaid post addressed to the member at the member's address shown in the register of members;
 - 3) facsimile transmission, if the member has requested that the notice be given them in this manner; or
 - 4) electronic transmission (e.g. email) if the member has requested that the notice be given to them in this manner
- B. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- C. A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

19. Quorum at General Meetings

- A. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- B. Five members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- C. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.

20. Presiding at General Meetings

- A. The National Co-Coordinator, or in their absence, the Vice National Co-Coordinator, shall preside as Chairperson at each general meeting of the Association.
- B. If the National Co-Coordinator and the Vice National Co-Coordinator are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

21. Adjournment of General Meetings

- A. The Chairperson of a general meeting at which a quorum is present may with the consent of the meeting, adjourn the meeting from time to time and place to place
- B. No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- C. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

22. Voting at General Meetings

- A. A question arising at a general meeting of the Association shall be determined on a show of hands.
- B. Upon any question arising at a general meeting of the Association, a member has one vote only.
- C. All votes shall be given personally or by proxy.
- D. In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- E. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- F. Each member shall be entitled to appoint another member as their proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- G. The notice appointing the proxy shall be in the form set out in Appendix 2.

23. Poll of General Meetings

- A. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- B. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

24. Manner of Determining whether Resolution Carried

If a question arising at a general meeting of the Association is determined on a show of hands -

- A. a declaration by the Chairperson that a resolution has been
 - 1) carried; or
 - 2) carried unanimously; or
 - 3) carried by a particular majority or
 - 4) lost; and
- B. an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution

25. Annual General Meeting

- A. The Association shall in each calendar year convene an Annual General Meeting of its members.
- B. The Annual General Meeting shall be held on such day as the National Executive Committee determines.
- C. Annual General Meeting shall be specified as such in the notice convening it.
- D. The ordinary business of the annual general meeting shall be:
 - 1) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - 2) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - 3) to elect officers of the Association and the ordinary members of the National Executive Committee; and
 - 4) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
 - 5) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

26. Special General Meetings

- A. All General Meetings other than the annual general meeting shall be called Special General Meetings.
- B. The National Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- C. The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a Special General Meeting of the Association.
- D. The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

- E. If the National Executive Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- F. A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the National Executive Committee.

27. Special Business

All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

28. Grievance

- A. A resolution of the National Executive Committee under clause 8(A) and 12 (C) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (B) confirms the resolution in accordance with this clause; and
- B. Where the National Executive Committee passes a resolution under clause 8(A) and 12(C), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - 1) setting out the resolution of the Committee and the grounds on which it is based;
 - 2) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - 3) stating the date, place and time of that meeting;
 - 4) informing the member that they may do one or more of the following:
 - a. Attend that meeting;
 - b. Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;

- c. Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- C. At a meeting of the National Executive Committee held in accordance with sub-clause (A), the Committee:
 - 1) shall give to the rejected applicant or impeded prospective applicant or member an opportunity to be heard;
 - 2) shall give due consideration to any written statement submitted by the rejected applicant or impeded prospective applicant or member; and
 - 3) shall by resolution determine whether to confirm or to revoke the resolution.
- D. Where the Secretary receives a notice under sub-clause (B), they shall notify the National Executive Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- E. At a general meeting of the Association convened under sub-clause (D):
 - 1) no business other than the question of the appeal shall be transacted;
 - 2) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 3) the member shall be given an opportunity to be heard; and
 - 4) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- F. If at the general meeting:
 - 1) two-thirds of the members vote in person or by proxy in favor of the confirmation of the resolution, the resolution is confirmed; and
 - 2) in any other case, the resolution is revoked.

29. Disputes and Mediation

- A. The grievance procedure set out in this rule applies to disputes under these Articles between
 - 1) a member and another member; or
 - 2) a member and the Association
- B. The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties
- C. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- D. The mediator must be-
 - 1) a person chosen by agreement between the parties; or
 - 2) in the absence of agreement-
 - a. in the case of a dispute between a member and another member, a person appointed by the National Executive Committee of the Association
 - b. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- E. A member of the Association can be a mediator.
- F. The mediator cannot be a member who is a party to the dispute.
- G. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- H. The mediator, in conducting the mediation, must-
 - 1) give the parties to the mediation process every opportunity to be heard, and
 - 2) allow due consideration by all parties of any written statement submitted by any party; and
 - 3) ensure that the natural justice is accorded to the parties to the dispute throughout the mediation process
- I. The mediator must not determine the dispute.
- J. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

30. Funds

- A. The Treasurer of the Association: -
 - 1) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - 2) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- B. The accounts and books referred to in sub-clause (A) shall be available for inspection by members.
- C. The funds of the Association shall be derived from:
 - 1) Entrance fees
 - 2) Annual subscriptions
 - 3) Commonwealth and State Grants
 - 4) Arts related grants
 - 5) Sponsorships
 - 6) Cross-promotions
 - 7) Competitions - Including Sponsor generated competitions (according to the laws governed by the State of Victoria)
 - 8) ACAN merchandising items
 - 9) National Loyalty Programs
 - 10) Fundraising activities such as but not limited to:
 - a. Festivals
 - b. Lunches
 - c. Dinners
 - 11) Donations
 - 12) Bequests
 - 13) and other such sources as the National Executive Committee determines.
- D. All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the four office bearers of the National Executive Committee.

31. Seal

- A. The Common Seal of the Association shall be kept in the custody of the Secretary.
- B. The Common Seal shall not be affixed to any instrument except by the authority of the National Executive Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

32. Notices

- A. A notice may be served by or on behalf of the Association upon any member either by:
- 1) delivering the notice to the member personally; or
 - 2) sending it by pre-paid post to the member at the member's address shown in the Register of Members;
 - 3) facsimile transmission, if the member has requested that the notice be given to them in this manner; or
 - 4) electronic transmission (e.g. email), if the member has requested that the notice be given to them in this manner
- B. Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

33. Custody of records

All records pertaining to the Association will be kept by the Secretary or at the National Head Office of the Association.

34. Winding up or cancellation

If upon the winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under the Act and these rules, such institution or institutions to be determined by the members of the Association.

Appendix 1: Application for membership

Application for membership of Australian Christian Artists Network (ACAN)

I, _____

(Full name of applicant)

of _____

(Address)

_____ desire to become a member of

(occupation)

Australian Christian Artists Network

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

Signature of Applicant

Date _____

Appendix 2: Form of appointment of proxy

I, _____ of _____

being a member of **Australian Christian Artists Network
(ACAN)** hereby appoint

_____ of _____

being a member of that Incorporated Association, as my proxy to vote
for me on my behalf at the general meeting of the Association
(Annual General Meeting or Special General Meeting, as the case may
be) to be held on

the _____ day of _____, 20
and at any adjournment of that meeting.

My proxy is authorised to vote in favor of/against (delete as appropriate)
the resolution (insert details).

Signed _____

The _____ day of _____, 20