



Australian  
Music  
Therapy  
Association

## CONSTITUTION OF THE AUSTRALIAN MUSIC THERAPY ASSOCIATION

An Association incorporated in Victoria.

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## 1 Name

The name of the incorporated Association is the "Australian Music Therapy Association Incorporated."

## 2 Purposes

The purposes of the Association are to protect and promote the interests of music therapy and music therapists (RMTs). This will include, but not be limited to:

2.1: Advancing the profession of music therapy in order to promote the health and wellbeing of the community by:

2.1.1 Establishing and maintaining professional standards of practice for Registered Music Therapists in Australia

2.1.2 Establishing and maintaining standards of education and training in music therapy

2.1.3 Establishing and maintaining standards of ethical conduct for all members of the Association

2.1.4 Encouraging and promoting research in music therapy

2.1.5 Encouraging and developing a body of literature furthering the practice of music therapy

2.2: Serving as a primary organisational body for music therapists and providing service to its members by:

2.2.1 Providing and promoting a central body of information on all aspects relating to music therapy

2.2.2 Representing the interests of Registered Music Therapists in matters relating to government legislation, employment and salary scales

2.2.3 Encouraging and assisting Registered Music Therapists in their practice as clinicians through continuing professional development and other activities

2.2.4 Promoting music therapy and providing education about music therapy to other professional disciplines and the community

2.2.5 Seeking solutions to problems affecting the practice of music therapy in Australia

## 3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

## 4 Definitions

In these Rules—

**absolute majority**, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

**Chair**, of a general meeting, Board or Committee meeting, means the person chairing the meeting as required under rule 46;

**Board** means the Board Governance which has management of the business of the Association;

**Board meeting** means a meeting of the Board Governance held in accordance with these Rules;

**Board member** means a member of the Board Governance elected or appointed under Division 3 of Part 5;

**disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23(3);

**disciplinary meeting** means a meeting of the Board Governance or at its direction the Ethics Committee, convened for the purposes of rule 22;

**disciplinary subcommittee** means the subcommittee appointed under rule 20;

**financial year** means the 12-month period specified in rule 3;

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**member** means a member of the Association;

**member entitled to vote** means a member who under rule 13(2) is entitled to vote at a general meeting;

**Secretariat**, the employed administrator for the Association;

**Secretary** means the Board member who fulfills the role of Secretary of the Association under Division 1 of Part 6 of the Act;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**the Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;

- (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6 Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) for reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

## **7 Minimum number of members**

The Association must have at least 5 members.

## **8 Who is eligible to be a member**

The following are eligible to be members:

- 1. Qualified music therapists who have undertaken an approved course or equivalent (as decided by the Registration Committee) and who comply with the requirements for continuing professional development, and who are working or not working in music therapy.
- 2. Retired music therapists who had previously qualified under rule 1.8.1.
- 3. Students of approved music therapy course
- 4. Any person or organisation interested in the profession of music therapy.

## **9 Application for membership**

- (1) To apply to become a member of the Association or to change membership status within the Association, a person must submit a written application to the Secretariat using the appropriate authorised form. This includes the requirement to state that the person—
  - (a) wishes to become a member of the Association or to change their membership type within the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.And includes the requirement to provide any relevant documentation.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) may be accompanied by the joining fee.

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Secretariat must forward the applications as follows:
  - (a) If application for Registered Music Therapist: to the Chair, Registration who will review the application, in consultation with the Registration Committee, based on the guidelines in the Manual of Administrative Policies and Procedures. The Chair, Registration then makes a recommendation to the Board, which must decide by resolution whether to accept or reject the application.
  - (b) If application for other membership types: application is reviewed by the Secretariat and a recommendation made to the Board according to compliance with the categories outlined in the Constitution.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## **11 New membership**

- (1) If an application for membership is approved by the Board —
  - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
  - (b) the Secretary must, as soon as practicable, enter or cause to be entered the name and address of the new member, the membership category, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—
  - (a) the Board approves the person's membership; or
  - (b) the person pays the joining fee.

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine—
  - (a) the amount of the annual subscription for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The Association may determine a scale of fees for different membership categories.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual

subscription by the due date are suspended until the subscription is paid.

### **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 73; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the member is a member other than a student member or an associate member; and
  - (b) more than 10 business days have passed since they became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

### **14 Membership categories**

Membership categories and rights are outlined in the Manual of Administrative Policies and Procedures and are reviewed annually by the Board.

### **15 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

### **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretariat must, as soon as practicable, or cause for this to be done as soon as practicable, enter the date the person ceased to be a member in the register of members.

### **17 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

### **18 Register of members**

- (1) The Secretary must keep and maintain, or cause to be kept and maintained, a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;

- (iii) the date of becoming a member;
  - (iv) membership category;
  - (v) any other information determined by the Board; and
- (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members, subject to rule 73 (2).

## **Division 2—Disciplinary action**

### **19 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has failed to comply with the Association’s codes and bylaws, including the Code of Ethics

### **20 Disciplinary subcommittee**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must determine if this is an ethics violation or not.

If it is an ethics violation then it should be referred to the Ethics Committee, which will follow its process as outlined in the Manual of Administrative Policies and Procedures.

If it is not an ethics violation then a disciplinary subcommittee will be convened to hear the matter and determine what action, if any, to take against the member.

- (2) The members of the disciplinary subcommittee—
- (a) may be Board members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **21 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give, or cause to be given, written notice to the member—
- (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
  - (d) advising the member that they may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

- (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary or their nominee not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the subcommittee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on

whether the decision to suspend or expel the person should be upheld or revoked.

## **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Board;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **26 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement—
  - (i) if the dispute is between a member and another member—a person appointed by the Board; or
  - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria with mediation costs to be split between both parties.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case, must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **29 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **30 Annual general meetings**

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Board may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to elect the members of the Board;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

### **32 Special general meeting held at request of members**

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary or their nominee.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary or their nominee (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association at least 21 days' notice of a general meeting.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 34(5).

- (3) This rule does not apply to a disciplinary appeal meeting.
- (4) The accidental omission to give any such notice to any of the members or the casual non receipt (where all efforts were made to distribute the notice, but the member did not receive it) by any member shall not invalidate a resolution at any meeting.

### **34 Proxies**

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) The Board has approved a form for the appointment of a proxy (see Manual of Administrative Policies and Procedures) but the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of the form that the Board has approved for the appointment of a proxy (as recorded in the Manual of Administrative Procedures).
- (6) A form appointing a proxy must be given to the Chairperson of the meeting or their nominee no later than 48 hours before the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 48 hours before the commencement of the meeting.

### **35 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **38 Voting at general meetings**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

#### **40 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of (i) a show of hands, (ii) a vote in writing, or (iii) another method chosen by the Chairperson that is fair and reasonable in the circumstances, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41 Minutes of general meeting**

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms as compliant with rule 34(6); and
  - (c) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—BOARD**

### **Division 1—Powers of Board**

#### **42 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
  - (a) appoint and remove staff;
  - (b) establish committees consisting of members with terms of reference it considers appropriate.

#### **43 Delegation**

- (1) The Board may delegate to a member of the Board, a committee or staff any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

### **Division 2—Composition of Board and duties of Board members**

#### **44 Composition of Board**

The Board consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Minutes Secretary; and
- (d) a Treasurer; and
- (e) a President Elect (if the President is in their last year of their final term).

#### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence, and in accordance with their position description.

- (4) Board members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **46 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

#### **47 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.
- (2) The Minutes Secretary must—
  - (a) maintain or cause to be maintained the register of members in accordance with rule 18; and
  - (b) keep custody or supervise the keeping of custody of all documents and securities of the Association in accordance with rules 70 and 73; and
  - (c) subject to the Act and these Rules, provide members with access or supervise the provision of access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform or supervise the performance of any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give or cause to be given to the Registrar notice of their appointment within 14 days after the appointment.

#### **48 Treasurer**

- (1) The Treasurer must either themselves or under their delegation and supervision:
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

- (b) ensure that all moneys received are paid into the account of the Association by the end of the month after receipt; and
  - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
  - (d) ensure payments are approved by at least two Board members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

### **Division 3—Election of Board members and tenure of office**

#### **49 Who is eligible to be a Board member**

A member is eligible to be elected or appointed as a Board member if the member is a Registered Music Therapist (RMT), Inactive RMT or Retired RMT as defined in the Manual of Administrative Policies and Procedures.

#### **50 Positions to be declared vacant**

- (1) This rule applies to—
- (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all the relevant positions on the Board vacant and hold elections for those positions in accordance with rules 51 to 53.

#### **51 Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position. Nominations must be supplied to the Chairperson or their nominee no later than 48 hours before the day of the meeting.
- (2) An eligible member of the Association may—
- (a) nominate themselves; or
  - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

#### **52 Election of Board members.**

- (1) At the annual general meeting, separate elections must be held for each of the vacant positions as outlined in rule 55.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must

declare the member elected to the position.

- (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
- (4) On their election, the new President may take over as Chairperson of the meeting.

### **53 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a voting form to:
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.
- (6) If the ballot is for a single position, the voter must mark on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must mark on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter can only select from the candidates outlined on the voting form.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been marked counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.
- (12) The ballot paper may be in physical format or electronic.

### **54 Term of office**

- (1) The President has a three-year term and can hold a maximum of two consecutive terms (total of six consecutive years).

*End of first term if the President intends to stand again:* the position is declared vacant and nominations are sought from members. If there is more than one nominee, then there is an election.

*Prior to standing down either at the end of the maximum term or at any other point in their term:*

*If standing down at an annual general meeting:* nominations are called for the role of President at the preceding annual general meeting. The elected member holds the role President Elect for the final year of the current President's term of office and automatically assumes the role of President at the following annual general meeting.

*If standing down mid-term:* if there is a President Elect, then the President Elect becomes the President, and their term as President is deemed to have commenced at the following annual general meeting. If there is no President Elect, the Vice President becomes the Acting President. The role of President is then declared vacant at the following annual general meeting.

- (2) Vice-President, Secretary and Treasurer Board roles have a term of two years each, with a maximum of three consecutive terms (total six consecutive years). As each term of office ends, the position is declared vacant and nominations sought from members.
- (3) A Board member may be re-elected if they have not exceeded their maximum term.
- (4) When a Board member reaches their maximum term in a position they may stand for election to another role.
- (5) When a Board member reaches their maximum term in a position, they may re-stand for the same position at the following AGM, ie. 12 months after standing down from that position, presuming that position is vacant.
- (6) Subject to subrule (3) and rule 55, a Board member holds office until the relevant positions of the Board are declared vacant at the next annual general meeting .
- (7) A general meeting of the Association may—
  - (a) by special resolution remove a Board member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (8) A member who is the subject of a proposed special resolution under subrule (6)(a) may make representations in writing to the President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (9) The President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **55 Vacation of office**

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if they—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 66; or
  - (c) otherwise ceases to be a Board member by operation of the Act.

## **56 Filling casual vacancies**

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that—
  - (a) has become vacant under rule 55; or
  - (b) was not filled by election at the last annual general meeting.
- (2) Any individual who fills the role as a casual vacancy must stand for election at the next AGM and their term of office will be deemed to have commenced at that AGM, unless they filled the position in the first six months after the previous AGM when their term will be deemed to have started at that previous AGM.
- (3) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (4) Rule 55 applies to any committee member appointed by the Board under subrule (1) or (2).
- (5) The Board may continue to act despite any vacancy in its membership.

### **Division 4—Meetings of Board**

## **57 Meetings of Board**

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the President or by any 4 members of the Board.

## **58 Notice of meetings**

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **59 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the

Board.

- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **60 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

#### **61 Use of technology**

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **62 Quorum**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 61) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting the meeting may proceed, but any decisions would need to be ratified at a further meeting at which a quorum is present.

#### **63 Voting**

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

#### **64 Conflict of interest**

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

#### **65 Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 64.

#### **66 Leave of absence**

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

### **PART 6—FINANCIAL MATTERS**

#### **67 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

#### **68 Management of funds**

- (1) The Association must open an account or accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend, or cause to be expended, funds on behalf of the Association (including by electronic funds transfer or cheque) up to a specified limit without requiring approval from the Board for each item on which the funds are expended. The limits are in accordance with policies outlines in the Manual of Administrative Policies and Procedures.
- (4) All drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- (5) All funds of the Association must be deposited into the financial account of the

Association no later than the end of the month after receipt.

## **69 Financial records**

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Board.

## **70 Financial statements**

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **71 Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretariat.

### **72 Notice requirements**

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email.
- (2) Sub rule (1) does not apply to notice given under rule 58.

- (3) Any notice required to be given to the Association or the Board may be given—
  - (a) by handing the notice to a member of the Board; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) by email to the email address of the Association.

### **73 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

### **74 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under the provisions of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **75 Common seal**

- (1) The common seal of the Association must be kept in the custody of the administration office of the Association.
- (2) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested to by the signatures of two members of the Board.

## **76 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.