

SCALA CONSTITUTION

1. Name

The name of the Association is **Songwriters, Composers And Lyricists Association Incorporated** referred to herein as **SCALA**.

2. Objects and Purposes

2.1 Encourage the activity of Songwriting, Composing and Lyric/Libretto writing.

2.2 Provide information and support to Songwriters, Composers and Lyric/Libretto writers by way of workshops, seminars, regular meetings and any other activities which the Board of Management thinks fit for this purpose.

2.3 Encourage the playing and recording of innovative and original music and the use of innovative and original music in commercial applications.

2.4 Provide a service enabling songwriters, composers and lyricists or librettists to collaborate on innovative music projects and, in particular, to enable (non-lyric) composers to collaborate with lyricists.

2.5 Encourage and assist in the employment of Songwriters, Composers and Lyric/Libretto writers in appropriate situations within the community.

3. Powers

3.1 SCALA shall have all the powers conferred by Section 25 of the Associations Incorporation Act 1985.

3.2 Subject to Section 53 of the Associations Incorporation Act 1985 SCALA may invite and accept donations or deposits of money, goods or services from any person or body on such terms and conditions as may be determined from time to time by the Board of Management.

4. Membership

4.1 Members shall be those: Individuals who support the objects and purposes of SCALA and who pay the prescribed annual fee for individual membership; AND Organisations which support the objects and purposes of SCALA and who pay the prescribed annual fee for organisations.

4.2 The Board of Management may declare other classes of membership, change existing classes and determine conditions of membership as it thinks desirable for the effective functioning of SCALA.

5. Subscriptions

5.1 The Board of Management shall determine subscription fees from time to time for each class of membership.

5.2 The subscription fee for each class of membership shall be payable annually by 1 January or at such other time as the Board of Management shall determine.

5.3 The Board of Management shall determine an expiration period after the due date during which annual membership fees shall be paid. Any member whose subscription is unpaid at the end of this expiration period shall cease to be a member of SCALA. The Board of Management may reinstate an individual or an organisation as a member on such terms as it thinks fit.

5.3.1 The previous subclause does not preclude payment of membership fees before the due date.

6. Rights and Responsibilities of Membership

6.1 Individual members may nominate one candidate (including themselves) who is a member of SCALA for election to the Board of Management; may attend, take part in and vote at General Meetings of SCALA; may receive notice of the activities of SCALA and any other matters as determined by the Board of Management AND be entitled to such other benefits which the Board of Management shall determine from time to time.

6.2 Organisations which are members of SCALA may nominate one representative at a time. Such nomination shall be in writing to the Board of Management of SCALA. Nominees of organisations shall be regarded as having the same rights as individual members as set out in Clause 6.1.

6.2.1 In the event that an organisation member withdraws or changes its nomination and such changes are notified in writing to the Board of Management the previous nominee shall become an individual member of SCALA within a period determined by the Board of Management in order to retain the rights of membership.

6.3 Members shall not behave in a manner detrimental to the interests of SCALA.

6.3.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board of Management may resolve to expel a member upon a charge of misconduct detrimental to the interests of SCALA.

6.3.2 Particulars of the charge shall be communicated to the member at least 28 days before the meeting of the Board of Management at which the matter will be determined.

6.3.3 The determination of the Board of Management shall be communicated to the member. In the advent of an adverse determination the member shall, subject to subclause 6.3.4, cease to be a member within 14 days after the determination has been communicated to that member. The member has a right of appeal as set out in subclause 6.3.4. This right shall be communicated to the member at the time of communication of the adverse decision.

6.3.4 A member may appeal against the expulsion to a General Meeting of SCALA. The intention to appeal shall be communicated in writing to the secretary or the public officer of SCALA within 14 days after the determination of the Board of Management has been communicated to the member.

6.3.5 If a member appeals against expulsion under subclause 6.3.4 a general meeting of SCALA may revoke the expulsion OR make such variance to the decision of the Board of Management as it sees fit PROVIDED THAT such a resolution is supported by at least a three quarters (75%) majority of members present and entitled to vote at the General Meeting.

6.3.6 The Board of Management may refuse to accept any further applications for membership from a person expelled under this clause or may impose such conditions on that person's membership as it sees fit.

6.4 Membership ceases if the individual or organisation:

- (a) In the case of an individual, dies or, in the case of an organisation, is wound up;
- (b) Resigns in writing to the Board of Management;
- (c) Fails to pay the membership fee in accordance with clause 5;
- (d) Is expelled according to the provisions of this clause.

7. Board of Management

7.1 SCALA shall be managed and controlled exclusively by a Board of Management which shall exercise all powers and authorities conferred by this constitution and the Associations Incorporation Act 1985 but which is subject to direction given by any General Meeting of SCALA.

7.2 The Board of Management shall have the power to appoint such committees, officers and employees as are required to carry out the objects of SCALA and may discuss or delegate any of its powers to such committees, officers and employees from time to time.

7.3 The Board of Management shall consist of up to twelve persons who are individual members or are the nominees of organisation members and who have been elected at an Annual General Meeting except as otherwise specified in this Section.

7.3.1 At the first meeting following each Annual General Meeting, at the first meeting of a Board of Management elected after a vote of no confidence in the previous Board or at such other times as may be necessary for the Board to carry out its functions, the Board of Management shall elect a Public Officer as required by the Associations Incorporation Act 1985, a President, a Secretary, a Treasurer and other office holders as it sees fit, as required by the Act or as required by a resolution of a General Meeting of SCALA. One Board member may hold more than one of these positions at the same time.

7.3.2 The Board of Management may as it sees fit alter the titles of office holders except as required by the Associations Incorporation Act 1985.

7.4 The Board of Management shall consist of those persons who are present, nominated and elected at a General meeting.

7.4.1 In the event that more than twelve persons are nominated for the Board of Management at this meeting a secret ballot shall be conducted and those twelve persons with the largest number of votes shall be declared elected.

7.4.2 Those SIX persons with the highest number of votes shall hold office for two years at which time they shall retire and, if they so desire, seek re-election. Those other persons elected shall hold office until the next Annual General Meeting at which time they shall retire and, if they so desire, seek re-election.

7.4.3 In the event of a tie of votes election shall be decided by lottery.

7.4.4 In the event that an election is unnecessary or if six members of the Board of Management cannot be identified as having received the largest number of votes due to an equality of votes then those members who retire according to the provisions of subclause 7.4.2 shall be decided by consensus amongst the members of the Board of Management or if consensus cannot be reached then by lottery.

7.4.5 The format of any selection by lottery shall be decided by majority decision of any General Meeting or Board of Management meeting to which that lottery is relevant.

7.5 The Board of Management may declare a casual vacancy if a member of the Board:

- (a) ceases to be a member;
- (b) resigns in writing to the Board of Management;
- (c) becomes permanently incapacitated due to ill health;

(d) is disqualified according to the provisions of the Associations Incorporation Act 1985, or according to the provisions of amendments to this constitution from time to time;

(e) is absent WITHOUT APOLOGY from more than three consecutive Board of Management meetings or from more than three Board of Management meetings within a financial year.

7.5.1 The Board of Management may at its discretion reinstate a member of the Board who has been absent without apology from more than three consecutive Board of Management meetings or from more than three Board of Management meetings within a financial year.

7.6 The Board of Management may appoint a natural person who is a member of SCALA to fill a casual vacancy. Such an appointee shall hold office until the next Annual General Meeting and shall be eligible for re-election.

7.7 The Board of Management shall send notice to members calling for nominations to fill any casual vacancy at the next Annual General Meeting if the vacancy is for a position due for re-election at the subsequent Annual General Meeting.

7.8 The Board of Management shall send notice to members calling for nominations to fill normal and any casual vacancies on the Board at least 21 days before the date of the next Annual General Meeting.

7.9 Nominations shall be from members as specified in clause 4, shall be in writing to the Secretary of the Board of Management, shall be received at least 7 days before the date of the Annual General Meeting and shall be signed by both the proposer and the nominee to signify a willingness to stand for election.

7.10 If the number of nominations exceeds the number of positions available on the Board of Management then a secret ballot shall be held amongst the members present at the Annual General Meeting. Those nominees with the largest number of votes shall be declared elected. In the case of an equality of votes election shall be decided by lottery in conformity with the provisions of subclause 7.4.5.

7.11 If the number of nominations equals or is less than the number of positions available on the Board of Management then those persons nominated shall be declared elected and nominations from members present at the Annual General Meeting shall be called to fill any unfilled positions on the Board. If necessary, a secret ballot shall be held and those nominees with the largest number of votes shall be declared elected to the unfilled positions. In the case of an equality of votes election shall be decided by lottery in conformity with the provisions of subclause 7.4.5

7.12 Members present at an Annual General Meeting shall have one deliberative vote each. If an election is necessary each member present shall be issued with one ballot paper. The member shall place a cross in each square opposite the name of each nominee for whom that member wishes to vote. The member shall vote for no more than the number of vacancies to be filled but may vote for a lesser number if desired.

7.13 At its first meeting the Board of Management shall adopt procedures to define the roles and responsibilities of office bearers and any other officers and employees and to regulate its business. These procedures may be added to or altered from time to time as the Board of Management sees fit.

7.14 Members on the Board of Management shall familiarise themselves with the provisions of this constitution (and subsequent amendments), current procedures as specified in accordance with clause 7.13 and the Associations Incorporation Act 1985. A copy of current procedures shall be made available to each new Board member.

7.15 In the event that a vote of no confidence in the Board of Management is passed by a majority of at least three quarters (75%) of members present at a General Meeting called in accordance with the provisions of this constitution for the purpose of discussing such a vote then all positions on the Board of Management shall be declared vacant at that meeting. Nominations for all vacant positions shall be called for from members present at that meeting and if necessary election of the new Board of Management shall proceed by secret ballot. Any member nominated and present at the meeting is eligible to stand for election.

7.15.1 Election procedures shall conform with those described elsewhere in this clause.

7.15.2 A Board of Management elected as a result of a successful vote of no confidence in the previous Board shall hold office until the next Annual General Meeting. The Board of Management shall send notice to members calling for nominations to fill ALL positions on the Board of Management.

7.15.3 The length of tenure of members of a Board of Management elected at the next Annual General Meeting as provided in Subclause 7.15.2 shall be decided upon in conformity with the provisions of Subclauses 7.4.2, 7.4.3 and 7.4.4.

8. Board of Management Meetings

8.1 Four members of the Board of Management shall constitute a quorum if at least two office bearers are present. Otherwise seven or more members will be a quorum.

8.2 The Board of Management shall meet at least once every two calendar months. The Board may appoint working groups, comprised of board members and SCALA members as set out in clause 7.2, who will meet, convene and work on various projects in the intervening time.

8.3 Each member of the Board of Management shall have one deliberative vote.

8.4 Questions arising at meetings shall if necessary be decided by a majority of votes. In the case of an equality of votes the President shall have a casting vote as well as a deliberative vote.

8.5 A member of the Board of Management who has a pecuniary interest in a contract with SCALA must disclose that interest to the Board of Management as required by the Associations Incorporation Act 1985 and shall not vote with respect to that contract.

9. Financial Year

The financial year of SCALA shall end on 30 June of each year.

10. General Meetings

10.1 The Board of Management may call a General Meeting of SCALA at any time and shall call an Annual General Meeting according to this constitution and the Associations Incorporation Act 1985.

10.2 The first Annual General Meeting shall be held within FIFTEEN months of Incorporation of SCALA and thereafter within FIVE months of the end of its financial year.

10.3 Members may request the Board of Management to call a Special General Meeting provided that:

- (a) The request is in writing;
- (b) The purpose of the Special General Meeting is stated;
- (c) At least 12 members sign the request.

10.4 The Board of Management shall convene a Special General Meeting requested according to the provisions of Subclause 10.3 within 28 days of receipt of the written request.

10.5 The Board of Management shall send to members notice of any General Meeting of SCALA (including Special and Annual) at least 21 days before the date of the General Meeting.

10.6 Procedures for General Meetings shall be determined from time to time by SCALA in General Meetings.

10.7 Each member shall have one deliberative vote.

10.8 Except in the case of elections to the Board of Management, the chairperson at a General Meeting shall have a casting vote as well as a deliberative vote.

11. Accounts

SCALA shall keep such accounting records as are necessary to correctly record and explain the financial transactions and the financial position of the association.

12. Common Seal

12.1 SCALA shall have a common seal upon which its corporate name shall appear in legible characters.

12.2 The Seal shall not be used without authority or resolution of the Board of Management.

12.3 Every use of the Seal shall be recorded in a book kept for that purpose.

12.4 Each use of the Seal shall be witnessed in writing by at least two members of the Board of Management including the Public Officer and such other persons as the Board of Management shall from time to time determine.

12.5 The Seal shall be kept in the custody of a member of the Board of Management as the Board shall determine from time to time.

13. Amendments to the Constitution

13.1 This constitution may be repealed or amended by a resolution at a General Meeting of SCALA provided that the resolution is carried by a majority of at least three quarters (75%) of members present at that meeting.

13.2 Any proposed amendment to the constitution shall be set out in full in the notice to members calling such a General Meeting.

13.3 Alterations shall be notified as required by the Associations Incorporation Act 1985.

14. Dissolution

14.1 SCALA may be wound up in the manner provided for in the Associations Incorporation Act 1985.

14.2 If surplus assets (as defined in the Associations Incorporation Act 1985) remain after the winding up of SCALA they shall be appropriated for the encouragement of songwriting, composing and lyric or libretto writing in a similar organisation as decided by a General Meeting of SCALA members.

Version History

28 September 1987 (Draft)

16 November 1987 (Corrections)

9 December 1987 (Final version)

10 May 2018 (Amended at 2018 AGM)

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