Corporations Law

A Company Limited by Guarantee



**ARTICLES OF ASSOCIATION**

**OF**

**AUSTRALIAN MUSIC RETAILERS ASSOCIATION LIMITED**

Originally created by Gilbert & Tobin

Sydney, NSW

Revised by AMRA in June 2018

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**AUSTRALIAN MUSIC RETAILERS ASSOCIATION LIMITED**

## Interpretation

#### In these Articles the following words and phrases shall have the meanings respectively assigned to them unless there be something in the subject or context inconsistent therewith:-

1. “Articles” means the Articles of Association for the time being of the Association;
2. “Association” means the company incorporated as “AUSTRALIAN MUSIC RETAILERS ASSOCIATION LIMITED”;
3. “company” means a company as defined in the Corporations Law;
4. “Controlling Interest” means an interest in a company of the type described in the Corporations Law;
5. “Corporations Law” means the Corporations Law as amended from time to time;
6. “Board” means the Board of the Association constituted in accordance with Article 23 hereof;
7. “in writing” and “written” include email, website notice, mail and other appropriate forms of communication and other modes of reproducing or representing words in a visible form;
8. “member” means a General Member or Associate Member as defined in Article 5, and “members” shall have a corresponding meaning.
9. “month” means calendar month and “year” means calendar year;
10. “office” means the Registered Office as outlined in Appendix III;
11. “operate” means to control directly or indirectly, the conduct of business of the retail sale of recorded music.
12. “Prescribed” means prescribed by regulations or by-laws made by the Board;
13. “record” includes a CD, vinyl record, tape, paper, or other device in which sound recordings are embodied, excluding any cinematograph film, as that term is defined in the Copyright Act 1968, but including music videos;
14. “Register” means the register of members to be kept pursuant to the Corporations Law;
15. “Seal” means the Common Seal of the Association;
16. “Special Resolution” has the meaning assigned thereto by the Corporations Law.

#### When any provision of the Corporations Law is referred to the reference is to such provision as modified by any law for the time being in force.

#### Expressions defined in the Corporations Law shall have the meaning so defined.

#### Words importing the singular number include the plural and vice versa. Words importing one gender include the other genders. “Person” includes companies, corporations and public bodies wherever incorporated or domiciled.

# PURPOSE

## The purpose of the Association shall be to represent, protect and advance the interests of the Association’s members.Activities include but are not limited to: representations with governments and government bodies; representations with recorded music industry bodies; code labelling including consumer advice, consumer complaints, and reporting as required in the code; and Record Store Day.

# MEMBERSHIP

## The Secretary of the Association shall in accordance with the Corporations Law prepare and maintain a Register of members.

## The number of members of the Association is unlimited.

## There are two classes of membership:

1. General Members
2. Associate Members.

## The following persons shall be eligible for the General Member class of membership of the Association:

1. any Person being either:
2. a company; or
3. a citizen or resident of Australia,

and being a retailer where sound recordings and/or music videos form a significant part of their business.

## The following persons shall be eligible for the Associate Member class of membership of the Association: Any Person who has a connection with the recorded music industry but does not qualify to be a General Member, and is deemed by the Board to be appropriate to be an Associate Member. This includes but is not limited to: recorded music industry associations, music industry associations, recorded music companies, recorded music manufacturing plants and recording studios.

## A member shall be entitled to be an Associate Member if that member is not entitled to be a General Member.

## The Board will aim to represent the diversity of the membership.

## Applications for membership shall be made in such form and in such manner as The Board may from time to time prescribe but any such form shall contain an undertaking to be bound by the provisions of the Articles of Association.

## A member must be a member of one of the classes referred to in Article 5 and a member shall only be entitled to membership of any one of such classes at any one time.

## Unless otherwise prescribed any person wishing to become a member of the Association shall make application in the prescribed form and forward it to the Secretary who shall bring the application before The Board. An applicant may designate in its application the membership category into which it wishes to be placed.

## The Board may require any applicant for membership to give such information as it requires before admitting the applicant to membership of the Association.

## The Board shall have an absolute discretion both as to the acceptance or rejection of an application for membership and as to the category of membership into which an applicant whose application has been accepted is to be placed. In exercising its discretion The Board may take into consideration, in addition to the basic qualifications for membership stipulated in Articles 5 and 6 any other factors deemed relevant. The Board may refuse any application for membership without assigning any reason therefor.

## An applicant for membership of a particular class shall be admitted to the particular class of membership upon receiving notification in writing from The Board or from the Secretary that the application has been accepted and upon paying any entrance fee payable and the first year’s subscription applicable to that member as hereinafter provided. Upon an applicant becoming a member his name and address shall be entered in the Register in the appropriate class of membership.

## Should at any time the conditions of qualification of a member materially change so as to warrant a review of its membership classification such member may apply to The Board for re-classification and irrespective of whether a member has so applied or not, The Board may, at any time review a member’s membership classification and if deemed appropriate re-classify its membership. The Board shall, by notice in writing to the member concerned, inform it of any such re-classification of its membership.

# RIGHTS OF MEMBERSHIP

## Membership of the Association shall be personal only and shall not be capable of assignment.

## Upon being admitted to membership, members shall have the right to attend at General Meetings of the Association.

## (1) Upon being admitted to membership, members shall have the right to vote at General Meetings of the Association as follows:

1. General Members – one vote each, unless one General Member attains a Controlling Interest in another General Member (“other general member”) at which time the other general member shall cease to be entitled to vote;
2. Associate Members shall not be entitled to cast a vote.
3. No member shall be entitled to vote during any period when any fees or levies are due to the Association.

# NEW CLASSES OF MEMBERSHIP

## The Board may at any time and from time to time;

1. create any new class or classes of members;
2. define, limit, restrict or alter the rights, obligations and privileges attaching to membership of any class; and
3. transfer any member (with or without that member’s consent) from membership of one class to membership of another class.

# CESSATION OF MEMBERSHIP

## Any member may resign from the Association by giving notice in writing to the Secretary subject to the payment of any moneys which prior to the date of such resignation were owing by the member to the Association. Where a member has paid any moneys to the Association in respect of any period subsequent to the date of resignation the Association may retain such moneys and shall not be liable to refund same.

## If the subscription of a member remains unpaid for a period of one calendar month after notice of the default has been sent to the member, The Board may by resolution terminate the membership of such member and thereupon its name shall be removed from the Register. Notice of the default shall not be despatched until the subscription remains unpaid for a period of three (3) months.

## (1) Subject to the Articles and the Corporations Law, The Board may at any time and from time to time remove the name of any member from the Register:-

1. if the member ceases to be eligible for membership of the Association;
2. if the member being a company or corporation resigns or goes into liquidation whether voluntarily or compulsory except for the purposes of reconstruction or amalgamation;
3. if the member is held by any court, exercising either civil or criminal jurisdiction, to have contravened any provision of the Copyright Act, 1968 relation to an infringement of Copyright;
4. it the member continues to sell or distribute any record which has been either held by any court of competent jurisdiction or admitted to be an infringing copy as that terms is defined in the Copyright Act 1968;
5. if the member is convicted by any court of competent criminal or civil jurisdiction of theft of records, or dealing with stolen records;
6. if a Controlling Interest is acquired in the member by a Person whose interest or whose primary business is, in the absolute opinion of The Board, contrary to the interests of the Association or its members; or
7. if The Board is of the opinion that such member has wilfully and persistently refused to perform it obligations towards the Association or conducted itself so as to bring discredit on the Association or to disrupt the activities of the Association and to make continued membership undesirable in the interests of the other members. The Board shall not deliberate upon any motion for the expulsion of a member until at least seven (7) days after the member has been notified of the complaint against it. The member shall be entitled to answer the complaint either in writing delivered to the Secretary prior to the date on which The Board is to deliberate on such motion or by appearing before The Board at the appropriate time.
8. Upon the termination of membership of any member the name of such member shall be removed from the Register and it shall thereupon cease to have the rights and privileges of membership.
9. A member whose membership has been cancelled shall not be eligible for membership at any later date unless The Board so resolves.

# ENTRANCE FEES, SUBSCRIPTIONS AND ADDITONAL LEVIES

## The entrance fee payable by an applicant for membership shall be such sum (if any) as The Board may from time to time determine provided that The Board in determining such fee may determine a different rate as between the different classes of membership and different rates as between members of the same class.

## Annual subscriptions from members shall be such sum or sums as The Board may from time to time determine and shall, until otherwise determined by The Board, be as outlined in the appendix to this document.

The Board may fix different subscription fees for different classes of membership and different subscription fees for different groups within each class of membership.

## Annual subscriptions shall be due and payable on the 1st January in each year or on such other date as may be determined from time to time by The Board.

# THE BOARD

## Composition

1. There shall be no more than ten (10) and no less than four (4) representatives to The Board at any one time.
2. General Members will be entitled to appoint up to ten (10) representatives to The Board, such appointment to be made in accordance with the following procedures:
3. Not less than 8 weeks prior to the Annual General Meeting of the Association, the secretary of the Association shall request in writing from each General Member the nomination of a candidate (“Candidate”) for election as a representative to The Board (“Nomination Request”);
4. A General Member will only be entitled to nominate one Candidate which candidate must be either the General Member (if the General Member is a natural person) or a director of the General Member (if the General Member is a corporation);
5. Nominations in writing for a Candidate must be received by the Secretary no later than 5:00pm on the closing date specified in the Nomination Request (“Closing Date”), such Closing Date to be a date more than 14 days after the Nomination Request but no less than 5 weeks prior to the next Annual General Meeting;
6. If only up to (ten) 10 Candidates in total are nominated by the General Members then those Candidates will be declared by the Secretary to be the successful Candidates;
7. If more than (ten) 10 Candidates are nominated, then, within 7 days after the Closing Date, the Secretary will issue a written notice to each General Member (“Voting Notice”) enclosing a voting form specifying the name of each Candidate nominated in accordance with this document(“Voting Form”);
8. Votes must be made on the Voting Form by placing a number, commencing with the number “1” for the General Member’s first preference and continuing in numerical sequence against the name of each Candidate to which the General Member wishes to allocate a vote in accordance with that General Member’s preference (“Preference Votes”)’;
9. A Voting Form must be signed by or on behalf of the General Member. Each General Member shall only be entitled to submit one Voting Form;
10. All Voting Forms must be received by the Secretary no later than 5:00pm on the date specified in the Voting Notice as a date on which Voting Forms must be returned to the Secretary (“Election Date”) such Election Date to be a date not more than 14 days after the date of the Voting Notice but no less than one week prior to the next Annual General Meeting;
11. After the Election Date, but before the date of the next Annual General Meeting, votes for each Candidate will be distributed by the Secretary in accordance with the following procedure:
12. The following is the definition of preference votes:

“First Preference Votes” means votes marked with the number “1”;

“Second Preference Votes” means votes marked with the number “2”;

“Subsequent Preference Votes” means votes marked with the numbers “3” and following.

1. After the distribution of the First Preference Votes, the Candidate who obtained the least number of First Preference Votes (or the Candidates if more than one obtained the least number of First Preference Votes) will be eliminated and the First Preference Votes for that Candidate or Candidates will be distributed in accordance with the Second Preference Votes recorded in the relevant Voting Forms;
2. The procedure specified in paragraph (ii) above will be repeated mutatis mutandis until only five Candidates remain, which Candidates will be declared the successful Candidates. In the event that the Second Preference Vote distributed in accordance with this procedure is directed to a Candidate already eliminated the Preference Vote to be distributed will be the Subsequent Preference Vote with the lowest number directed to a Candidate not already eliminated;
3. If following a distribution of votes in accordance with this document:
4. two or more Candidates receive an equal number of votes; and
5. those Candidates receive the least number of votes; and
6. the elimination of those candidates would result in less than ten (10) Candidates remaining,

then no Candidate will be eliminated and the Subsequent Preference Votes of all the then remaining Candidates, which votes have the next lowest number and are directed to a Candidate not already eliminated, will be distributed. After such distribution, the ten (10) Candidates who received the greatest number of votes (after adding the relevant Subsequent Preference Votes directed to them) will be declared the successful Candidates.

If, after the addition of the said Subsequent Preference Votes, the ten (10) Candidates who receive the greatest number of votes cannot be identified, the procedure specified in this paragraph (iv) above will be repeated mutatis mutandis until ten (10) such Candidates can be identified.

If the procedure in this paragraph (iv) is exhausted and ten (10) Candidates who receive the greatest number of votes cannot be identified, then of the remaining Candidates the ten (10) Candidates who received the greatest number of First Preference Votes shall be declared the successful Candidates.

In the case of an equality of First Preference Votes such that ten (10) Candidates with the greatest number of First Preference Votes cannot be identified then the ballot shall be declared by the Secretary to be void. In such a case:

1. the procedure shall be repeated and the Secretary shall immediately request in writing from each General Member the nomination of a Candidate; and
2. for this purpose only, the representatives to The Board in respect of General Members existing at the time of the calling for initial nominees shall remain as representatives to The Board following the Annual General Meeting of the Association until such time as new representatives to The Board are elected.
3. The successful Candidates, as determined in accordance with (i) above and declared by the Secretary at the Annual General Meeting of the Association shall be deemed to be the representatives of the General Members to The Board on and from the date of the said Annual General Meeting.

The appointment shall be effective only until the next following Annual General Meeting of the Association whereupon the appointment of such representatives shall lapse.

Associate Members shall not be entitled to be appointed to The Board, but can be

invited by the Board to attend specific meetings or participate in specific projects or

similar such appointment. The Associate Member shall not have voting rights in the

Board meeting

## Functions and Powers

1. The affairs of the Association shall be managed by The Board which may exercise all such powers of the Association as are not by these Articles required to be exercised by the Association in General Meeting.
2. Without limiting the generality of the foregoing The Board shall have the power:
3. to administer the funds and financial affairs of the Association and to:
4. authorise expenditure;
5. incur obligations on behalf of the Association; and
6. invest or re-invest any moneys and realise any investments as it thinks fit;
7. to formulate and give instructions for the carrying out of Association policy;
8. to discuss and decide any matter within the competence of the Association duly put before it by a member of The Board;
9. to appoint legal advisers, who may attend The Board meetings but shall not vote;
10. to appoint committees and to nominate the terms of reference and delegation of powers to such committees; and
11. to appoint auditors for the Association; and
12. to invite any person to attend any meeting of The Board.

## Meetings of The Board

1. The President of the Association shall be the President of The Board, and in his absence the Vice-President shall act as President of The Board.
2. Meetings of The Board shall be convened by the Secretary as and when required and at such time and place as may be designated by him.
3. Additional meetings of The Board shall be held if requested by the President of the Association, or by such other person who may be the President of The Board, or by at least three (3) other Board members.
4. One week’s notice in writing of all meetings specifying the date and place of the meeting shall be given by the Secretary to all members of The Board. In exceptional circumstances an Extraordinary Meeting may be called by the President of the Association or by The Board upon giving two (2) days’ notice as aforesaid.
5. Save in the case of Extraordinary Meetings convened pursuant to paragraph (4) of this Article one week’s notice in writing shall be given to the Secretary of any matter for discussion by the member of The Board introducing or proposing it, but the President of The Board may at his discretion waive such notice.
6. The quorum for the transaction of business at meetings of The Board shall be four (4) Board members.
7. The Board shall make its decisions by simple majority, each Board member being entitled to one vote. In the case of an equality of votes or any motion, the President of The Board shall not have a second or casting vote. In such a case, the meeting of The Board shall adjourn for a period of 14 days. At the adjourned meeting, any The Board member not present at the first said The Board meeting may attend and vote and a second vote shall be taken on the said motion. If an equality of votes again results, then then motion shall be deemed to have been lost.
8. A declaration by the President of The Board that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the Minutes of the proceedings of The Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## Removal and Remuneration of Representatives to The Board

1. Representatives to The Board shall be paid such remuneration as is from time to time determined by the Association in General Meeting and that remuneration shall be deemed to accrue from day to day.
2. In addition to the circumstances in which the office of a representative to The Board becomes vacant by virtue of the Corporations Law, the office of a representative to The Board becomes vacant if that representative:
3. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
4. resigns his or her office by notice in writing to the Association;
5. is absent without consent of the remaining representatives to The Board from meetings of the representatives held during a period of six months; or
6. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest as required by the Corporations Law.
7. The Secretary shall immediately notify all remaining representatives to The Board of a vacancy occurring. The remaining representatives to The Board shall each nominate a replacement representative to The Board within fourteen (14) days or receipt of such notification. The Secretary shall, within twenty one (21) days of a vacancy occurring, notify all remaining representatives to The Board of a meeting of The Board which shall be held within forty nine (49) days of that vacancy occurring. At that meeting all representatives to The Board shall vote to elect a new representative to The Board from those persons nominated to replace the vacating representative.

# OFFICE BEARERS AND ASSOCIATION SECRETARY

## The office bearers of the Association shall be:

1. the President
2. the Vice-President
3. Treasurer

and shall be elected by The Board from amongst its members.

## The President of the Association

The President of the Association shall hold office for a term of one year but may be elected for a further term but shall not be eligible to hold office as President of the Association for more than two (2) successive years in any period of three (3) years, unless The Board shall otherwise agree in any particular instance by resolution passed by a three-fourths majority of The Board.

## The Executive Director, General Manager Public Officer and Secretary

1. The Executive Director (if any), the General Manager (if any), the Public Officer and the Secretary shall be appointed by The Board at such salary (if any) and upon such terms and conditions of employment as The Board may determine and may be removed by The Board in its absolute discretion. The Secretary shall be the administrative manager. The Executive Director, the General Manager, the Public Officer and the Secretary shall perform such functions as shall from time to time be entrusted to them by The Board.
2. The Executive Director is not a member of The Board.
3. The Secretary shall attend but not vote at meetings of The Board.
4. Office staff (if any) shall be appointed (and where appropriate dismissed) by the Secretary subject to such terms and conditions including salary a may from time to time be approved by The Board.

# COMMITTEES

## The Board may create such committees for such purposes as The Board shall decide. Members of The Board and any other person nominated by The Board shall be eligible to be appointed members of any such committees which shall report their recommendations and advice to The Board.

# THE SEAL

## The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of The Board and in the presence of at least two Board members and the Secretary or some other person approved by The Board. The Board members, the Secretary or such other person as aforesaid shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

# USE OF TECHNOLOGY

## A member not physically present at a meeting or general meeting may be permitted to participate in the meeting by use of technology that allows that member and the members present at the meeting to clearly communicate with each other.

## A member participating in a meeting or general meeting as permitted under rule 36 is taken to be present at the meeting and if the member votes at the meeting is taken to have voted in person.

# GENERAL MEETINGS

## Annual General Meetings shall be held in October of every calendar year or at such other time as The Board may determine (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and at such place as The Board may determine.

## The Secretary shall within fourteen (14) days convene a General Meeting upon the direction of The Board or upon the requisition of three (3) members or more or otherwise on such requisition as is provided by the Corporations Law.

# NOTICE OF GENERAL MEETINGS

## Subject to the provisions of the Corporations Law relating to special resolutions fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day on which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Association in General Meeting to all members entitled to received such notices from the Association but with the consent of all the members entitled to receive notice of a particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

## The notice convening a General Meeting shall give notice of the business to be transacted thereat including notice of any resolution to be submitted to members and in the case of the Annual General Meetings, shall be accompanied by the report of The Board and the Financial Statements.

## The accidental omission to give notice of a meeting to any member or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

# PROCEEDINGS AT GENERAL MEETINGS

## All business shall be deemed special that is transacted at a General Meeting and also all that is transacted at the Annual General Meeting with the exception of the consideration of the Financial Statements and the report of The Board and Auditors prescribed by the Corporations Law and the appointment of the Auditors.

## At each Annual General Meeting The Board shall submit to the members a report which in addition to any other particulars which The Board deems desirable shall contain a summary of the activities of the Association (including the names of the members of The Board) for the period since incorporation in the case of the first Annual General Meeting and in any other case for the period since the previous report. Such report shall before presentation at the Annual General Meeting be formally approved by The Board.

## No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided members present in person or be representative, proxy or attorney entitled to vote thereat and collectively representing not less than five (5) votes shall be a quorum.

## If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a bank or other public holiday then to the next business day following that holiday) at the same time and place and if at the adjourned meeting a quorum is not present within thirty (30) minutes form the time appointed for the meeting the members present (representing collectively not less than three (3) votes) shall be a quorum.

## The President of the Association shall be President of every General Meeting of the Association.

## If the President of the Association is not present within thirty (30) minutes after the time appointed for holding the meeting or if being present he is unwilling to act as President of the General Meeting the members present shall choose one of their number to be President of the General Meeting.

## The President of the General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more notice the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## an adjournment or of the business to be transacted at an adjourned meeting.

# VOTING AT A GENERAL MEETING

## At any General Meeting a resolution put to the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

1. by the President of the General Meeting; or
2. by not less than three (3) members (or their representatives’ proxies or attorneys) entitled to vote on the resolution an present in person.

Unless a poll is so demanded a declaration by the President of the General Meeting that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn. In case of an equality of votes whether on show of hands or on a poll the President of the General Meeting shall not have a second or casting vote in addition to the vote to which he may be otherwise entitled. Any motion resulting in an equality of votes shall be deemed to be lost.

## If a poll is duly demanded it shall be taken in such manner and either at once or after an interval, adjournment or otherwise as the President of the General Meetings directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. No poll may be demanded on the election of the President of the General Meeting or on a question of adjournment.

## (1) Subject to any rights or restrictions for the time being attached to any class or classes of shares a member entitled to vote at a meeting of members or of a class of members may vote in person or by representative, proxy or attorney.

1. Unless all sums then payable by any member to the Association have been paid such member shall not unless The Board otherwise determines be entitled to vote at any General Meeting either personally or by representative, proxy or attorney or as representative, proxy or attorney for another member.

# ACCOUNTS

## Financial Year

The Financial Year of the Association shall be from 1st July to 30th June unless The Board otherwise determines.

## Cheques and Receipts

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) members of The Board, or by any member of The Board and some other person designated by The Board for such purpose.

# AUDIT

## Auditors shall be appointed and their duties regulated in accordance with the Corporations Law.

# NOTICES

## A notice may be given by the Association to any member thereof or by The Board to any member thereof either personally or be sending it by post to him to the address supplied by him to the Secretary for the giving of notices to such member or the address last known to the Secretary. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice of a meeting two (2) days after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. The inadvertent failure to give to any member of the Association or of The Board notice of any proposed meeting shall not invalidate the proceedings at any such meeting or any resolutions passed thereat.

## A notice may be given by the Association to any member thereof or by The Board to any member thereof either personally or be sending it by post to him to the address supplied by him to the Secretary for the giving of notices to such member or the address last known to the Secretary. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice of a meeting two (2) days after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. The inadvertent failure to give to any member of the Association or of The Board notice of any proposed meeting shall not invalidate the proceedings at any such meeting or any resolutions passed thereat.

# WINDING UP

## The provisions of clause (iii) of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect or be observed as if the same were repeated in these Articles of Association provided.

# INDEMNITY

## Every member of The Board, Auditor, the Secretary and every other Officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Corporations Law in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

Subject to the Corporations Law, every director, officer, auditor and employee of the Association shall be indemnified by the Association against all costs, losses and expenses which that person may properly incur or become liable to pay because of any contract entered into or because of any act or thing which he has properly done as a director, officer, auditor or employee or in any other way in the discharge of his duties. In particular, the Association may reimburse any director, officer, auditor or employee for any legal or other fees incurred in connection with actual or threatened litigation which is successfully defended or which is either not commenced or is discontinued prior to judgement.

# APPENDIX I

# Entrance fees, subscriptions and additional levies

As per the relevant section in the Articles of Association the annual subscriptions are as follows:

1. General Members: retail outlets (physical or online or both) where recorded music is a significant part of their business - $50 per annum.
2. Associate Members - $20 per annum.

Fees shown are ex GST.

# APPENDIX II

# Registered or principal offices of the Board members

|  |  |
| --- | --- |
| ***Name*** | ***Address*** |
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# APPENDIX III

# REGISTERED OFFICE

The registered office address for AMRA is

Suite 148

45 Glenferrie Road  
Malvern, Vic 3144