

MUSICA VIVA BOARD CHARTER  
First adopted at Board meeting 21.05.16  
and formally revised and adopted at Board meeting 11.08.16

**Musica Viva Australia**

**ABN 95 504 497 655**

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**MEMBERS COUNCIL Charter**

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TO BE READ in conjunction with the MVA Constitution, adopted 21 May 2016

NOTE particularly Clauses 10 – 37

TO BE READ in conjunction with MVA Guidelines for Honorary Life Membership adopted May 2010

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## **1. Introduction**

### **Purpose and scope**

- 1.1 The Members Council Charter sets out the principles of the operation of the Members Council of Musica Viva Australia (**Company**) and describes the role, responsibilities and structure of the other functions of the Members Council.
- 1.2 The Members Council is comprised of individuals or organisations that support the purposes of the Company (**Members**) and who demonstrate a significant current or potential commitment to the Company and its objectives, as per Clause 4.3 of the Board Charter.
- 1.3 The individuals or organisations appointed to the Members Council recognise that they have an important role within the Company to support the Board as it strives to be an effective and independent representative of the Company's members and other stakeholders and provide value to the Company. Governance is fundamental to the effective operation of the Company and is the responsibility of the Board.

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## **2. Role and responsibilities of the Members Council**

### **Role**

- 2.1 The Members Council represents a variety of stakeholders including audiences, musicians, educators and sponsors, who all support the purposes of the Company.
- 2.2 The role of the Members is to provide support for the Company at many levels, including advocacy, advice and financial, in order that the Company can best meet its objectives.

### **Responsibilities**

- 2.4 Under the MVA Constitution, adopted 21 May 2016, Members are responsible for:
  - election of the MVA Board by resolution passed in a general meeting (see Clause 39 of the Constitution)
  - guarantee of \$10 per Member in the event that the Company is wound up (see Clause 4.1 of the Constitution)

This Charter outlines the further responsibilities of Members to include:

- to advocate to the broader community on the aims and achievements of the Company
- to act at all times in regards to the Company in a manner which does not bring the Company or the Members Council into disrepute

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**Procedure (excerpt from the MVA BOARD CHARTER : adopted 21.05.16)**

**Clause 6. Members**

- 6.1 Rights:** A member of the Company [(other than an Honorary Life Member) assuming this is deleted] has the right to:
- (a) vote, as outlined in the Company's Constitution, including in relation to the election of directors and any amendments to the Company's Constitution; and
  - (b) attend Members Council meetings.
- 6.2 Meetings:** The Company shall arrange meetings of the Members Council from time to time, including at least an annual general meeting as outlined in the Constitution.
- 6.3** The costs of catering, entertainment, equipment and other such costs involved in holding a Members Council meeting are to be met by the Company. Members are expected to meet the costs of attending such meetings, but may request financial assistance from the Company to do so. The terms and granting for such financial assistance is to be determined by the Board.
- 6.4 President:** The Members Council will elect one of the members to serve as President to:
- (a) preside over Members Council meetings;
  - (b) liaise between the Board and members; and
  - (c) attend to matters arising outside of meetings as required.
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This Charter outlines further process regarding Membership in regards to Meetings:

- invitations from the Board to become a Member will be made to an individual or organisation, as per Clauses 10 – 15 of the Constitution. When invited by the Board to become a Member, the prospective Member will be asked to nominate a partner for purposes of attending Meetings.
  - Only the Member will be subject to Clauses 39 and 4.1 of the Constitution, which detail voting rights and guarantee liability and only the invited Member's name will be entered on the Members Register.
  - invitations to Members to attend Meetings of the Members Council will be issued to the Member and their nominated partner.
  - Any travel assistance granted under Clause 6.3 of the Board Charter, as noted above, is deemed to apply to the Member only.
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**Date:** 25 July 2016

**Ratified:** by National Board of Directors

**Date:** 6 August 2016

**Review:**

**Date:** August 2019

**Monitor Frequency:**

**Triennial**

**Monitor Type:**

**Board self-evaluation**