

Explanatory Notes

Purpose

The purpose of the proposed changes is to merge all Warriors activities in South Australia under a single umbrella organisation and brand.

Background

Currently there are two separate organisations conducting Warriors music activities. One is Holden Hill Music that runs the **Weekend Warriors Program** for and on behalf of the Australian Music Association (AMA) under licence. The other is the Warriors Music Association of South Australia Incorporated (Warriors SA).

1. The Weekend Warriors Program:

This is the program where you go to a free jam, get put into a band, have four coaching sessions and then perform in a concert with other bands in your Round. The Weekend Warriors Program ends with the concert. Dom Disisto runs this program through his business Holden Hill Music. Dom initially saw the program in the US and the AMA acquired the rights to the program from NAMM.

The AMA is the peak body that represents music retailers and manufacturers across Australia.

NAMM is the peak music retailers' body in the USA. It owns the world-wide rights to the Weekend Warriors Program and has set the criteria for entry by a music retailer as an Authorised Dealer. Holden Hill Music is an Authorised Dealer.

In other Australian States, different retailers sponsor their State's Weekend Warriors program. Dom, who is on the AMA committee, is also the National Coordinator for Weekend Warriors for all the States.

2. Warriors SA:

This is the organisation that takes up from where the Weekend Warriors Program finishes. It is a separate incorporated group for recreational musicians who have been through a Weekend Warriors Program and who wish to keep connected with the program and to continue to perform with like-minded musicians.

Warriors SA was set up as an independent, incorporated body with Dom and Holden Hill Music's involvement and donations. He convinced participants from some of the early Weekend Warriors Rounds to get involved so it would keep the experience going.

Today, Warriors SA continues to support its members and their bands in various ways and arranges a range of gigs and events for them to continue to perform live.

Dom and Holden Hill Music have been great supporters of Warriors SA. Warriors SA and the Weekend Warriors Program work together to provide a full range of activities for recreational musicians and singers.

The Issues

It is recognised nationally that the way the Weekend Warriors Program and Warriors SA operate and the relationship and cooperation between them are the best in Australia. South Australia is being watched very closely and the AMA and music retailers around the country see the South Australian operation as setting the standard or benchmark for the way the program could work in other States in the future. Our Constitution and Rules and our operating methods are seen as best practice models for other programs and for this we should be proud.

A while ago, the AMA tried to adopt a federated model for the Weekend Warriors Program. It was envisaged that there would be a single, national Weekend Warriors organisation with individual State Chapters. That did not eventuate due to serious political and commercial issues. As a consequence, the AMA abandoned the original nationalisation program.

Dom was the promoter of the nationalisation of the States into Chapters and sought guidance from South Australia as to the best constitutional structure to adopt. After many long conferences with Dom over this, the President of Warriors SA redrafted the SA Constitution to accommodate the AMA's concerns and this was the subject of the last constitutional change put forward at the most recent AGM.

Since that AGM, there have been further concerns about security of the membership database and each sponsor's enormous investments in the program. As a consequence, it was back to the drawing board and the President in consultation with Ian Short has crafted a revised Constitution that offers Holden Hill Music and any store sponsor greater security so that all may continue to support Warriors SA by working with us in expanding the membership and activities generally.

In the event that these Constitutional changes can be agreed, Dom, Holden Hill Music and the AMA have committed to offer significant benefits to Warriors SA, including a national website, an annual conference each year (funds permitting), the means to attract big names in Australia and internationally to come to Adelaide and undertake clinics for and on behalf of the Association and many other benefits without Warriors SA having to make any financial commitment in its own right in support of national standing as an association representing Warriors in South Australia.

As a consequence, South Australia will be the national leader and Warriors SA will become an associate member of the AMA. It will create the model that other States may copy, thereby strengthening the national profile of Weekend Warriors throughout Australia.

One of the problems in the past has been that the move towards federation has caused a stalling by many retailers who began to get cold feet. They feared that they might be creating a rod for their own back by putting resources into forming powerful State-based consumer advocacy groups that could negatively impact on their own businesses and this fear was justifiable.

At the same time, individual sponsoring retailers began to have growing concerns about their own customer databases.

Over several years, Weekend Warriors Programs both here and interstate have generated large numbers of potential customers for music-related goods and services.

Sponsoring retailers have invested significant amounts of time, energy and resources in delivering the Program. In SA, Holden Hill Music has also been a generous sponsor of Warriors SA. Our sponsor not only provided equipment at significant discounts to the Association and to its members, it also was instrumental in building its membership by working co-operatively with the Warriors SA Committee to create an innovative system of “passive membership”. This means that everyone who went through a Weekend Warriors Round automatically became a member of Warriors SA and Holden Hill Music paid for their first year’s membership which Warriors SA provided at a discounted price.

In the commercial world, sponsorship is supposed to be a two-way street, not simply a one-way donation. In return for sponsorship, the recipient provides promotion and marketing opportunities for the sponsor.

However, Holden Hill Music began to feel uncomfortable that all their contributions were in danger of becoming a one-way street because of the loose arrangements with regard to membership databases. Holden Hill Music had been providing its database of Program participants to our Association freely. Now, as those lists continue to grow, they realise that there is little or no protection for them with regard to those lists of potential customers that they had so carefully built up at significant cost to themselves.

Without suitable protection, they see a risk that access to those databases could be provided to their competitors who had not lifted a finger to help the Association, to the detriment of their own business. In other words, they felt that they should receive the benefit of their own efforts, and not incur various costs in order to benefit their competitors. Accordingly, no other sponsoring retailer provides its participant database. Holden Hill Music has adopted the same position because it feels that the relationship that Holden Hill has with the Association is only as good as the relationship Dom has with the current committee which will change from time to time. Therefore, Holden Hill Music has placed a hold on this practice and that of introducing new participants to the Association until this problem is resolved.

A Way Forward

Throughout this exercise so far, the Committee has been grappling with the question of what are we trying to achieve and what is the best way of achieving it?

The context is that we are a not-for-profit organisation that relies entirely on the efforts of volunteers. There is insufficient income to pay anyone to carry out any of the jobs that need to be done or to promote the organisation more widely or to develop its membership. Our only sources of income are membership fees and the occasional modest donation from organisations where we perform. The income we receive goes towards operating expenses which are mainly equipment purchase and maintenance. There is no prospect of there being any significant additional income in the foreseeable future if we carry on the way we are or even if we decided to “go-it-alone” and cut ties with our major sponsor altogether.

The Committee believes that the majority of members simply want opportunities to improve their musicianship and to play live music in a range of venues to various audiences. It appears that most members are not too bothered about the organisational structure that facilitates those opportunities. Indeed, many members

neither know nor care that Weekend Warriors and Warriors SA are two separate organisations.

Therefore the Committee is proposing some changes to the Constitution and Rules of the Association that will:

- Resolve the issues perceived by the sponsoring retailers
- Restore the mutually beneficial relationship between the Weekend Warriors Program, State Associations and sponsors.
- Reduce the administration load on the volunteers that run the Association.
- Improve and expand opportunities for Association members to further their musical interests and play live music.

The Proposal

The proposal is to conduct both Weekend Warrior Program activities and Warriors SA activities under a single umbrella brand and organisational structure that can also introduce additional activities and projects for the benefit of members.

The previous Federation and Chapter model that failed was based on geographically based Chapters, i.e Warriors SA would have become the South Australian Chapter.

Our new proposal, instead of having geographically-based chapters, is for each Chapter to be based in its sponsoring retailer.

Thus, if supported by members, the Association would become the Weekend Warriors (SA) Holden Hill Music Chapter. The single entity could still be referred to either as “Weekend Warriors” or “Warriors SA”.

That means that, if adopted, the two organisations would continue to conduct the same Weekend Warriors Program and Warriors SA activities as before but under a single banner and brand. It would protect sponsors’ interests and pave the way for associate membership of the AMA with all its consequent benefits.

Our sponsor has also indicated that it is ready and willing to provide additional activities if its concerns are resolved: e.g. special meet and greets for new members and help to put bands together; various skills building workshops for beginners and improvers; master classes for advanced players; special sessions with celebrity guests; song-writing workshops; live audio and recording workshops; sourcing additional gig opportunities and the possibility of occasional paid help at major gigs.

The Proposed Changes

NB The following notes are for explanation only. They should not be relied upon for interpretation of the Rules. Only the finally approved Constitution is authoritative.

Please note: Warriors SA members will probably not notice any changes in the way the Association operates and there will be minimal impact on their participation, except for increased activities and opportunities.

The main changes to the Constitution, apart from the name of the Association, relate to its relationship with the sponsoring retailer and the sponsoring retailer’s role in the Association.

The Definitions section introduces the concept of the Chapter Sponsor to formalise the relationship between the Association and Holden Hill Music by providing a means for the Chapter Sponsor (HHM) to have similar rights as a member. It does this by widening the definition of “Person” to include both natural persons (i.e. human beings) and a legal entity (such as an incorporated business) in keeping with well-established legal precedents.

This means that the Chapter Sponsor (i.e. Holden Hill Music) is regarded as a person and thus is eligible for election under the definition of Honorary Life Member if the Committee so chooses.

It also leaves the way open in the future to have business entities as corporate members if the Committee decided that would be of benefit to the organisation or its members

Obsolete references to the NAMM, the AMA, the AMA database and AMA Delegates have been removed.

Object 3 (j) is modified to protect the interests of both the Weekend Warrior Program itself and the Chapter Sponsor.

Sections 4.4.6 and 15.4 make sure that if the Chapter Sponsor (or a future corporate member) goes broke, they cease to be members and Committee Members. NB. The fact that the new organisation is an independent incorporated body keeps it separate from the Chapter Sponsor’s business operations and avoids the risk of being sent broke by that entity’s insolvency.

Section 6 gives the role of Membership Coordinator to the Chapter Sponsor. In that role, the Chapter Sponsor will be responsible for all membership functions such as records, renewals, etc. on behalf of the organisation. This arrangement will provide the Chapter Sponsor with the membership database security that it requires.

Section 9.2 allows the Committee to vary details of membership expiry and renewal processes as required, making it an administrative matter instead of specifying those details in the Constitution. The current unwieldy arrangement requires changing the Constitution every time an administrative change is required.

Sections 11 and 13 make the Chapter Sponsor a member of the Committee. It is a reserved position, not an elected one. This is to ensure that the Chapter Sponsor can have input and a vote when controversial issues might impact on its interests.

Section 30 (Miscellaneous Rules) removes obsolete references to the AMA’s database and provides for the commercial in confidence treatment of the Chapter Sponsor’s database. It also provides for the membership records to be handed over to the Association if the Chapter Sponsor is no longer able to continue to perform that role. Paragraph 30.4 protects the Chapter Sponsor’s business interests in its role as major sponsor. Paragraph 30.5 allows the Association to use the Weekend Warriors brand and logo.

Other minor changes throughout the document simply make the language and terminology consistent with these new terms or reflect current administrative procedures. None of them are of material significance.

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