

# THE CONSTITUTION OF INVERELL COMMUNITY RADIO INCORPORATED

As amended on 18 January 2025

## PART I - PRELIMINARY

### Definitions

- In the constitution:

*ordinary committee member* means a member of the committee who is not an office-bearer of the Association.

*secretary* means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office – the public officer of the association.

*special general meeting* means a general meeting of the association other than an annual general meeting or **ordinary general meeting**.

*the Act* means the *Associations Incorporation Act 2009*

*the Regulation* means the *Associations Incorporation Regulation 2016*.

- In this constitution:
- a reference to a function includes a reference to a power, authority and duty, and
- a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## 1 Aims and Objectives

**1.1** The Association has established an FM community radio station for the purpose of broadcasting programs predominantly of interest to the residents of the greater New England Region in the state of NSW. The content of such programs shall be determined by the Association, together with the general public. Such consultations shall not be binding of the association.

**1.2** The Association shall maintain and operate the FM community radio station to the Community Broadcasting Association of Australia best practice and in compliance with all relevant Federal, State and local government legislation and regulations to ensure the broadcasting licence is maintained.

**1.3** The association shall be incorporated in accordance with the Associations Incorporation Act 2009, NSW (AS AMENDED)

**1.4** The association shall at all times maintain the status of the association as being a non-profit association

**1.5** The registered office of the association shall at all times be located in the township of Inverell.

**1.6** The association is a charitable institution established for the principal purpose of advancing culture, radio and music by establishing, maintaining, operating and promoting a community radio station to provide free broadcasting services for the direct benefit of the public including:

- i. educating the public in disaster preparedness to build resilience before an emergency event;  
providing regular updates during an emergency event;
- ii. providing information to help rebuild the community following an emergency event; negotiating, obtaining and maintaining broadcasting licences;
- iii. encouraging and developing the uses of radio and media for education, public affairs, social and cultural commentary, information, community issues, and entertainment; conducting entertainment, promotions, concerts, cultural activities, meetings, conferences, community information, seminars or courses on matters of interest;
- iv. furnishing, equipping and maintaining studios, production facilities and transmission facilities;  
teaching, training, educating and providing services for the training of any persons involved in the preparation and broadcasting of content;
- v. making available to the community the facilities to create and produce local content for broadcast;

**1.7** To operate and maintain a gift fund to be known as ‘**The STA FM Gift Fund**’ in accordance with the requirements of the *Income Tax Assessment Act 1997* (Cth); and such other purposes as are incidental or ancillary to this principal purpose.

**1.8** The association can only exercise the powers it has in the applicable associations state law (if any) to:

- i. carry out the objects under clause 1.6(i); and
- ii. do all things incidental or convenient in relation to the exercise of power under clause 1.8(i).

## **PART II – MEMBERSHIP**

### **2. MEMBERSHIP QUALIFICATIONS**

**2.1** An applicant for membership shall not need to be nominated; and

**2.2** An applicant being a natural person residing at any location and having furnished a signed application form and prescribed dues and membership fees being tendered therewith and as qualified in 2.2.1 below shall be eligible for membership subject to endorsement by the committee or a full meeting of the association.

**2.2.1 Ordinary members** shall be persons who have been accepted in accordance with 2.2

**2.2.2 Junior members** shall be persons who have attained the age of not less than fourteen years and not the age of eighteen years. His or her application form shall be signed by themselves and counter-signed by one of his / her parents or legal guardian who have been accepted in accordance with 2.2

**2.2.3 Associate members** shall be persons who wish to support the association but who may not wish to become an ordinary/full financial member. Associate members have no voting rights at any meeting of the association.

**2.2.4 Associations** wishing to show support to this organisation may apply for an Association Membership similar to the Associate Membership, however, will have no voting rights or rights to address a meeting.

**2.2.5 Life Members** shall be selected by membership and have voting rights.

**2.2.6 The Committee** shall have the power to refuse or cancel membership to any person who

(i) Wilfully refuses or neglects to comply with the provisions of this Constitution; or

(ii) Is guilty of any conduct which in the opinion of the committee is unbecoming of a member or prejudicial to the interest of the association provided that;

(iii) At least 7 days before the meeting at which the resolution for the refusal or cancellation of membership is proposed, the person shall have had notice of such meeting in writing clearly stating the reasons for the refusal of or proposed cancellation of membership; and

(iv) They shall at such a meeting and before the passing of such resolution have the

opportunity to address the committee, in the company of a support person. This support person cannot have any input during the meeting.

(v) If any applicant is denied membership of the association, the applicant has a right to appeal.

### **3. CONDITIONS OF MEMBERSHIP**

**3.1** An applicant's membership shall commence on and from the date shown on receipt and shall be renewable at the end of each financial year. However, if a member should be approved in the three months prior to 30th June, the membership will be deemed to be valid for the following 12 months ending June 30th.

**3.2** A member may resign at any time and should that occur prior to the expiration date of their membership, the association is not liable to refund any part of the membership fee.

**3.3** Should a member not pay their annual membership fee within 30 days of it falling due, the member will be deemed to be unfinancial.

**3.4** Membership will cease should the member die. Memberships are not transferable.

**3.5** At no time will a member engage in a conflict of interest, either family, friendships, financial or social factors that could compromise their judgement or lead to a personal gain at the expense of Inverell Community Radio Station.

### **4. CESSATION OF MEMBERSHIP**

**4.1** A person ceases to be a member of the association if the person:

- Dies
- Resigns membership
- Is expelled from the association
- Becomes unfinancial by way of failing to pay all prescribed dues and subscription fees on or before the due date of renewing membership.

### **5. MEMBERSHIP ENTITLEMENTS ARE NOT TRANSFERABLE**

**5.1** A right, privilege or obligation which a person has by reason of being a member of the association:

- Is not capable of being transferred or transmitted to another person; and
- Terminates on cessation of the person's membership.

## **6. RESIGNATION OF MEMBERSHIP**

**6.1.** A member of the association is not entitled to resign that membership except in accordance with this rule.

**6.2** A member of the association who has paid all amounts payable to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

**6.3** If a member of the association ceases to be a member under clause 6.2 and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7. REGISTER OF MEMBERS**

**7.1** The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

**7.2** The register of members must be kept at the principal place of administration of the association.

## **8. THE RIGHTS OF MEMBERS**

**8.1** Ordinary members shall not be restricted in the matter's hereafter mentioned, excepting as is further prescribed: -

**8.1.1** To nominate other ordinary members to hold office or fill a position on the committee, excepting that an ordinary member shall not nominate a junior member to fill the junior member's position on the committee as prescribed in 15.1.3 to 15.1.5; and

**8.1.2** To elect any nominee to hold office or to fill a position on the committee; and

**8.1.3** To accept nomination to hold office or to fill a position on the committee; and

**8.1.4** To move or second motions at any given meeting of the association; and

**8.1.5** To move an amendment to any motion before any given meeting of the association, excepting that such amendment shall not negate the motion to which it is addressed; and

**8.1.6** To speak to any matter before any given meeting of the association for a period of not more than three minutes; and

**8.1.7** Not with-standing sub-rule 8.1.6 above, the mover of a motion shall have the right to speak to the motion for a period of not more than five minutes and further thereto shall have the “right of reply”; and

**8.1.8** To vote on any matter before any given meeting of the association.

**8.1.9** To accept nomination to fill the junior member’s position on the committee; and

**8.1.10** Shall have the right to exercise all the rights of an ordinary member as prescribed in rule 8.1.1 to 8.1.8 inclusively, excepting that a junior member shall not hold office.

**8.1.11** Associate members have the right to receive any correspondence as would be normally sent to members, speak to any matters or raise matters in accordance with 8.1.6 but not the right to vote, hold office, or move motions.

**8.1.12** A nominee for an office or a position on the committee shall not be an undischarged bankrupt; and

**8.1.13** A nominee for an office or a position on the committee shall not be a person convicted of a felony in any given jurisdiction of the Commonwealth of Australia and its Territories, of which the sentence therefore has not been expiated for a period of more than three years.

**8.1.14** A nominee for an office or a position on the committee may be required to consent to a “Working with Children” check if at any time they may have contact with junior members.

## **9. FEES AND SUBSCRIPTIONS**

**9.1** A member of the association must pay to the association a fee which is to be determined annually.

**9.2** If a new member joins after July 1 in any calendar year, or when re-joining in subsequent calendar years, the full annual fee should be paid except where 3.1 applies.

## **10. MEMBERS’ LIABILITIES**

**10.1** The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association of the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 9.1 to 9.2 inclusive.

**10.2** Junior members shall not be liable for any part of a debt incurred by the association.

## **11. RESOLUTION OF INTERNAL DISPUTES**

**11.1** The members in dispute may choose an arbiter mutually agreeable to all parties, to seek a resolution of same.

**11.2** In the event that the dispute is unresolved by implementing the provisions of 11.1, (if not a personal issue requiring privacy), the matter should be referred to the committee, initially then to a full meeting if a resolution has still not been reached.

**11.3** Disputes between members (in their capacity as members) of the association, and disputes between members and the association, upon failure of provisions 11.1 and 11.2 above, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

## **12. DISCIPLINING OF MEMBERS**

**12.1** A complaint may be made by any member of the association that some other member of the association has persistently refused or neglected to comply with a provision of these rules or the Policies and Procedures or has persistently and wilfully acted in a manner prejudicial to the interests of the association.

**12.2** On receiving such a complaint, the committee shall deal with it as is prescribed in the sub- rules 12.2.1 to 12.2.3 inclusively, excepting for complaints against junior members as is prescribed in sub – rule 12.2.4.

**12.2.1** Must cause notice of the complaint to be served on the member concerned and

**12.2.2** Must give the member at least 14 days from the time the notice is served within, which to make submissions to the committee in connection with the complaint; and

**12.2.3** Must take into consideration any submissions made by the member in connection with the complaint.

**12.2.4. (i)** The committee shall on receipt of a complaint against a junior member cause notice of the complaint to be served on the junior member and concurrently therewith a copy of the notice must be served on one of the junior member's parents or legal guardian; and

**12.2.4. (ii)** After complying with the prescriptions of 12.2.4.i, the committee may implement the prescription of rules 12.2.2 to 12.5.2 inclusive, and must implement the provisions of 12.2.4.iii

**12.2.4. (iii)** A junior member shall always be represented by a parent or legal guardian at any given disciplinary hearing of which he or she is the subject.

**12.3** The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved, or that the conduct of the individual could bring the association into disrepute.

**12.4** If the committee expels or suspends a member, the secretary must within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of

appeal under clause 13.

**12.5** The expulsion or suspension does not take effect:

- Until the expiration of the period within which the member is entitled to appeal against the resolution concerned or
- If within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12.4, whichever is the later.

### **13. RIGHT OF APPEAL OF A DISCIPLINED MEMBER**

**13.1** A member may appeal to the association in a general meeting against a resolution of the committee under rule 12, within 14 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

**13.2** The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

**13.3** On receipt of a notice from a member under clause 13.1, the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

**13.4** At a general meeting of the association convened under clause 13.3:

**13.4.1** No business other than the question of appeal is to be transacted; and

**13.4.2** The committee and the member must be given the opportunity to state their respective cases orally or in writing or both; and

**13.4.3** The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

**13.4.4** A junior member shall always be represented by a parent or legal guardian at any given appeal hearing of the association of which he or she is the subject.

**13.4.5** If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.



## **PART III – THE COMMITTEE**

### **14. AUTHORITY AND DUTIES OF THE COMMITTEE**

**14.** The committee is to be called the committee of management of the association and, subject to the Act, the Regulation, these rules and the Policy and Procedures and to any resolution passed by the association in general meeting:

**14.1** Is to control and manage the affairs of the association; and

**14.2** May exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and

**14.3** Has the power to make appointments as it sees fit in line with its powers as described in this section.

### **15. CONSTITUTION AND MEMBERSHIP**

**15.1** Subject in the case of the first members of the committee to section 21 of the ACT, the committee is to consist of;

**15.1.1** The office bearers of the association; and

**15.1.2** Three full financial members, each of whom is to be elected at the annual meeting of the association under rule 16; and

**15.1.3** Not more than one junior member provided a junior member is elected thereto.

**15.1.4** The junior member of the committee shall exercise the same rights and privileges of an ordinary member of the committee, excepting the junior member of the committee shall not hold office on the committee.

**15.1.5** Failure to fill the junior member's position on the committee shall not invalidate the committee.

**15.2** The office bearers of the association are to be;

- The President
- The Vice President
- The Secretary /Public Officer
- Treasurer

**15.3** All committee positions are declared vacant prior to commencement of the elections.

**15.4** In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so

appointed is to hold office, subject to these rules, until the commencement of the annual general meeting following the appointment.

## **16. ELECTION OF MEMBERS**

**16.1** Nominations of candidates for election as office – bearers of the association or as Ordinary members of the committee:

**16.1.1** Must be made in writing, signed by 2 ordinary members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

**16.1.2** Must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

**16.2** If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

**16.3** If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

**16.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

**16.5** If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

**16.6** The ballot for the election of office- bearers and ordinary members of the committee is to be conducted at the annual general meeting.

## **17. SECRETARY**

**17.1** The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with The Department of Fair Trading and the CBAA of his or her address.

**17.2** It is the duty of the secretary to keep minutes of:

**17.2.1** All appointments of office - bearers and members of the committee

**17.2.2** The names of all members of the committee present at a committee meeting or a general meeting; and

**17.2.3** All proceedings at committee meetings and general meetings.

**17.2.4** Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson at the subsequent meeting.

## **18. TREASURER**

It is the duty of the treasurer of the association to ensure;

**18.1** That all money due to the association is collected and received and that all payments authorized by the association are made; and

**18.2** That the correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## **19. CASUAL VACANCIES**

For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

**19.1** Dies; or

**19.2** Ceases to be a member of the association; or

**19.3** Becomes an insolvent under administration within the meaning of the Corporations Law, or

**19.4** Resigns office by notice in writing given to the secretary; or

**19.5** Is removed from office under rule 20; or

**19.6** Becomes a mentally incapacitated person; or

**19.7** Is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## **20. REMOVAL OF MEMBER**

**20.1** The association in a general meeting may by resolution remove any member of the committee from the office of committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

**20.2** If a member of the committee to whom a proposed resolution referred to in clause 20.1 relates makes representations in writing to the secretary or president ( not exceeding a reasonable length) and request that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association, or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is

considered.

## **21. MEETINGS AND QUORUM**

**21.1** The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.

**21.2** In the event of a member of the committee, not being the president, wishing to call a meeting of the committee, such notice must be in writing and signed by the convenor and 2 other members of the committee and presented to the secretary. The secretary will then notify all committee members of the date, venue and time.

**21.3** Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee), prior to the starting time of the meeting. For the avoidance of any doubt, written notice may be given by email, SMS or any other form of electronic communication.

**21.4** Notice of the meeting given under clause 21.3 must specify the general nature of the business to be transacted at the meeting, and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

**21.5** Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

**21.6** No business is to be transacted by the committee unless a quorum is present.

**21.7** If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

- At a meeting of the committee:
- The president or, in the president's absence, the vice president is to preside; or

**21.8.1** If the president and the vice president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **22. DELEGATION BY COMMITTEE TO SUB – COMMITTEE**

**22.1** The committee may delegate to one or more sub-committees.

**22.2** A sub-committee must keep an accurate record of its deliberations and at the conclusion of its delegated authority, provide this record including any additional documents to the committee secretary

**22.3** A sub-committee may meet and adjourn as it thinks proper.

**22.4** A sub-committee is to report, including any recommendations, to the committee which in turn is not bound to act on all or any of the report and recommendations.

## **23. VOTING AND DECISIONS**

**23.1** Questions arising at a meeting of the committee or of a sub – committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub- committee present at the meeting.

**23.2** Each member present at a meeting of the committee or of any sub – committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second casting vote.

## **PART IV - GENERAL MEETINGS**

### **24. ANNUAL GENERAL MEETINGS – HOLDING OF**

**24.1** With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

**24.2** Clause 24.1 has effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

### **25. ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT**

**25.1** The annual general meeting of the association is, subject to the Act and to Rule 24, to be convened on such date and at such a place and time as the committee thinks fit.

**25.2** In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

**25.2.1** To confirm the minutes of the preceding annual general meeting and of any special general meeting held since that meeting.

**25.2.2** To receive from the committee reports on the activities of the association during the preceding financial year.

**25.2.3** To elect office – bearers of the association and ordinary members of the committee.

**25.2.4** To receive and consider the financial statement/s which are required to be submitted to members under section 26 (6) of the Act.

**25.2.5** An annual general meeting must be specified as such in the notice convening it.

### **26. SPECIAL GENERAL MEETING – CALLING OF**

**26.1** The committee may, whenever it thinks fit, convene a special general meeting of the association.

**26.2** The committee must, on the request in writing of at least 5 percent of the total number of ordinary members, convene a special general meeting of the association.

**26.3** A request of ordinary members for a special general meeting.

**26.3.1** Must state the purpose or purposes of the meeting; and

**26.3.2** Must be signed by the members making the request; and

**26.3.3** Must be lodged with the secretary; and

**26.3.4** May consist of several documents in a similar form, each signed by one or more of the members making the request.

**26.4** If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the request may convene a special general meeting to be held not later than three months after that date.

**26.5** A special general meeting convened by a member or members as referred to in clause 26.4, must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

## **27. NOTICE**

**27.1** Except if the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post and or email or any other form of electronic communication, to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

**27.2** If the nature of the business proposed to be dealt with at a special meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the special general meeting cause notice to be sent to each member in the manner provided in clause 27.1, specifying in addition to the matter required under clause 27.1, the intention to propose the resolution as a special resolution.

**27.3** No business other than that specified in the notice convening a special meeting is to be transacted at the meeting except, in the case of an annual special meeting, business which may be transacted under rule 25.2.

**27.4** A member desiring to bring any business before a special meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a special meeting given after receipt of the notice from the member.

## **28. PROCEDURE**

**28.1** No item of business is to be transacted at a general meeting and/or a special general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

**28.2** 15 members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting and/or a special general meeting.

**28.3** If within half an hour after the appointed time for the commencement of a general meeting and/or special general meeting, a quorum is not present the meeting:

**28.3.1** if convened on the requisition of members, is to be dissolved; and

**28.3.2** in any other case, is to stand adjourned to a time which is more suitable to the majority of members. The person presiding at the time of the meeting may inform members or may be communicated by written notice to members before the day to which the meeting is adjourned.

**28.3.3** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

## **29. PRESIDING MEMBER**

**29.1** The president or, in the president's absence, the vice president, is to preside as chairperson at each meeting of the association.

**29.2** If the president and the vice president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **30. ADJOURNMENT**

**30.1** The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**30.2** If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

**30.3** Except as provided in clauses 30.1 and 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.



## **31. MAKING OF DECISIONS**

**31.1** A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.

**31.2** At a general meeting of the association, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.

**31.3** If a poll is demanded at a general meeting, the poll must be taken:

**31.3.1** Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

**31.3.2** in any other case, in such manner and at such time before the close of the meeting as the chairperson directs. And the resolution of the poll on the matter is taken to be the resolution of the meeting on the matter.

## **32. SPECIAL RESOLUTION**

A resolution of the association is a special resolution:

**32.1** To be passed it must be agreed to by the majority which comprises at least three – quarters of members present at the meeting and entitled to vote, or by proxy, at a special general meeting of which 21 days' notice has been given.

**32.2** A notice must specify the intention to propose the resolution as a special resolution given in accordance with the rules of the association.

## **33. VOTING**

**33.1** Questions arising at a meeting of the committee or of a subcommittee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub- committee present at the meeting.

**33.2.1** Each member present at a meeting of the committee or of any sub – committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a casting vote.

**33.2.2** A written notice of appointment of a proxy shall be given to the secretary in a sealed envelope; and

**33.2.3** The notice shall be signed by the member appointing a proxy and the nominated proxy must countersign the notice whereby agreeing to act as proxy in the matter specified within the notice; and

**33.2.4** The notice must be into the hand of the secretary not less than 14 days prior to the date set down to decide the matter specified therein; and

**33.2.5** The matter to be voted on by proxy must be specified within the notice; and

**33.2.6** The member appointing a proxy shall advise within the notice his or her voting intention with respect to the matter specified therein; and

**33.2.7** The secretary shall not open any notification of a proxy vote until the date set down for the matter to be decided; and

**33.2.8** The secretary shall record in the minutes the voting choice of each proxy; and

**33.2.9** Any member may vote by proxy on more than one matter to be decided at any given meeting of the association provided that each matter to be so decided by proxy is notified in a separate notice.

**33.3** In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a casting vote.

**33.4** A member or proxy is not entitled to vote at any general meeting of the association unless all prescribed dues and fees payable by the member to the association have been paid.

## **34 APPOINTMENT OF PROXIES**

The appointment of proxies shall be as prescribed in rule 33.2.2 above.

## **PART V – MISCELLANEOUS**

### **35. INSURANCE**

**35.1** The association must affect and maintain insurance under section 44 of the Act.

**35.2** In addition to the insurance required under clause 35.1 the association may affect and maintain other insurance.

### **36. FUNDS SOURCE**

**36.1** The funds of the association are to be derived from sponsorship, annual subscriptions of members, donations and subject to any resolution passed by the association at an annual general meeting (AGM) and/or special general meeting such other sources as the committee determines.

**36.2** All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account

**36.3** The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**36.4** The association shall not raise funds by means of loans, excepting by a special resolution passed at an annual general meeting (AGM) and/or special general meeting of the association.

### **37. FUNDS - MANAGEMENT**

**37.1** Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in the pursuance of the objectives of the association in such manner as the committee determines.

**37.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the committee or employees of the association, being members or employees authorized to do so by the committee.

### **38. ALTERATION OF OBJECTIVES AND RULES**

The statement of objectives and these rules may be altered, rescinded or added to only by a special resolution of the association.

### **39. CUSTODY OF BOOKS**

Except as otherwise provided by these rules, the public officer must keep in their custody or under his or her control all records, books and other documents relating to the association.

## **40. INSPECTION OF BOOKS**

The records, books and other documents of the association must be open to inspection, free of charge to a member of the association at a mutually suitable time and subject to privacy provisions. A member seeking to inspect these documents and records must sign a form agreeing to not publicly or privately release this information.

## **41. SERVICE OF NOTICES**

**41.1** For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally or by sending it by post, email or SMS or any form of electronic communication to the member at the member's address shown in the register of members.

**41.2** If a document is sent to a person by properly addressing, prepaying, and posting to the person, a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of the post.

## **42. EMPLOYMENT OF STAFF**

The committee may employ staff from time to time, and those appointed must not be members of the association at the time of their commencement. Where an appointee is a financial member, the appointment does not become effective until one (1) day after their resignation has been accepted by the committee, noted in clause 6.2.

## **43. DISSOLUTION OF THE ASSOCIATION**

**43.1** The association shall be dissolved by: -

**43.1.1** If there should occur at any time an insufficiency of finances, and / or, members to maintain and operate the radio station in a manner as is prescribed in the Preamble Clauses 1 and 2; or

**43.1.2** A special general meeting of the association passes a special resolution to dissolve the association.

**43.2** In the event of the dissolution of the association, the committee shall appoint a professional person or persons to act as its liquidator.

**43.3** In the event of the association going into liquidation any funds that remain after the disbursements, payment to creditors and payment of all fees and charges, should be disbursed

to non-religious, non-profit organisations in Inverell and surrounding district.

#### **44. INCOME AND PROPERTY**

**44.1** The income and property of the association must be applied solely towards the objects of the association.

**44.2** No income or property of the association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any member of the association. However, nothing in this constitution will prevent payment in good faith to a member:

- (i) In return for any services rendered or goods supplied in the ordinary and usual course of business to the association;
- (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the association;
- (iii) of reasonable and proper rent for premises leased by any member to the association; or
- (iv) paying premiums for insurance indemnifying office bearers of the association, as allowed for by law (if applicable elsewhere in this constitution).

**44.3** Any allocation of funds or property to other persons or organisations will be made in accordance with the objects of the association and the association will not act as a mere conduit for the passing of donations to other organisations, bodies or persons in breach of the requirements of the special conditions in item 12.1.1 of section 30-100 of the *Income Tax Assessment Act 1997*

#### **45. SURPLUS ARISING FROM DEDUCTIBLE DONATIONS**

**45.1** This clause only applies in the event that the association is endorsed as a Deductible Gift Recipient (DGR).

**45.2** If any surplus remains following the winding up of the association, the surplus will not be paid to or distributed amongst members, but will be given or transferred to another charity or charities which has (have):

- i. objects which are similar to the objects of the association;
- ii. a constitution which requires its income and property to be applied in promoting its objects;
- iii. a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the association by **clause 44.2**;
- iv. DGR endorsement.

**45.3** The identity of the charity or charities referred to in **clause 44.2** is to be determined:

- i. by the management committee; or

ii.by the members,

in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of New South Wales for determination.

**45.4** In the event that the association subsequently has its endorsement as a DGR revoked, the association must transfer all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions to another DGR which is charitable, such DGR to be determined by the management committee, or failing the management committee, the members and failing such determination being made by either the management committee or members, by application to the Supreme Court of New South Wales

## **46. OTHER SURPLUSES**

**46.1** In the event that **clause 45** applies, any surplus remaining which is not within the ambit of **clause 45.2** will be paid to or distributed to another association which has:

- i. objects which are similar to the objects of the association and is charitable;
- ii. a constitution which requires its income and property to be applied solely in promoting its objects; and
- iii. a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the association by **clause 44.2**.

**46.2** The identity of the association referred to in **clause 46.1** is to be determined:

- i. by the management committee; or
- ii. if the management committee do not decide or does not wish to decide, then by the member(s),

in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of New South Wales for determination.