

# ECHUCA-MOAMA BROADCAST SERVICE INC.

ABN 68 331 263 125

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## Constitution

As Amended – September 2013.  
Amended - April 2018

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ECHUCA-MOAMA BROADCAST SERVICE INC.

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## **1. DEFINITIONS**

### **1.1 Name of Incorporated Body.**

The Name of the incorporated association is Echuca Moama Broadcasting Services Incorporated.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### **1.2 Australian Business Number (ABN):**

The ABN for the Echuca Moama Broadcasting Services Incorporated is 68 331 263 125

### **1.3 Purposes**

The Objects of the Association shall be

- (a) to take over the assets and liabilities of the existing organisation known as Echuca-Moama Broadcast Service Inc.
- (b) to prepare and assist members to compile programs for transmission.
- (c) to encourage and promote community and cultural expression through music, art, science, literature and education for the benefit of members and the community
- (d) to seek all possible participation of members in all aspects of the Association including management, programming and presentation.
- (e) to support the development of community media activities especially community radio and television
- (f) to apply for a community broadcasting licence or licences under the Broadcasting Services Act 1992.
- (g) to seek to obtain programs from other broadcasters and program units of interest to members

### **1.4 Financial Year**

The Financial Year of the Association will be from 1<sup>st</sup> July to 30<sup>th</sup> June.

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## 1.5 Definitions:

In these Rules:

*absolute majority*, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

*associate member* means a member referred to in rule 2.6 (3);

*Chairperson*, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 5.6;

*Committee* means the Committee having management of the business of the Association;

*committee meeting* means a meeting of the Committee held in accordance with these Rules;

*committee member* means a member of the Committee elected or appointed under Rule 4.3;

*disciplinary appeal meeting* means a meeting of the members of the Association convened under rule 3.5;

*disciplinary meeting* means a meeting of the Committee convened for the purposes of rule 3.2;

*disciplinary subcommittee* means the subcommittee appointed under rule 3.4;

*financial year* means the 12 month period specified in rule 3;

*general meeting* means a general meeting of the members of the Association convened in accordance with Rule 5 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

*member* means a member of the Association;

*member entitled to vote* means a member who under rule 2.2 is entitled to vote at a general meeting;

*special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting, in person, in favour of the resolution;

*the Act* means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

*the Registrar* means the Registrar of Incorporated Associations.

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## **2 MEMBERSHIP**

Minimum number of members:

The Association shall have a minimum number of 5 members.

### **2.1 Who is eligible to be a member**

Any person who supports the purposes of the Association is eligible for membership.

### **2.2 Application for membership**

To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules.
- (d) The application—
- (e) must be signed by the applicant; and
- (f) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 2.5

### **2.3 Consideration of application**

- (a) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

#### **(b) An application can only be rejected if there are reasonable grounds to believe:**

- (i) the applicant would not abide by the rules, objectives and policies of the association
- (ii) the applicant would not abide by the Community Broadcasting Codes of Practice
- (iii) the applicant would pose a security risk to the members or premises of the association
- (iv) or if the applicant has been convicted of an indictable or serious offence

#### **(c) Right of Reply for Rejected Membership Application**

(1) Where the committee passes a resolution under rule 2.3 to reject the membership, the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject to the resolution:

- (a) setting out the resolution of the committee and the grounds on which it was based.

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(b) stating the applicant may address the committee at a meeting held not earlier than 14 days and no later than 28 days after the service of the notice;

(c) stating the date, time and place of the meeting; and

(d) informing the applicant subject of the resolution that he/she may do either or both of the following:

(i) attend and speak at that meeting;

(ii) submit to the meeting at, or prior to the date of that meeting written representations relating to the resolution.

(2) At the meeting of the committee held as referred to in clause (1) the committee shall:

(a) give the applicant subject of the resolution an opportunity to make oral representations

(b) give due consideration to any written representations submitted to the committee by the applicant subject to the resolution at, or prior to the meeting; and

(c) by resolution determine whether to confirm or revoke the resolution.

(3) Where the committee confirms the resolution under clause (2) above, the secretary shall within 7 days after that confirmation, by notice in writing, inform the applicant subject of the resolution of the reasons for the confirmation and the right of appeal.

(4) The resolution confirmed by the committee does not take effect:

a) until the expiration of the period within which the applicant subject of the resolution is entitled to appeal against the resolution where the applicant subject to the resolution does not exercise the right of appeal within that period; or

b) where within that period the applicant subject of the resolution exercises the right of appeal, unless and until the association confirms the resolution under rule 2.3 (d) (4) whichever is later.

(5) If the decision to reject the application is upheld, the secretary must return any money accompanying the application to the applicant.

**(d) Right of Appeal for Rejected Membership applicant**

(1) A rejected applicant may appeal to the association at a general meeting against a resolution of the committee under rule 2.3 within 7 days after the notice of the resolution is served on the rejected applicant or member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the rejected applicant intends to rely for the purposes of appeal.

(3) On receipt of a notice from a rejected applicant under clause (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.

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(4) At a general meeting of the association convened under clause (3):

(a) no business other than the question of the appeal is to be transacted; and

(b) the committee and the rejected applicant must be given opportunity to state their respective cases orally or in writing, or both; and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked

(5) If at a general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed. All money paid by the rejected applicant must be returned.

## **2.4 New membership**

- (a) If an application for membership is approved by the Committee—
- (i) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (ii) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (b) A person becomes a member of the Association and, subject to rule 2.3 is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
- (i) the Committee approves the person's membership; or
  - (ii) the person pays the joining fee.

## **2.5 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine—
- (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (i) The Association may determine that a lower annual subscription is payable by associate members.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

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## **2.6 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 6.6; and
  - (f) to inspect the register of members.
  
- (2) A member is entitled to vote if—
  - (a) the member is a member other than an associate member; and
  - (b) more than 10 business days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.
  
- (3) Associate members
  - (1) Associate members of the Association include—
    - (a) any members under the age of 15 years; and
    - (b) any other category of member as determined by special resolution at a general meeting.
  - (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

## **2.7 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

## **2.8 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **2.9 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

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(2) A member is taken to have resigned if—

- (a) the member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable—
  - (i) the Secretary has made a written request to the member to confirm that he or she remain a member; and
  - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **2.10 Register of members**

(1) The Secretary must keep and maintain a register of members that includes—

- (a) for each current member—
  - (i) the member's name;
  - (ii) the address for notice last given by the member;
  - (iii) the date of becoming a member;
  - (iv) if the member is an associate member, a note to that effect;
  - (v) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

### **Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **2.11 Members Liabilities**

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or 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 8.

## **3 RESOLUTION OF INTERNAL DISPUTES**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to refer to:
  - (a) Discrimination & Harassment Policy
  - (b) Grievances & Dispute Resolution Policy

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- (c) Committee of Management Dispute Resolution Policy
- (d) Sexual Harassment Policy

### **3.1 Disciplining of Members**

Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### **3.2 Disciplinary subcommittee**

- (a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (b) The members of the disciplinary subcommittee—
  - (i) may be Committee members, members of the Association or anyone else; but
  - (ii) must not be biased against, or in favour of, the member concerned.

### **3.3 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member;
  - and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 3.5.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

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### **3.4 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

### **3.5 Appeal rights**

- (1) A person whose membership or rights have been suspended or who has been expelled from the Association under rule 3.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **3.6 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

### **3.7 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **3.8 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **3.9 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 5.4, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or

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(ii) if the dispute is between a member and the Committee or the Association— a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

### **3.9 Mediation process**

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

### **3.10 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **4 THE COMMITTEE OF MANAGEMENT**

### **4.1 Powers of the Committee of Management**

(1) The Committee of Management is to be called the Committee of Management of the Association and, subject to the Act, the Regulation and “code of conduct of the Committee of Management members of Echuca-Moama Broadcast Service Incorporated”, these rules, and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association; and
- (b) 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
- (c) has power to perform all such acts and do all such things as appear to the Committee of Management to be necessary or desirable for the proper management of the affairs of the association; and
- (d) the Committee of Management shall have power to make by-laws not inconsistent with the act, regulations and these rules.

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## 4.2 Constitution and Membership.

The Committee of Management shall consist of 8 members

- (1) Four of these members will be elected annually on a rotational basis for a term of two years.
- (2) Each member of the Committee of Management is, subject to these rules, to hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the membership of the Committee of Management, the Committee of Management 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 conclusion of the term of office of the position that became vacant.

## 4.3 Election of Members

- (1) Nominations of candidates for election as members of the Committee of Management:
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) 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.
- (2) If insufficient nominations are received to fill all vacancies on the Committee of Management, the candidates nominated are taken to be elected.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee of Management are taken to be casual vacancies
- (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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of members of the Committee of Management is to be conducted at the annual general meeting in such usual and proper manner as the Committee of Management may direct.
- (7) If a ballot is required the member positions will be filled in order of number of votes obtained.
- (8) The board shall consist of 8 members, 4 of which will be elected annually on a rotational basis for a term of 2 years.

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- (9) At the first Committee of Management meeting after the Annual General Meeting, the Committee of Management shall elect the executives for the following 12 months.
- (10) Executive positions shall be elected by the Committee of Management annually at the first board of management meeting after the Annual General Meeting and shall hold office until the next Annual General Meeting, at which stage all executive positions will be declared vacant and will be appointed by the Board as per clause 4.3 (9)
- (11) A member of the Association is ineligible to nominate for the Committee of Management until they have been a member of the Association for a period of 12 months prior to the nomination period commencing.

#### **4.4 Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address,
- (2) It is the duty of the secretary to keep minutes of
  - (a) all appointments of office bearers and members of the Committee of Management
  - (b) the names of members of the Committee of Management present at a Committee of Management meeting, or a general meeting; and
  - (c) all proceedings at Committee of Management meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The Secretary shall also hold the position of Public Officer, and conduct all duties as required by the relevant Act.

#### **4.5 Treasurer**

- (1) It is the duty of the treasurer of the association to ensure:
  - (a) that all money due to the association is collected and received and that all payments authorised by the association are made; and
  - (b) that 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.

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#### **4.6 Casual Vacancies**

- (1) For the purpose of these rules, a casual vacancy in the office of a member of the Committee of Management occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the Corporations act 2001 of the commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under rule 4.7, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without consent of the Committee of Management from 3 consecutive meetings of the Committee of Management.

#### **4.7 Removal of a Member**

- (1) The association in general meeting may by resolution remove any member of the Committee of Management from the office of 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.
- (2) If a member of the Committee of Management to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests 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.

#### **4.8 Meetings and Quorum**

- (1) The Committee of Management must meet at least 3 times in each period of 12 months at such a place and time as the Committee of Management may determine.
- (2) Additional meetings of the Committee of Management may be convened by the President or by any member of the Committee of Management,
- (3) Oral or written notice of a meeting, of the Committee of Management must be given by the secretary to each member of the Committee of Management at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee of Management) before the time appointed for the holding of the meeting.

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- (4) Notice of a meeting given under clause (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 of Management members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Committee of Management constitute a quorum for the transaction of the business of a meeting of the Committee of Management.
- (6) No business is to be transacted by the Committee of Management unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (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.
- (8) At a meeting of the Committee of Management:
  - (a) the President or in the President's absence the Vice-President is to preside, or
  - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee of Management as may be chosen by the members present at the meeting, is to preside.
- (9) Leave of absence
  - (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
  - (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

#### **4.9 Delegation by Committee of Management to Sub-Committee.**

- (1) The Committee of Management may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Committee of Management thinks fit) the exercise of such of the functions of the Committee of Management as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Committee of Management by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

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- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation
- (4) Despite any delegation under this rule, the Committee of Management may, continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee of Management.
- (6) The Committee of Management may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A subcommittee may meet and adjourn as it thinks proper.

#### **4.10 Voting and Decisions**

- (1) Questions arising at a meeting of the Committee of Management or of any subcommittee appointed by the Committee of Management are to be determined by, a majority of the votes of members of the Committee of Management or subcommittee present at the meeting.
- (2) Each Committee of Management member present at a meeting of the Committee of Management (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 or casting vote.
- (3) Each member (including a Committee of Management representative) of a subcommittee appointed by the Committee of Management (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 or casting vote.
- (4) Subject to rule 4.8 (5) the Committee of Management may act despite any vacancy on the Committee of Management.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered by the Committee of Management or by the Sub Committee appointed by the Committee of Management, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee of Management or Sub Committee

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#### **4.11 Conflict of interest**

(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(2) The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a

member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

## **5 GENERAL MEETINGS**

### **5.1 Annual General Meetings – Holding of**

(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.

(2) The association must hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act and
- (b) within the period of 6 months after the expiration of the first financial year of the association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act,

### **5.2 Annual General Meetings – Calling Of and Business At.**

(1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

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- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (6) An annual general meeting must be specified as such in the notice convening it.

### **5.3 Special General Meetings – Calling of.**

- (1) The Committee of Management may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Committee of Management must, on the requisition in writing of at least 50 per cent of the total number of members convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee of Management 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 requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee of Management and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

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#### **5.4 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a 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 in writing by email, mail, hand delivered or electronically 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.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary, must at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 5.2 (2)
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

#### **5.5 Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Seventeen members (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.
- (3) if within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting
  - (a) if convened on the requisition of members is to be dissolved; and
  - (b) in any other case is to stand adjourned to the same day, in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written

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notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) 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.

## **5.6 Presiding Member**

- (1) The President or in the President's absence, the Vice President, is to preside as chairperson at each general meeting of the association, with full voting power.
- (2) In addition to an ordinary vote, the President, when necessary, shall also exercise a casting vote
- (3) 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.
- (4) The Committee of Management may invite a non-member of the Association to chair a Board or General Meeting of the Association.
- (5) The Presiding Member cannot hold the position of Station Manager, or any other position that has day to day control over volunteers, and or staff.

## **5.7 Adjournment**

- (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.
- (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 place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (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.

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## **5.8 Making of Decisions**

- (1) A question arising at a general meeting of the association is to be determined on a show of hands 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 or proportion of votes recorded in favour of / or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 5 members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken
  - (a) 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
  - (b) 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 that matter.

## **5.9 Special Resolutions**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the chairperson that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the chairperson.
- (c) Postal or electronic ballots
  - (i) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than a disciplinary appeal meeting).

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## 5.10 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) Votes can be given in person, or by proxy sent by post, email or electronically.
- (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 second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, including any amount due for subscriptions payable in respect the then current financial year.
- (5) The results of the ballot for the Committee of Management will be made available to any financial member who wishes to inspect the results at the Annual General Meeting.
- (6) Use of technology

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

- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### (7) Proxy Votes

(a) Each member is entitled to appoint another member as their proxy to speak or vote on their behalf at a general meeting other than a disciplinary appeal meeting.

(b) Members are entitled to vote by proxy at a Special General or General Meeting. The appointment of a proxy must be in writing and signed by the member making the appointment. Proxy forms may be electronically sent or emailed to a member.

(c) The member may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

(d) No member is to hold more than 1 proxy.

(e) The notice appointing the proxy is to be in the form set out in Appendix 1 on the Membership Policy .

(g) If the Committee has approved a form for the appointment of a proxy, the member may still use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

(h) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(i) The proxy votes will count towards a quorum.

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### **5.11 Life Membership**

- (1) Life Membership is the highest recognition available to honour the exceptional contribution of an individual to the Association. It is, therefore, only to be awarded to deserving members.  
General Considerations: A member who has rendered outstanding service to the Association over a substantial period or any member who has rendered exemplary or extraordinary service over a lesser period that has greatly advanced the aims and ideals of the Association.
- (2) The Committee may bestow Life Membership upon any members.
- (3) Life Membership maintains full membership privileges without the payment of the annual subscription renewal.
- (4) The conferral of Life Membership is to be made at an appropriate Association function or meeting.

## **6 MISCELLANEOUS**

### **6.1 Insurance**

The association must effect and maintain insurance.

### **6.2 Funds - Source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and subject to any resolution passed by the association in general meeting, such other sources as the Committee of Management determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the associations bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **6.3 Funds - Management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Committee of Management determines.

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(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee of Management or employees of the association, being members or employees authorised to do so by the Committee of Management.

(3) the required financial statements of the Association shall be audited by a qualified Accountant, or a person with suitable business experience, who is not:

- (a) An Officer of the Association.
- (b) A partner, employer or employee of an officer of the Association

#### **6.4 Alteration of Objects and Rules**

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

#### **6.5 Custody of the Books.**

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

#### **6.6 Inspection of Books**

(1) The records, books, and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour. All requests must be in writing, and stating a reason for why an inspection is requested. The Committee has the power to reject any request that will breach the Privacy Act.

#### **6.7 Service of Notices**

- (1) For the purpose of these rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person at the members address shown in the member of registers, or
  - (c) by sending it by facsimile transmission, email, text or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

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- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or (some other form of electronic transmission including email), on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **6.8 Compliance with the Charitable Fundraising Act 1991**

- (1) The current deemed authority to fundraise has been issued under the Charitable Fundraising Act of 1991.

## **6.9 Winding Up of the Incorporated Body**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.