



CONSTITUTION

NORTH COAST RADIO INC

ABN: 75 224 975 728

Contact Details

Post: PO Box 550
Lismore NSW 2480
Email: manager@2ncr.org.au
Phone: 02 6622 7939
Fax: 02 6622 1266

SECTION A - Objectives

1. To operate a community broadcasting station and to furnish and equip audio studios and production facilities of broadcast standard for use by the community.
2. To operate the association as a not-for-profit community institution which must not pay any of its profits or financial surplus, or give any of its property, to its members or office bearers, and to undertake all measures necessary to provide a radio broadcasting service to encourage, enable and facilitate communication within the community by operating and developing community media activities. In particular to:
 - a. enable and facilitate communication within the community by broadcasting programs dealing with issues, events, culture and activities, and
 - b. provide the opportunity for community groups and related associations, organisations and individuals to be involved in the production and presentation of original programs.
3. In accordance with the above, and as the association determines, to provide programming of a type not adequately covered by existing broadcasters, and in particular:
 - a. encourage and develop uses of radio for community and public affairs, education, culture, information, entertainment and recreation by, for and directed to the community,
 - b. promote and encourage innovative and experimental use of radio,
 - c. commission musical, dramatic and literary works for use relating to the objectives of the association.
4. To foster the development and ideals of community broadcasting in such ways as the association may determine, and to subscribe to the Community Broadcasting Code of Practice (Radio), and the station's Operations Manual.
5. To conduct and/or participate in, either solely or jointly with others, entertainments, promotions, concerts, cultural activities, meetings, conferences, community resource information centres, lectures, seminars, courses, on matters of interest relating to the objectives of the association (and to broadcast the same as are relevant) and to publish either solely or jointly with others, program and other material relating to the objectives of the association.
6. To carry out research into radio and other media including all technical, economic, social and marketing aspects specifically related to the use of these means towards the objectives of the association.
7. To produce either solely or jointly with others tapes, cassettes, publications and other products for sale, loan or hire including taped programs suitable for dissemination through access arrangements with other community broadcasters and programmers and other outlets.

8. To inform members of the association and other interested individuals about the aims and operations of the association, about community broadcasting, and about the aims and activities of participating groups and individuals, through station programming and promotional activities.
9. To pursue long term financial viability and expand and diversify the association's revenue base (within the confines of the Broadcasting Services Act 1992 and without compromising the primary aims of the station). This may involve:
 - a. taking such steps as personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the association, in the shape of donations, annual membership fees or otherwise,
 - b. applying to the Government, whether State or Federal, public bodies, local municipal, corporate companies or persons for, and to accept, grants and subsidies of money, donations, subscriptions and other assistance with a view to promoting the objectives of the association.
10. To appoint, employ, remove or suspend employees as may be necessary for the purposes of the association.
11. To co-operate and cross-promote with other community, private and government bodies; to market and develop the station so as to increase awareness and to support and co-operate with any kindred body.
12. To improve quality and standards within the station's broadcasting and operations through training and sound business practice.
13. To enter into arrangements with any Government or authority, municipal, local or otherwise, that may seem conducive to the association's objectives, and to obtain from any such Government or authority any rights, privileges and concessions which the association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
14. To print or publish (including via the Internet) any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objectives.
15. To do or cease to do from time to time any other such things as may be determined to be in keeping with the general aims of the association.

Section B - Rules

PART I - PRELIMINARY

DEFINITIONS

1. (1) In these rules "**ordinary member**" means a member of the committee who is not an office-bearer of the association, as referred to in rule 14 (2); "**secretary**" means: (a)

the person holding office under these rules as secretary of the association; or (b) if no such 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; "**the Act**" means the Associations Incorporation Act 1984; "**the association**" means North Coast Radio Incorporated.

(2) In these rules (a) a reference to a function includes a reference to a power, authority and duty; and (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

2. A person is qualified to be a member of the association if, but only if: (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or (b) the person has applied for membership of the association as provided by rule 3, and (c) has been approved for membership of the association by the committee of the association.

APPLICATION FOR MEMBERSHIP

3. (1) An application for membership of the association: (a) shall be made by the applicant in the form set out in Appendix I to these rules; and (b) shall be lodged with the secretary of the association; and (c) shall be accompanied by the applicable annual membership fee.

(2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or reject the application. An application may only be rejected if: (a) there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the association; or (b) required by broadcast and common law, state or federal legislation; or (c) the applicant has been convicted of an indictable offence; or (d) there are reasonable grounds to believe an applicant would not abide by the Community Broadcasting Code of Practice; or (e) there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the association.

(3) Where the committee resolves (a) to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that approval, or (b) to reject an application for membership, the applicant shall have the right of reply and appeal under rule 10. Where the applicant exercises a right of reply the resolution of the committee is of no effect unless the committee, at a meeting held within 28 days after the service on the applicant of a notice under clause 10 (1), confirms the resolution in accordance with this rule. Should a membership application be rejected by the committee, and the decision is upheld by the appeal process, any membership fee paid will be refunded to the applicant within 28 days.

(4) The secretary shall, on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause; or (b) upon the resolution of the committee to reject an application being overturned on reply or appeal and payment of the required annual membership fee by the applicant, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

(5) Provisional membership will be granted to new members upon receipt of an application for membership on the prescribed form together with the relevant annual membership fee, from the date the form and fee are received until the next committee meeting, pending approval or rejection of the application. Membership entitlements shall not accrue until a membership application is confirmed at a committee meeting.

(6) Honorary membership will be granted to new members who undertake employment programs of fixed duration, for the term of their placement at 2NCR-FM. Honorary membership entitlements preclude voting rights.

(7) (a) The Management Committee may nominate individuals for life membership of North Coast Radio Inc., to be ratified at an annual or special general meeting by a majority of members present at the meeting.(b) Life membership nominees must have completed 15 years continuous Membership of, and have made significant contribution to, North Coast Radio Inc.

CESSATION OF MEMBERSHIP

4. A person ceases to be a member of the association if the person: (a) dies; or (b) resigns membership; or (c) is expelled from the association; or (d) fails to pay their annual membership fee to the Secretary of the Association by the due date.

MEMBERSHIP ENTITLEMENTS

5. (1) The normal period of annual membership of the association is from the 1st January to 31st December.

(2) Annual membership fees are normally due on the 1st January (of a given year) and payable by 31st March (of the same year), upon which date, if membership fees have not been paid, the persons' or organisations' membership entitlements will cease.

(3) A right, privilege or obligation which a person has by reason of being a member of the association; (a) is not capable of being transferred or transmitted to another person; and (b) terminates on cessation of the person's membership.

(4) Current financial members of the entity known as 2NCR-FM will receive retrospective and equivalent membership entitlements of the association for the remainder of their current membership period of the entity known as 2NCR-FM.

(5) Current honorary life members of the entity known as 2NCR-FM will receive equivalent membership entitlements of the association.

(6) Participation in the activities, affairs and operations of the association is restricted to financial members of the association. This rule is not applicable to persons or

organisations invited to participate such as on-air guests, co-opted consultants to committees, contractors, trades and repair persons or similar.

RESIGNATION OF MEMBERSHIP

6. (1) A member of the association is not entitled to resign that membership except in accordance of this rule.

(2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving written notice to the secretary. The member ceases to be a member upon receipt of their written notice by the secretary.

(3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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 and organisation that is a member of the association together with the date on which the person or organisation became a member.

(2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at a reasonable hour and with reasonable notice.

MEMBERSHIP FEES

8. (1) On admission to membership, a member of the association must pay to the association the relevant category of annual membership fee eg. Full, Concession, Junior, Community Group - the value of this fee set annually by the committee as integral to budget planning processes.

(2) Should a person submit an application for membership together with the relevant membership fee on or after 1 October of any particular year, and the membership application is approved by the committee, then any membership fee paid will cover membership fees due for the remainder of the current year and in addition the entirety of the following year.

(3) In addition to an annual membership fee, all members who present on-air programs, may be required to pay a broadcast levy. The requirement to do so and the amounts applicable will be determined at the committee's discretion.

(4) The committee reserves the right to restructure membership fees and categories of membership of the association on an annual basis.

(5) A person will remain a current member of the Association if their annual membership fee is paid to the Secretary by the due date. A notice will be sent to the member using known contact details encouraging them to renew their membership by 31st March of the relevant year to prevent their membership from lapsing.

MEMBERS LIABILITIES

9. The liability of a member of the association to contribute towards 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.

RIGHT OF REPLY OF REJECTED APPLICANT AND DISCIPLINED MEMBER

10. (1) Where the committee passes a resolution under clause 3 (3) (b) or clause 11 (3), the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution (a) setting out the resolution of the committee and the grounds on which it is based;

(b) stating that the applicant or member subject of the resolution may address the committee at a meeting to be held within 28 days after service on the notice; (c) stating the date, place and time of that meeting, and (d) informing the applicant or member subject of the resolution that he/she may do either or both of the following: (i) attend and speak at the meeting; (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

(2) At a meeting of the committee held as referred to in clause (1) the committee shall (a) give to the applicant or member subject of the resolution an opportunity to make an oral representation; (b) give due consideration to any written representation submitted to the committee by the applicant or member subject of 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 a resolution under clause (2), the secretary shall within 7 days after that confirmation, by notice in writing inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under rule 11.

(4) A resolution confirmed by the committee under clause (2) does not take effect (a) until the expiration period within which the applicant or member is entitled to appeal against the resolution where the applicant or member subject of the resolution does not exercise the right of appeal within that period, or (b) where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 11(4).

DISCIPLINING OF MEMBERS

11. (1) A complaint may be made by any member of the association that some other member of the association: (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

(2) On receiving such a complaint, the committee: (a) must cause notice of the complaint to be served on the member concerned; and

(b) must give the member at least 14 days from the time the notice is served within which to make written submissions to the committee in connection with the complaint; and (c)

must take into consideration any submissions made by the member in connection with the complaint.

(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.

(4) If the committee expels or suspends a member, the secretary must, within 7 days after action is taken, cause written notice to be given to the member of the actions taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 10.

(5) The expulsion or suspension does not take effect: (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 10 (4), which ever is the later.

(6) In instances of a member's breach of broadcast law, common law or the station's rules as specified in the station's operations manual, the committee or their delegate, has the authority to immediately suspend the member, pending an investigation.

PART III - THE COMMITTEE

POWERS OF THE COMMITTEE

12. (1) The committee is to be called the Management Committee of the Association and, subject to the Act, the Regulation and 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 to be necessary or desirable for the proper management of the affairs of the association and for the furtherance of its objectives, and may do so via delegation.

(2) Without limiting the generality of the above, the committee shall have the following specific powers: (a) to engage employees and to fix terms of employment in line with relevant employment legislation, (b) to engage consultants for appropriate fees, (c) to issue policy statements and publicity on behalf of the association, (d) to co-opt individuals with special expertise, in an advisory capacity, to the committee or appropriate sub-committee, (e) to advise on request, association members of all categories, on aspects of the operation of a community broadcasting licence, (f) to engage in negotiations, and make arrangements with, any Government or authority, municipal, local or otherwise, that may seem conducive to the association's objectives.

CONSTITUTION AND MEMBERSHIP

13. (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of the office-bearers of the association, and three (3) ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 14.

- (2) The office-bearers of the association are to be: (a) the president; (b) the vice-president; (c) the treasurer; and (d) the secretary.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (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 conclusion of the annual general meeting next following the date of the appointment.
- (5) Any current paid staff member of North Coast Radio Inc. is deemed ineligible to nominate for membership of the committee.

ELECTION OF MEMBERS

14. (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee: (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, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the committee 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 office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

PRESIDENT

15. (1) The president of the association must, as soon as practicable after being appointed as president, lodge notice with the association of his/her address.
- (2) It is the duty of the president of the association to: (a) act as chairperson at each committee and general meeting of the association, (b) provide direction and assistance to the committee secretary in the preparation for and conduct of meetings, and ensure that the meeting is held in accordance with the rules of the association, (c) establish, with the support of committee members, a set of objectives and tasks for the committee, (d) bring to the notice of the committee matters of importance which could affect the committee's

area of interest, (e) represent and promote ideas initiated by the committee to the association's membership and other bodies as required, (f) take responsibility for preparation of the annual report.

VICE-PRESIDENT

16. (1) The vice-president of the association must, as soon as practicable after being appointed as vice-president, lodge notice with the association of his/her address.
- (2) It is the duty of the vice-president of the association to deputise in all duties assigned to the president of the association.

SECRETARY

17. (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his/her address.
- (2) It is the duty of the secretary of the association to: (a) ensure that records of the business of the association are kept on file including: the rules of the association, register of association members, association correspondence and all appointments of office-bearers and committee members, (b) prepare agenda and take minutes of all committee and general meetings (including the names of committee members present at committee meetings and/or general meetings) (c) ensure that the appropriate reference documents are available at meetings, (d) respond to correspondence as required, (e) make association records available for inspection by association members at a reasonable hour and with reasonable notice.
- (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.

TREASURER

18. (1) The treasurer of the association must, as soon as practicable after being appointed as treasurer, lodge notice with the association of his/her address.
- (2) It is the duty of the treasurer of the association to: (a) ensure that all money received by the association is paid into an account in the association's name, (b) ensure that all payments are conducted in accordance with association policy (signatories, committee approval etc.), (c) ensure that correct books and accounts are kept showing the financial affairs of the association, including receipts, payments, petty cash, income and expenditure, annual financial reports etc., (d) make financial records available for inspection by association members at a reasonable hour and with reasonable notice.
- (3) The treasurer may delegate routine financial operations as necessary provided appropriate audits and checks have also been established.

PUBLIC OFFICER

19. (1) The public officer may be an office-bearer, committee member or any other person regarded as suitable for the position by the committee. The public officer must be 18 years of age and a resident of NSW.

(2) It is the duty of the public officer of the association to: (a) notify in writing the relevant state Department in the following circumstances: public officer appointment (within 14 days), a change of public officer's address, a change in the association's objectives, rules or name (within one month), report of the association's financial affairs (within one month after the association's annual general meeting).

(3) The public officer shall keep a register of members of the committee which must: (a) contain the name and residential address of each committee member and the date on which they joined the committee, (b) be updated within one month of any change taking place, (c) be made available for inspection by any person, free of charge, at a reasonable hour and with reasonable notice.

CASUAL VACANCIES

20. For the purpose of these rules, a casual vacancy in the office of a member of the committee 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 law; or (d) resigns office by notice in writing given to the secretary; or (e) is removed from office under rule 21; or (f) becomes a mentally incapacitated person; or (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

REMOVAL OF COMMITTEE MEMBER

21. (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office. Such position therefore becomes a casual vacancy and may be filled under rule 13 (4).

(2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates make a representation in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representation to each member of the association or, if the representation is not so sent, the member is entitled to require that the representation be read out at the meeting at which the resolution is considered.

COMMITTEE MEETINGS AND QUORUM

22. (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(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) before the time appointed for the holding of the meeting.

(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 members present at the meeting unanimously agree to treat as urgent business.

(5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business is to be transacted by the committee 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: (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, the committee members present may choose one of their number to preside.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

23. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee 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 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.

(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 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.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks appropriate.

VOTING AND DECISIONS

24. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of the members of the committee or sub-committee present at the meeting.

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

- (3) Subject to rule 22 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered or purported to have done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member or the committee or sub-committee.

PART IV - GENERAL MEETINGS

HOLDING OF ANNUAL GENERAL MEETINGS

25. (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.

CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

26. (1) The annual general meeting of the association is, subject to the Act and to rule 25, to be convened on such a date and at such a place and time as the committee thinks fit.
- (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: (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting; (b) to receive from the committee reports on the activities of the association during the last preceding financial year; (c) to elect members of the committee; (d) to receive and consider any statement which is required to be submitted to members under section 26 (6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

CALLING OF SPECIAL GENERAL MEETINGS

27. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 10 members or 5 percent of the total number of members (whichever is the greater), 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 the 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 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, 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 the 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.

NOTICE

28. (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 by pre-paid post 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 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 26 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing to that business to the secretary who must include that business in the next notice calling a general meeting after receipt of the notice from the member.

PROCEDURE

29. (1) No item of business is to 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) Ten members or 5 percent of the total number of members (whichever is the greater), present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of 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 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 5) is to constitute a quorum.

PRESIDING MEMBER

30. (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the committee members present shall choose one of their number to preside.
- (3) If no committee members are present or are unwilling to act, the members present shall choose one of their number to preside.

ADJOURNMENT

31. (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 the 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.

MAKING OF DECISIONS

32. (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 or proportion of the 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 3 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.

SPECIAL RESOLUTIONS

33. 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 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 Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in the manner specified by the Commissioner.

VOTING

34. (1) On any question arising at a general meeting of the association a member has one vote only.

(2) All votes must be given personally.

(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.

PART V - MISCELLANEOUS

INSURANCE

35. (1) The association must effect and maintain insurance under section 44 of the Act.

(2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

SOURCE OF FUNDS

36. (1) The funds of the association are to be derived from annual membership fees, donations and such other sources as the committee determines appropriate in accordance with clause 9 of the association's objectives.

(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.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

MANAGEMENT OF FUNDS

37. (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 determines.

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

ALTERATION OF OBJECTIVES AND RULES

38. The statement of objectives and these rules may be altered, rescinded or added to only by a special resolution of the association in accordance with rule 33.

COMMON SEAL

39. (1) The common seal of the association must be kept in the custody of the public officer.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public office or secretary.

CUSTODY OF BOOKS

40. 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.

INSPECTION OF BOOKS

41. The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at a reasonable hour and with reasonable notice.

SERVICE OF NOTICES

42. (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 to the member at the member's address shown in the register of members.

(2) If a document is sent to a person by properly addressing, pre-paying 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 post.

PUBLIC FUND

43. (1) The Association will establish and maintain a public fund.

(2) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association.

(3) Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

- (4) The fund must not receive any money or property other than gifts and donations and interest accruing thereon.
- (5) The fund, including operation of its bank account, will be administered by a subcommittee of the management committee consisting of four members, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- (6) No monies or assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (7) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (8) Receipts for gifts to the public fund must state:
 - a) the name of the public fund and that the receipt is for a gift made to the public fund;
 - b) the Australian Business Number of the Association;
 - c) the fact that the receipt is for a gift; and
 - d) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- (9) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

WINDING UP

44. The association shall be wound up if a resolution to that effect is carried by a vote of a three-quarter majority of the financial members present at a general meeting convened to consider the resolution.

DISTRIBUTION OF SURPLUS ASSETS

45. If the association is to be wound up, and there remains surplus assets after satisfaction of all its debts and liabilities, the same shall not be paid to or distributed among the members or office bearers of the association, but shall be transferred to an institution having objects similar to the objects of the association. A suitable institution will be determined by the members of the association.

Last updated: 19th June 2008