

**GREAT LAKES AREA FM
COMMUNITY RADIO
ASSOCIATION INCORPRATED**

Certificate of Incorporation under the Act granted on 27 September 2007

CONSTITUTION

Effective: 05 December 2017

**GREAT LAKES AREA FM COMMUNITY RADIO
ASSOCIATION INCORPORATION**

CONSTITUTION

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CONSTITUTION

PART 1: PRELIMINARY

1. Name

The name of the association is “GREAT LAKES AREA FM COMMUNITY RADIO ASSOCIATION INCORPORATED”, hereinafter referred to as “the Association”.

2. Principal Purpose

The Association will operate as a community not for profit radio station to provide the community of the Great Lakes Area with relevant and popular content that offers a wide variety of music, news and information, and to facilitate and promote communication on local issues, events, culture and activities.

3. Objectives or Functions

The objectives or functions for which the association is established are:-

- (a) To apply for obtain and hold a licence to provide a community broadcasting service;
- (b) To encourage community interest awareness and participation in a broad spectrum of community cultural religious and other matters;
- (c) To initiate support for, promote or enter into any lawful movement or idea that shall be for public or community benefit or for the development progress or advancement of the Community Broadcasting Service in particular and the Great Lakes Shire in general;
- (d) To consider all questions connected with such matters as are referred to in paragraph (c) above;
- (e) To purchase, lease, hire or otherwise acquire for the purposes of the Association any real or personal property of any and all kinds and from time to time to sell, demise let or mortgage or dispose of same;
- (f) To erect maintain improve or alter any buildings for the purposes of the Association;
- (g) To borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association or any mortgage or charge of all or any part of the property of the Association;
- (h) To invest and deal with the moneys of the Association not immediately required upon such properties and securities and in a manner as may be from time to time determined;
- (i) To engage professional assistance of any kind and to remunerate any person for services rendered in or about the formation or promotion of the Association or the conduct of its affairs;
- (j) To raise money by subscription and by any other lawful means and to grant any rights and privileges to subscribers;
- (k) To take over the assets and liabilities of the Company known as the Great Lakes Area FM Community Radio Limited and to carry on the functions and objectives of that Company;
- (l) To make, accept, endorse, execute debentures or other negotiable or transferable securities;
- (m) To make repeal and amend all such rules for the management of the Association or otherwise as may from time to time be deemed necessary;
- (n) To do all such things as are incidental or conducive to the above objectives or functions and for that purpose to vest in the Committee of Management of the Association such powers as it may by its Constitution or Rules prescribe. Provided always that it shall not be lawful for the Association to impose on its members or to support with its funds any regulations, Constitution or Rules which, if an objective of the Association, would make it a trade union or would otherwise make its registration illegal.

4. Interpretation

- (1) In these Rules, except insofar as the context or subject matter otherwise indicates or requires:-

“**Constitution**” means this document in the form approved at the time of registration of the Association or as subsequently amended in accordance with the Act.

“**Member**” means any person who has been duly accepted as such by the Committee in accordance with these rules and who has paid to the Association all current fees and subscription and who complies with sections a, b, c, d, e and f of Part II (Membership) section 4(1).

“**General Meetings of the Association**” includes any General Meeting of the Association other than an Annual General Meeting.

“**month**” means a calendar month.

“**resident of the Great Lakes Shire**” means a person who is currently dwelling within the Great Lakes Shire boundaries and has done so continuously for the preceding six months.

“**the Act**” means the Associations Incorporation Act, 1984.

“**the Annual General Meeting**” means the General Meeting held each year as required by the Act and these rules.

“**the Association**” means the Great Lakes Area FM Community Radio Association Incorporated.

“**the Committee**” means the Committee of Management of the Association.

“**the office**” means the ordinary place of business of the Association.

“**the Register**” means the Register of Members kept pursuant to the Act.

“**the Regulation**” means the Association Incorporation Regulation, 1999.

“**the Secretary**” means:-

- (a) the person holding office under these rules as Secretary of the Association or
- (b) where no such person holds that office, the Public Officer of the Association;

(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, where the function is a duty, a reference to the performance of the duty.

“**In writing**” or “**written**” includes all modes of reproducing or representing words in a visible form.

Words importing the singular number only, include the plural or vice-versa.

Words importing the masculine gender include the feminine gender or vice-versa.

(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

5. Membership qualifications.

- (1) A person is qualified to be a Member of the Association if,
 - (a) the person has not ceased to be a member of the Association at any time after incorporation of the Association under the Act and complies with the requirements of clause 4 parts b, c, d, e and f below
 - (b) the person
 - (i) has applied for membership of the Association as provided by rule 5 (i), and
 - (ii) has been approved for membership of the Association by the Committee.
 - (c) the person agrees to abide by the Constitution of the Association.
 - (d) the applicant is a resident of the Great Lakes Shire as defined in Rule 3(1).
 - (e) Membership shall be open to statutory authorities, community and similar organisations who subscribe to the Constitution of the Association but shall not be open to political parties, or organisations existing broadcasting licences (as defined by the Broadcasting Services Act, 1992) or directly associated with the operation of such

licences, or organisations seeking a financially profitable return from broadcasting. Cases of doubtful eligibility for institutional membership shall be adjudicated by the Committee, subject to right of appeal to a Special General Meeting.

- (f) Members of the organisations shall, at the time of joining or renewal of membership, nominate in writing one representative with two named alternatives; that representative, or in his/her absence, the next listed alternative, shall have the same voting rights as an individual member for the full year of financial membership.

6. Application for membership

- (1) An application for membership of the Association

- (a) shall be made by the applicant in writing in the form set out in the appendix to these rules; and

- (b) shall be lodged with the Secretary of the Association.

- (2) Within 30 days after receiving an application for membership, the Committee must consider the application and may only reject an application if:

- (i) required by law or

- (ii) the Committee considers and determines that there are reasonable grounds to believe that the applicant would not abide by the Constitution of the Association or by the Community Broadcasting Code of Practice or

- (iii) the committee considers and determines that there are reasonable grounds to believe that the applicant would pose a risk to the members or the activities of the Association.

- (3) Where the Committee resolves –

- (a) to approve an application for membership, the Secretary shall, within 14 days after that resolution, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt of the notification the sum payable under these rules as membership fee.

On payment of the membership fee within the period prescribed the Secretary shall enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association. In the event that the membership fee is not paid within the period prescribed the Committee approval shall lapse and the applicant shall be required to make a further application in accordance with rule 5(1) if membership is still sought.

- (b) to reject an application for membership, the Secretary shall, within 14 days, notify the applicant in accordance with section 14 of this constitution and shall refer any further correspondence or other action by the applicant to the Committee.

7. Cessation of Membership

A person ceases to be a member of the Association if the person:

- (a) dies;

- or

- (b) resigns from membership in accordance with rule (7);

- or

- (c) is expelled from the Association;

- or

- (d) fails to pay outstanding membership fees within one month of the due date.

If a member of the Association ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date on which the membership ceased.

If a member ceases to be a resident of the Great Lakes Shire that member will cease to be a member of the Association.

8. Resignation of membership

A member of the Association may resign from membership by written notice to the Secretary stating the date of termination of membership.

9. Membership entitlements not transferable

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

- (a) may not be transferred or transmitted to another person
and
- (b) terminates on cessation of the person's membership.

10. Register of Members

- (1) The Secretary of the Association must establish and maintain a register of members of the Association specifying the name and address of each member together with the date on which the person became a member.
- (2) The register of members must be kept at the registered office of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

11. Fees and subscriptions

A member of the Association must pay to the Association an annual membership fee as determined by the Committee from time to time. Membership fees are renewable on 30 June each year and if not paid within 30 days of that date, membership will lapse and a new membership application will be required.

12. Members' liabilities

The liability of the 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 of \$10.00 in addition to any other amount unpaid by the member in respect of membership of the Association as required by rule 10.

13. Resolution of internal disputes

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be handled in accordance with this Constitution, the Association's Conflict Resolution Policy and the Community Broadcasting Code of Practice.

14. Disciplining the members

- (1) A complaint may be made to the Committee by any member of the Association that another member:
 - has persistently refused or neglected to comply with a provision or provisions of this Constitution or
 - has persistently and willfully acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint, the Committee must:
 - (a) within 10 days, cause notice of the complaint to be served on the member concerned and
 - (b) allow that member at least 14 days from the time the notice is served in which to make submissions to the Committee in connection with the complaint and
 - (c) take into consideration any such submissions made by the member
- (3) If, after considering the complaint and any submissions made in connection with the complaint, the Committee is satisfied that the allegations made in the complaint are factual and constitute grounds for such action, it may, by resolution, either expel or suspend the member from membership of the Association. The Committee must otherwise dismiss the complaint and the Secretary must advise both the complainant and the member concerned accordingly.

- (4) Where the Committee passes a resolution under rule 13(3), the Secretary shall, within 10 days, cause notice in writing to be served on the member concerned setting out the resolution of the Committee and the grounds on which it is based.
- (5) The resolution of the Committee will become effective 14 days after the notice referred to in clause (4) is served on the member concerned, unless an appeal as set out in rule 14 is made, in which case the date of effect is deferred until the conclusion of the Special General Meeting called under rule 14 and the decision of the meeting is known.

15. Rights of reply and appeal for rejected applicants and suspended/expelled members

- (1) If the Committee proposes to:
 - (a) reject an application for membership, or
 - (b) suspend/expel a member because his or her conduct is detrimental to the interests of the Association,
 the Committee shall communicate in writing to the applicant or member the grounds for the proposed rejection or expulsion and the time, date and place of the Committee meeting at which the proposed rejection or expulsion will be decided. This notice shall be given not less than 14 days before the date of that meeting.
- (2) In the case of a proposal to reject an applicant the Committee shall hold the meeting referred to in clause (1) within 30 days of the Committee meeting held under the Rule 5(2) at which the applicant was considered.
- (3) At a meeting of the Committee held as referred to in clause (1) the Committee shall:
 - (a) give the applicant or member subject of the proposal an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by the applicant or member subject of the proposal at or prior to the meeting; and
 - (c) decide whether to confirm or to revoke the proposal.
- (4) Where the Committee's decision confirms a proposal under clause (3), the Committee shall, within 7 days after that confirmation, by notice in writing inform the applicant or member subject of the decision of the reasons for the confirmation and of the right of appeal under this rule.
- (5) A member who is suspended/expelled under clause (3) from membership of the Association and does not exercise his or her right of appeal ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under clause (3).
- (6) An applicant who is rejected or a member who is suspended/expelled from membership of the Association under clause (3) shall, if he or she wishes to appeal against that rejection or expulsion, give notice to the Secretary of his or her intention to do so within a period of 14 days.
- (7) When notice is given under clause (6) the Secretary shall thereupon cause a Special General Meeting to be held within 28 days of receiving the notice. The Association is Special General Meeting shall:
 - (a) give to the applicant or member subject of the decision an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Association by the applicant or member subject of the decision at or prior to the meeting; and
 - (c) decide by vote, by secret ballot, whether to confirm or to revoke the decision.
- (8) If the Special General Meeting of the Association passes a special resolution in favour of the confirmation of the resolution, the resolution, and any penalty arising from it, is confirmed. The resolution of the Committee is otherwise revoked. The Secretary should, within 10 days after the Special General Meeting, advise both the complainant and the member concerned of the result of the special resolution.

PART III: THE COMMITTEE

16. Powers of the Committee

The Committee is to be called the Committee of Management of the Association and, subject to the Act, the Regulations and this Constitution 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, subject to the constraints of clause (b), to perform all such acts and do all such things which are lawful and which appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

17. Constitution and membership

- (1) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee is to consist of:
 - (a) the office bearers of the Association; and
 - (b) three ordinary committee members who are not office bearers, each of whom is to be elected at the Annual General Meeting of the Association under rule 17.
- (2) The office bearers of the Association are to be:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary and
 - (d) the Treasurer.
- (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) There shall be no payment to committee members for their services in that capacity other than out-of-pocket expenses.

18. Election of members

- (1) Nomination of candidates for election as office bearers of the Association or as ordinary members of the Committee:
 - (a) must be made in writing on the prescribed form, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form 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.
 - (c) No member of the Association who is under suspension by the Management Committee of the Association shall be eligible to nominate for election to that Committee.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations may be made at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee may be treated as casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are automatically elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) If a member nominates for more than one position on the Committee, his election to the first of these positions decided will make him ineligible for any other position.
- (7) 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 chairperson may direct.
- (8) Any irregularity which is subsequently found, after a committee member's election or appointment, in the eligibility of that committee member to hold office shall not invalidate any decision in which the committee member has participated up to the time that the irregularity was reported to the Committee.

19. The President

- (1) The President, if present, shall normally preside at all Committee and General Meetings, rule on procedure and deal with the agenda except as provided in Rule 23 (3).
- (2) The President, if present, shall also normally sign the minutes of all such meetings if they are duly endorsed at a subsequent meeting.

20. Vice-President

The Vice-President shall preside at meetings in the absence of the President and may exercise all the powers of the President.

21. The Secretary

- (1) The Secretary must, as soon as practicable after being appointed, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to:
 - (a) keep a record of all appointments of office bearers and members of the Committee.
 - (b) keep a record of the named of members of the Committee present at a committee meeting or of all members at a General Meeting.
 - (c) keep a record of the minutes of all proceedings at Committee Meetings and General Meetings.
- (3) Ensure that the minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected or 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.

23. Casual Vacancies

- (1) For the purpose of these rules, a vacancy in the Committee occurs if a member
 - (a) Dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes insolvent, or

- (d) resigns office by notifying in writing given to the Secretary, or
 - (e) is removed from office under rule 23, or
 - (f) becomes mentally incapacitated, or
 - (g) is absent without the consent of the Committee from all meetings of the Committee during a period of 3 months.
- (2) In the event of a casual vacancy occurring on the Committee, other than the position of President, a member shall be appointed to that position by the Committee at its next meeting to remain in office until the expiration of the current term.
 - (3) Where the casual vacancy is in respect of the position of President the Vice-President shall assume the position of President and the position of Vice-President shall be appointed to that position by the Committee at its next meeting to remain in office until the expiration of the current term.
 - (4) In respect to a casual vacancy any member appointed to fill the vacancy shall have been eligible to stand for nomination as a member of the Committee at the previous Annual General Meeting.

24. Removal of member of the Committee

- (1) The Association in General Meeting may by resolution remove any member of the Committee from office and appoint another member to hold that office until the expiration of the current term.
- (2) A member of the Committee against whom such a resolution is proposed may make such representations as he sees fit to the General Meeting before the resolution is moved or decided.
- (3) A member of the Committee against whom such a resolution is proposed shall not preside at the General Meeting and instead the members present must elect one of their number to preside as chairperson at the meeting.

25. Meetings and quorum

- (1) The Committee must meet at least 6 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 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 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 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 lapse.
- (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, one of the members of the Committee present is to be chosen by the remainder to preside.

26. Delegation by the Committee to sub-committee(s)

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such 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; or
 - (b) a function which is a duty imposed on the Committee by the Act, by any other law or by these rules
- (2) While this delegation remains unrevoked, it may be exercised from time to time by the sub-committee in accordance with its terms.
- (3) A delegation under this section may be subject to such conditions or limitations 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 proper.

27. Voting and decisions

- (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 members of the Committee or sub-committee present.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee 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) Subject to rule 24 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been 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 of the Committee or sub-committee.
- (5) Where a member is an employee, agent, servant or contractor of the Association they shall not be permitted to vote on any matter in which any conflict of interest may arise.
- (6) No member or representative of an institutional member under the age of eighteen (18) years shall be entitled to vote at any meeting of the Association.

PART IV: GENERAL MEETINGS

28. Annual General Meetings

- (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 inception under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.

- (c) Clauses (a) and (b) have effect subject to any extension or permission granted by the Commissioner of the Office of Fair Trading under section 26 (3) of the Act.

29. Calling and business of Annual General Meeting

- (1) The Annual General Meeting of the Association is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, its business 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 office bearers of the Association and ordinary members of the Committee;
 - (d) to receive and consider a financial statement which is not misleading and which gives a true and fair view of the following:
 - (i) the income and expenditure of the Association during its last financial year,
 - (ii) the assets and liabilities of the Association at the end of its financial year,
 - (iii) the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its financial year.
 - (e) The Committee may appoint and competent or register public auditor to prepare and/or audit the financial statements as it deems fit.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

30. Special General Meetings

- (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 7 members, convene a Special General Meeting of the Association.
- (3) A requisition by members for a Special General Meeting:
 - (a) must state the 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 the date on which a requisition by 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 practicable in the same manner as General Meetings are convened by the Committee and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense incurred.

31. Notice of General Meetings

- (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 given to each member 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 (28) 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.

32. Procedure

- (1) No time of business is to be transacted at a General Meeting unless a quorum of members entitled under the Constitution to vote is present during the time the meeting is considering that item.
- (2) 15 members of the Association present in person (being members entitled under this Constitution 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 request of the 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 a 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 3 members) is to constitute a quorum.
- (5) Unless otherwise specified in this Constitution, meetings should be conducted in accordance with "Guide for Meetings and Organisations Volume 2: Guide for Meetings" by N.E. Renton.

33. 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 except as provided in Rule 23 (3).
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34. 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 be given 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.

35. Making of decisions

- (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, and an entry made 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 at least 5 members present and entitled to vote under this Constitution.
- (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;
 - (b) or 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.

36. Special resolution

- (1) A resolution of the Association is a special resolution if it is passed by a majority which comprises at least three-quarters of those members present and entitled to vote under this Constitution 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 this Constitution.
- (2) Where it is made to appear to the Commissioner of the Office of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in clause (1), the resolution is passed in a manner specified by the Commissioner.

37. Voting

- (1) On any question arising at a General Meeting of the Association each member present and entitled to vote under this Constitution has one vote only.
- (2) 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.
- (3) 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.
- (4) Where a member is an employee, agent, servant or contractor of the Association they shall not be permitted to vote on any matter in which any conflict of interest may arise.
- (5) No member or representative of an institutional member under the age of eighteen (18) years shall be entitled to vote at any meeting of the Association.

38. Proxy voting

No person is entitled to exercise a proxy vote at any meeting of the Association.

PART V: ADMINISTRATION AND MANAGEMENT

39. Public Officer

- (1) The President shall ensure that a person is appointed as Public Officer.
- (2) The first Public Officer shall be the person who completed the application for incorporation of the Association.

- (3) A General Meeting of the Association may at any time remove the Public Officer and appoint a new Public Officer, provided that the person appointed is 18 years or age or older and a resident of New South Wales.
- (4) The Public Officer shall be deemed to have vacated that position in the following circumstances:-
 - (i) death
 - (ii) resignation
 - (iii) removal by a General Meeting
 - (iv) bankruptcy or financial insolvency
 - (v) mental illness
 - (vi) residency outside New South Wales
- (5) When a vacancy occurs in the position of Public Officer, the Secretary shall, within 14 days, notify the Office of Fair Trading by the prescribed form. The President shall ensure that a new Public Officer is appointed as soon as possible after the vacancy occurs.
- (6) The Public Officer is required to notify the Office of Fair Trading by the prescribed form in the following circumstances:-
 - (i) appointment (within 14 days);
 - (ii) a change of residential address (within 14 days);
 - (iii) a change to the Association's Constitution (within one month);
 - (iv) the Association's financial affairs (within one month after the Annual General Meeting);
 - (v) a change in the Association's name (within one month).
- (7) The Public Officer may be any person regarded as suitable by a General Meeting of the Association.

40. Returning Officers and scrutineers

- (1) At the last Committee meeting prior to the Annual General Meeting the Committee will appoint a Returning Officer for all elections and ballots for the ensuing year.
- (2) The Returning Officer and scrutineers shall not be members who are nominated for election to the Committee.

41. Insurance

- (1) The Association may effect and maintain such insurances as it sees fit.
- (2) The Committee shall ensure that its members or any other members of the Association who perform any service for the Association are indemnified, either by insurance or from the funds of the Association, against any claims, liability or expenses incurred by them as a result of that service, including those arising from legal action taken against them as a consequence of thereof.

42. Funds – sources

- (1) The funds of the Association are to be derived from sponsorships, membership fees, donations, loans and, subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines which do not bring the Association into conflict with the Act.

- (2) Loans may be secured against Association assets, provided that interest rates shall be not greater than that charged by the Commonwealth Bank, Forster, on overdrawn accounts.
- (3) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's account at an approved financial institution.
- (4) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. Funds - management

- (1) Subject to the Act and Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members, beneficiaries or controllers (as appropriate).
- (2) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objectives or functions of the Association in such manner as the Committee determines.
- (3) Members may participate in any competition organized by the Association other than those directly involved with organisation of the competition.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee or any two employees of the Association, being members or employees authorized to do so by the Committee.

44. Alteration of the Constitution

The Constitution of the Association may be amended only by a special resolution of the Association.

45. Common Seal

- (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 assisted by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer or Secretary.

46. Custody of books

Except as otherwise provided by this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

47. Inspection of books

The records, books and other documents of the Association must be open to inspection at the registered office of the Association, free of charge, by a member of the Association at any reasonable hour.

48. Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a person on behalf of the Association:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the person's address as shown on the membership register, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission including email to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served;
 - (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 or electronic transmission, 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.

49. Winding up

The Association shall be wound up if a special 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 special resolution.

50. Distribution of surplus assets

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 of the Association, but shall be transferred to an institution having objectives or functions similar to the objectives or functions of the Association. A suitable institution will be determined by the Members of the Association.

51. Employment of staff

- (1) If any person is employed in any capacity by the Association on a salary, wage or commission, a statement of duties, remuneration, working hours, leave entitlements, delegated authority and any other conditions pertinent to the position will be supplied to that person prior to commencing employment.
- (2) Two copies of the statement will be prepared, each of which is to be signed by the employee and the Secretary on behalf of the Association. One will be retained in the Association's records and the other by the employee. The signing of these documents will indicate agreement to the conditions set out in them.
- (3) In the event of an agreed change to any of the conditions, supplementary documentation will be prepared and signed in a manner similar to that in clause 50(2) and attached to the original document.
- (4) The original and supplementary documents referred to in clause (2) and (3) will collectively constitute the contract of employment between the Association and the employee.

52. Public Fund

- (1) The Association will establish and maintain a public fund and will comply with requirements that the Treasurer and the Arts Minister make from time to time.
- (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. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (3) The fund will be administered by a management committee or a subcommittee of the management committee, 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 Great Lakes Area FM Community Radio Association Incorporated.
- (4) No monies/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.
- (5) 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.

