

Constitution

27th February 2023

3RPC Incorporated
A0014313U
18-34 Julia Street
Portland Vic 3305

Approved February 2023

CONSUMER AFFAIRS VICTORIA
Associations Incorporation
Reform Regulations 2012

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Note The persons who from time to time are members of the Association are an Incorporated Association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 2 – PRELIMINARY

1 Name

The name of the Incorporated Association is "3RPC Incorporated"(in these rules called "The Association"). **Registered Number A14313U**

2 Purposes

The purposes of the Association are.

1. To provide entertainment through music and information, as a licensed not-for-profit community radio station, to listeners in the broadcast area.
2. To uphold the Constitution of 3RPC Incorporated and the Codes of Practice for Community Radio Broadcasting and Legislative requirements.
3. To promote harmony, co-operation, and diversity on air, in all station business and through programming, to contribute to an inclusive, cohesive, and culturally diverse association
4. To pursue the principles of democracy
5. To enhance the diversity of programming choices available to the public and present programs that expand the variety of viewpoints broadcast in the local area
6. To encourage community access and participation in all aspects of station volunteer operations
7. To provide a maximum of on-air presenter time
8. To provide training in broadcasting skills to volunteers
9. To be financially responsible, viable and accountable.

3 Financial Year

The financial year of the Association is each period of twelve (12) months ending on 30th of June each year.

4 Definitions

In these Rules—

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

associate member means a member referred to in rule 14(1).

Chairperson means the person chairing the meeting as required under rule 46.

Committee means the Committee having management of the business of the Association.

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

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22.

disciplinary subcommittee means the subcommittee appointed under rule 20.

financial year means the 12-month period specified in rule 3.

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting, and a disciplinary appeal meeting.

member means a financial member of the Association.

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting.

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

volunteer means a person who gives their time free of charge to the Association.

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not For Profit Organisation

- (1) The Association must not distribute any surplus, income, or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) Reimbursement for expenses properly incurred by the member; or
 - (b) For goods or services provided by the member—

If this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an Incorporated Association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an Incorporated Association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1— Membership

7 Minimum Number Of Members

The Association must have at least five (5) members.

Membership

- 8 An application may only be rejected as per rule 10.1

- 8.1 Members eligible to Vote at General Meetings

Eligibility to vote

- a) Member who has voting rights under Rules 8.1.1 & 12.4;
 - b) a concession member who holds a Federal Government Benefit card has voting rights under Rules 8.1.1 & 12.4 c)
- Life members

- 8.1.1 Has been a financial member for a minimum of Ninety (90) Days.

- 8.2 Members ineligible to Vote at General Meetings

- a) Associate member, student/child under age eighteen (18) years
- b) Junior member – student/child under the age of ten (10)
- c) Community Group.

- 8.3 The Committee may amend these memberships, within the requirements of the rules as required from time to time.

- 8.4 Membership of the Association does not in any way confer automatic on-air privileges on any member or community group.

Patrons & Life Memberships

- 8.5 The Committee subject to these rules may appoint any member or persons as patrons of the Association. Appointment as patron shall not in itself confer any rights or privileges with regard to voting or standing for office within the Association.

- 8.6 Life Members shall have all rights and privileges of Members (as per Rule 8.1(a)) but shall be exempt from payment of any subscription.

- (a) Life Membership to be conferred at an Annual General Meeting and will be presented with i.
Framed certificate; and
ii. Life Member Badge

- (b) The Committee shall have power to appoint Life members of the Association from those persons who i.
Have at least ten (10) years continuous membership.
ii. Have rendered outstanding service to the Association.

9 Application For Membership

- 9.1 To apply to become a member of the Association, a person must submit a written application on the form approved by the Committee of Management to the offices of 3RPC Incorporated stating that the person.
- a) wishes to become a member of the Association; and
 - b) supports the purposes of the Association; and
 - c) agrees to comply with these Rules.
- 9.2 The application—
- a) must be signed by the applicant or if under eighteen (18) years of age must be signed by parent, guardian, or carer and
 - b) must be accompanied by the applicable membership Subscription stated on the form
- 9.3 Current year shall be the twelve (12) months from date of acceptance by the Committee of the application.

10 Consideration Of Application

- 1) At the next Committee meeting after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
 - 2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
 - 3) An applicant for membership shall become a member of the Association upon the acceptance of such application by the Committee and the member shall be notified in writing of their registered number.
 - 4) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 10.1 **An Application May Only Be Rejected If;**
- 1) there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the association; or
 - 2) Any person who does not support the purposes of the Association; or
 - 3) required by law; or
the applicant has been convicted of an indictable offence; or
 - 4) there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
 - 5) there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the association

11 New Memberships

- 1) If an application for membership is approved by the Committee—
 - a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - b) the Secretary or their appointed delegate must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date on which the Committee approves the person's membership

12 Annual Subscription

- 1) Annual Subscription shall be determined by the Committee of Management and approved by the membership by means of a simple majority at a General Meeting
- 2) The Secretary or their appointed delegate shall give notice in writing to each Member when their subscription is due.
- 3) Subscriptions are payable annually and are due twelve (12) months from the anniversary date of acceptance of the application for membership
- 4) The rights of a member (including the right to vote) who has not paid the annual subscription by the anniversary date of their membership application acceptance are suspended until the subscription is paid.

13 General Rights Of Members

- 1) A member of the Association who is entitled to vote has the right—
 - a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b) to submit items of business for consideration at a general meeting; and
 - c) to attend and be heard at general meetings; and
 - d) to vote at a general meeting; and
 - e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - a) the member is a member other than an associate member; and
 - b) more than ninety (90) days have passed since he or she became a member of the Association; and

c) the member's membership rights are not suspended for any reason.

14 Associate Members

- 14.1 An associate member must not vote and shall pay an annual membership fee as prescribed but may have other rights as determined by the Committee or by resolution at a general meeting.
- 14.2 Associate members of the Association include—
- a) Associate member, Student/Child under age eighteen (18) years
 - b) Junior member – student/child under the age of ten (10)
 - c) Community Group;
- 14.3 Community Groups
- a) Any group or club or organisation shall be qualified for Community Group membership provided that: -
 - i It applies its profits (if any) or other income in promoting its objects and that such objects prohibit the payment of any dividend, to its members;
 - ii Its objects are consistent with the purpose and objectives of this Association;
 - iii Its admission or acceptance as a Community Group member is not in conflict with the interests of this Association;
 - iv Its policies are not in conflict with the policies of the Association.
 - b) The Committee upon application by any such group shall at its absolute discretion accept such group as a Community Group.
 - c) The Secretary or their appointed delegate shall advise the Community Group of the committee's decision
 - d) So long as the group is accepted as a Community Group it shall be entitled free of charge to such airtime as shall from time to time be determined by the Committee and registered in the Governance and Policy Register.
 - e) The Community Group shall be notified in writing by the Association that its membership due;
 - f) Community Group members shall have non-voting status and pay a membership Subscription.
 - g) Community Group shall cease to be a Community Group and shall cease to have the privileges of a member of the Community Group in the event that: -
 - (i) any Subscription payable by such group to the Association shall be in arrears for a period of twenty-eight (28) days

15 Membership Entitlements Not Transferable

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

16 Ceasing Membership

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

17 Resigning As A Member

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

Note

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

- (2) A member is taken to have resigned if—
- a) The member's annual subscription is more than twenty-eight (28) days in arrears; or
 - b) The member shall by notice in writing to the Association resign as a member

18 Register Of Members

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

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

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

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

Division 2 Disciplinary Action

Right Of Reply Of Rejected Applicant Or Disciplined Member

19 Grounds For Taking Disciplinary Action

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

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

19.1. Right Of Reply Of Rejected Applicant

- (1) Where the committee passes a resolution under rule 10.1 the secretary shall, as soon as practicable, cause a notice in writing, either by mail or electronically, to be served on the applicant 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 subject of the resolution may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of 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 may do either or both of the following:
 - i) attend and speak at that 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 the applicant subject of the resolution an opportunity to make oral representations
 - b) give due consideration to any written representations submitted to the committee by the applicant subject of the resolution at or prior to the meeting; and
 - c) by resolution determine whether to confirm or to 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, either by mail or electronically, inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under rule 23.1
- (4) A resolution confirmed by the committee does not take effect:
 - a) until the expiration of the period within which the applicant subject of the resolution is entitled to appeal against the resolution where the applicant subject of the resolution does not exercise the right of appeal within that period; or
 - b) Where within that period the applicant subject of the resolution exercises the right of appeal, unless and until the association confirms the resolution under rule 23.1 (4), whichever is the later.

20 Disciplinary Subcommittee

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

21 Notice To Member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - a) stating that the Association proposes to take disciplinary action against the member; and
 - b) stating the grounds for the proposed disciplinary action; and
 - c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - d) advising the member that he or she may do one or both of the following—
 - i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting;and
 - e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than twenty-eight (28) days, and no later than fourteen (14) days, before the disciplinary meeting is held.

22 Decision Of Subcommittee

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

23 Right Of Appeal Of Rejected Applicant Or Disciplined Member

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - b) to the Secretary not later than forty-eight (48) hours after the vote.
- (3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than twenty-one (21) days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - a) specify the date, time and place of the meeting; and
 - b) state—
 - i) the name of the person against whom the disciplinary action has been taken; and
 - ii) the grounds for taking that action; and
 - iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23.1 Right Of Appeal Of Rejected Applicant

- (1) A rejected applicant may appeal to the association at a general meeting against a resolution of the committee under rule 10, within 7 days after notice of the resolution is served on the rejected applicant or member, by lodging with the secretary a notice to that effect.
The notice may, but need not, be accompanied by a statement of the grounds on which the rejected applicant intends to rely for the purposes of the appeal.
- (2) On receipt of a notice from a rejected applicant under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (3):
 - a) no business other than the question of the appeal is to be transacted; and
 - b) the committee and the rejected applicant or member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed

24 Conduct Of Disciplinary Appeal Meeting

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

25 Application

Division 3—Grievance Procedure

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

26 Parties Must Attempt To Resolve The Dispute

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

27 Appointment Of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within ten (10) days—
 - a) notify the Committee of the dispute; and
 - b) agree to or request the appointment of a mediator; and
 - c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement—
 - i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who—
 - a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.

28 Mediation Process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - a) give each party every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure To Resolve Dispute By Mediation

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

PART 4—General Meetings Of The Association

30 Annual General Meetings

- 1) The Committee must convene an annual general meeting of the Association to be held within five (5) months after the end of each financial year.
- 2) The Committee may determine the date, time, and place of the Annual General Meeting. Notice shall be given to all members as per rule 33
- 3) The ordinary business of the annual general meeting is as follows—
 - a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - b) to receive and consider—
 - i. the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - ii. the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - c) The annual general meeting may by resolution change the number of members of the Committee (minimum of Five (5) and a maximum of Seven (7)) it wishes to hold office until the next Annual General Meeting
 - d) to elect the seven (7) members of the Committee;
 - e) to confirm or vary the amounts (if any) of the annual subscription
 - f) to confer Life Memberships (if any)g) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special General Meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special General Meeting Held At Request Of Members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - a) be in writing; and
 - b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - c) include the names and signatures of the members requesting the meeting; and
 - d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one (1) month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within three (3) months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice Of General Meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - a) at least twenty-eight (28) days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b) at least twenty-eight (28) days' notice of a general meeting in any other case.
- (2) The notice must—
 - a) specify the date, time and place of the meeting; and
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if a special resolution is to be proposed—
 - i) state in full the proposed resolution; and
 - ii) state the intention to propose the resolution as a special resolution; and
- (3) Notice will be given--
 - a) by prepaid post to the address appearing in the register of members; or
 - b) if the member requests, by facsimile transmission or electronic mail. And
 - c) Radio announcements on 3RPC Incorporated each day for fourteen (14) days (inclusive of the day of the meeting) prior to the date affixed for the general meeting and such radio announcements shall be not less than six (6) in number per day.
 - d) Public notice in the local newspaper twenty-eight (28) days before.
- (4) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

Voting by proxy is permitted.

- 1) A financial member may present their own vote and not more than two (2) proxy votes
- 2) Proxy votes shall be made on the prescribed form. Available from the office of 3RPC or downloadable from 3rpcm@3rpcfm.org.au

35 Use of Technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum At General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically or as allowed under rule 35) of 10% of the members entitled to vote.
- (3) If a quorum is not present within thirty (30) minutes after the notified commencement time of a general meeting—
 - a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- b) in any other case—
 - i) the meeting must be adjourned to a date not more than twenty-one (21) days after the adjournment; and (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed on air announcement not less than six (6) times per day including the date of the adjourned meeting
- (4) If a quorum is not present within thirty (30) minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than three (3)) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment Of General Meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - a) if there is insufficient time to deal with the business at hand; or
 - b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting At General Meeting

Financial members are encouraged to attend meetings, but if unable to attend they may appoint another financial member as their proxy

- (1) On any question arising at a general meeting—
 - a) A financial member may present their own vote and not more than two (2) proxy votes
 - b) subject to sub rule (3), each member who is entitled to vote has one (1) vote; and
 - c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special Resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (in person) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- a) to remove a committee member from office;
- b) to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining Whether Resolution Carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.(2) If a poll (where votes are cast in writing) is demanded by three (3) or more members on any question—
- a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes Of General Meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
- a) the names of the members attending the meeting; and
 - b) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
 - c) the certificate signed by two (2) committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE Division 1—Powers of Committee

42 Role And Powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
- a) appoint and remove staff;
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
- a) this power of delegation; or
 - b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee must, in writing, revoke a delegation wholly or in part.

Division 2—Composition Of Committee And Duties Of Members

44 Composition of Committee

- The Committee consists of—
- a) a Chairperson; and
 - b) a Vice-Chairperson; and
 - c) a Secretary; and
 - d) a Treasurer; and
 - e) Minimum of one (1) and a maximum of three (3) ordinary members elected under rule 52. The number of ordinary committee members to be decided by resolution at the Annual General Meeting

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties—
 - a) with reasonable care and diligence and
 - b) in good faith in the best interests of the Association; and
 - c) for a proper purpose.
- (4) Committee members and former committee members must not make improper use of—
 - a) their position; or
 - b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an Incorporated Association.

- (5) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46 Chairperson and Vice-Chairperson

- (1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any committee meetings.
- (2) If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - a) In the case of a general meeting—a member elected by the other members present; or
 - b) in the case of a committee meeting—a committee member elected by the other committee members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an Incorporated Association.

Example

Under the Act, the Secretary of an Incorporated Association is responsible for lodging documents of the Association with the Registrar.

- (2) The Secretary must—
 - a) Ensure the register of members is maintained in accordance with rule 18; and
 - b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - d) perform any other duty or function imposed on the Secretary by these Rules.
 - e) A Committee member may not hold the office of Secretary if they do not reside in Australia.
- (3) The Secretary must give to the Registrar notice of his or her appointment within fourteen (14) days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - d) ensure cheques are signed by at least (two) 2 committee members.
- (2) The Treasurer must—
 - a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

49 Who Is Eligible To Be A Committee Member

A member is eligible to be elected or appointed as a committee member if the member—

- a) Is eighteen (18) years or over; and
- b) Is entitled to vote at a general meeting.
- c) Is not a paid staff or employee member of the Association
- d) the member's membership rights are not suspended for any reason.

50 Positions To Be Declared Vacant

1) At any Annual General Meeting of the Association, after the annual report and financial statements of the Association have been received.

- a) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Elections Of Members To The Committee Of Management And Casual Vacancy

- 1) Nominations of candidates who are eligible (Rules 49 & 8) for election as members of the Committee shall be made in writing, signed by one (1) financial member of the Association and not being the candidate and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).

51.2 Nominations shall be delivered to the Secretary, via post, email or directly to the station, not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.

51.3 If at any Annual General Meeting at which an election of Committee ought to take place and the places of the retiring Committee members or any of them are not filled;

- 1) the meeting shall stand adjourned until the same day in the next week at the same time (unless another place is specified by a Committee member at the time of the adjournment or by notice deemed to be appropriate by the Committee, to members given before the day to which the meeting is adjourned) at the same place; and
- 2) such adjourned meeting may receive nominations and elect Committee members to the vacancies in such usual and proper manners as the Chair directs.
- 3) Providing five (5) Committee Members have been elected, eligible (Rule 49 & 8) members may be co-opted by the Committee to fill any vacancies that occur as and when required

51.4 If the number of nominations received is equal to the number of the vacancies to be filled, those persons nominated, shall be deemed to be elected.

51.5 If the number of nominations exceeds the number of vacancies to be filled an election shall be held

51.6 In the event of elections the following will occur

- a) The committee will appoint a returning officer.
- b) The committee shall supply a secure box for the collection of ballot papers.

52 Election Of Ordinary Members

52.1 The Committee shall consist of a minimum of five (5) and a maximum seven (7) members elected as set out in rule 51, and from those members, elections for office bearers of the Association as set out in rule 53 shall be held at the Annual General Meeting.

- a) Each member of the Committee shall hold office until the Annual General Meeting next after the date of the election
- b) Retiring members are eligible for re-election

52.2 The affairs of the Association shall be managed by the committee of management.

52.3 A single election may be held to fill all of those positions.

52.4 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

52.5 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

53 Election of Office Bearers

(1) At the annual general meeting, separate elections must be held for each of the following positions—

- a) Chairperson;
- b) Vice-Chairperson;
- c) Secretary;
- d) Treasurer.

(2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

(3) If more than one member is nominated, a ballot must be held in accordance with rule 54.

(4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

54 Ballots

Returning Officer

54.1 The Returning Officer shall not be a member of the Association.

54.2 The Returning Officer's decision is final on all matters relating to the election.

54.3 The Returning Officer shall ensure that the election is conducted fairly.

54.4 The Returning Officer and the Committee shall meet to determine regulations to cover the elections

54.5 The Returning Officer shall be responsible for the following:

a) supply a new padlock for which they shall be reimbursed

b) Ensure that candidates are eligible (Rule 22.1 & 6.1)

c) Ensure that the draw for position on the ballot paper is conducted fairly.

d) Ensuring procedures are in place that insures one (1) person one (1) vote for election

e) Ensuring that at the Annual General Meeting that ballot papers are given to those who are eligible (Rule 8.1, 8.1.1 & 12.4) to vote

f) Collection of all ballot papers

g) With the assistance of at least one (1) scrutineer count the votes.

h) Each nominee may have a maximum of one (1) scrutineer

i) Advise the interim chair of the successful candidates

j) Ensure all ballot papers are held for a period of Twenty-Eight (28) days after the election has been declared.

k) After Twenty-Eight (28) days the Ballot papers will be destroyed

How to Vote

54.6 In the event of an election "first past the post" will be used. Eg if four (4) people are required to fill the Committee vacancies and there are six (6) nominations then the ballot paper shall be marked with four (4) 'X', with those persons with the most 'X' being declared the winners.

54.7 In the event of a ballot paper having less "X" than vacancies then the Returning Officer shall declare the vote informal

54.8 In the event of a ballot paper having more 'X' than vacancies, then the Returning Officer shall declare the vote informal

54.9 In the event that a member withdraws their nomination before voting has commenced, then a redraw of the remaining nominations will occur

54.10 In the event that a member withdraws their nomination at the Annual General Meeting after voting has commenced;

a) the election shall be suspended; and

b) all ballot papers shall be collected and destroyed; and

c) new ballot papers will be supplied with the withdrawn candidate's name deleted or struck out; and

d) voting shall recommence

Election Voting

54.11 Financial members are encouraged to attend meetings.

a) A financial member may present their own vote and not more than two (2) proxy votes

54.12 Member must provide evidence of membership.

54.13 Procedures to be followed to be as directed by the returning officer.

55 Term Of Office

(1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

(2) A committee member may be re-elected.

(3) A general meeting of the Association may—

a) by special resolution remove a committee member from office

(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

5) The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation Of Office

(1) A committee member may resign from the Committee by written notice addressed to the Committee.

(2) A person ceases to be a committee member if he or she—

a) ceases to be a member of the Association; or

- b) fails to attend three (3) consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
- c) otherwise ceases to be a committee member by operation of section 78 of the Act.

57 Filling Casual Vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - a) has become vacant under rule 56; or
 - b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within fourteen (14) days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) The Committee must meet at least Twelve (12) times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the Chairperson or by any four (4) members of the Committee.

59 Notice Of Meetings

- (1) Notice of each committee meeting must be given to each committee member no later than seven (7) days before the date of the meeting.
- (2) Notice may be given of more than one (1) committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure And Order Of Business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

62 Use Of Technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members.
- (3) If a quorum is not present within thirty (30) minutes after the notified commencement time of a committee meeting—
 - a) in the case of a special meeting—the meeting lapses;
 - b) in any other case—the meeting must be adjourned to a date no later than fourteen (14) days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one (1) vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65 Conflict Of Interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes Of Meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under rule 65.

67 Leave Of Absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three (3) months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Association may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

69 Management Of Funds

- 1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
 - a) The Association may open further accounts as required
- 2) There shall be four (4) signatories to any of these accounts.
- 3) The Committee of management shall at its first meeting after the Annual General Meeting appoint four (4) signatories for the purpose of signing cheques from these accounts.
 - a) A minimum of two (2) signatories must sign each cheque
- 4) Funds may be paid by Electronic Funds Transfer.
- 5) The Committee of management shall at its first meeting after the Annual General Meeting appoint two (2) signatories from Subrule 3 for the purpose of authorising Electronic Funds Transfer from the nominated account(s).
- 6) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 7) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) of the appointed signatories (Subrule 3)
- 8) All funds of the Association must be deposited into the financial account of the Association no later than five (5) working days after receipt.

- 9) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial Records

- (1) The Association must keep financial records that—
 - a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Committee.

71 Financial Statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - a) the preparation of the financial statements;
 - b) if required, the review or auditing of the financial statements; c) the certification of the financial statements by the Committee;
 - d) the submission of the financial statements to the annual general meeting of the Association;
 - e) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common Seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - a) the name of the Association must appear in legible characters on the common seal;
 - b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two (2) committee members;
 - c) the common seal must be kept in the custody of the Secretary.

73 Registered Address

The registered address of the Association is—

- a) the address determined from time to time by resolution of the Committee; or
- b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

74 Notice Requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - a) by handing the notice to the member personally; or
 - b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - a) by handing the notice to a member of the Committee; or b) by sending the notice by post to the registered address; or c) by leaving the notice at the registered address; or
 - d) by email to the email address of the Association or the Secretary; or e) by facsimile transmission to the facsimile number of the Association.

75 Custody And Inspection Of Books And Records

- (1) Members may by written request to the Committee of Management inspect free of charge—
 - a) the register of members;
 - b) the minutes of general meetings;
 - c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may be provided with a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule— **relevant documents** mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
 - a) its membership records;
 - b) its financial statements;
 - c) its financial records;
 - d) records and documents relating to transactions, dealings, business or property of the Association.

76. Complaints From The Public

- 76.1** The Association acknowledges the right of its audience to comment and make complaints in writing concerning
 - a) Compliance with the Broadcasting Code of Practice or a condition of the licence
 - b) Program content
 - c) The general service to the community.
- 76.2** All complaints shall be in writing to the Committee and shall be lodged as soon as practicable
- 76.3** The Committee shall respond in writing within fourteen (14) days of receiving a complaint.
- 76.4** If the complainant is not satisfied with the Committee’s reply, the complainant will be invited to attend a Committee meeting to discuss the complaint.
- 76.5** If the complainant is not satisfied with the Committee’s decision, they may appeal to the Australian Communications and Media Authority (ACMA)

77 Winding up and cancellation.

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

78 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.