



Hills Radio Incorporated

Constitution

Version 1.3

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1. Name of the Association

The name of the Association is Hills Radio Incorporated (‘Association’).

2. Definitions

‘**Board**’ means the committee of management of the Association.

‘**By Laws**’ means those rules in the Constitution that are designed to properly maintain order and to fairly regulate the activities of members and structures for guidance to committees and sub committees of the Association.

‘**Complainee**’ means a member who has had a complaint made against them by another member.

‘**Commission**’ means the Office of Consumer and Business Services South Australia

‘**First Board**’ means the Board formed as the committee of management of the Association from the date of incorporation until the first Annual General Meeting.

‘**Sub-committee**’ means a committee of management that has delegation assigned to it by the Board to manage and report upon a specific function of the Association.

‘**General Meeting**’ means a General Meeting of members of the Association convened in accordance with these Rules.

‘**Multi-channel**’ means content distribution over multiple forms of “**media**” including but not limited to broadcast radio, online streaming, podcasting and social media and evolving media .

‘**Member**’ means a member of the Association. ‘**Natural person**’ means an individual person.

‘**Act**’ means the Associations Incorporation Act 1985 (SA). ‘

“**Rules**” means the rules of this Constitution including By Laws.

‘**Special Resolution**’ means the same as with the provisions of the Associations Incorporation Act 1985.

‘**Code**’ means the Community Radio Broadcasting Codes of Practice (2008).

‘**Financial Year**’ means any year commencing 1 July in one calendar year, and ending 30 June in the next calendar year.

‘Month’ means a calendar month.

“Membership Appeals Tribunal” means the panel established by the Board for the purpose of adjudicating on appeals from persons whose application for membership has been rejected by the Board.

3. Objects of the Association

- 3.1 To build and maintain an independent, not-for-profit radio station broadcasting on the FM band for the benefit of and for the advancement of the interests of and being a service to the Adelaide Hills community under a community broadcasting licence.
- 3.2 To use a selection of established and emerging technologies to distribute relevant and engaging content to the residents of the Adelaide Hills, including but not limited to the establishment and ongoing operation of a community broadcasting licence and/or any other relevant telecommunications licences.
- 3.3 To undertake all measures necessary to provide a multi-channel media outlet to encourage, enable and facilitate communication within the community by operating and developing community media activities serving the Adelaide Hills and in particular:
 - 3.3.1 to enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities;
 - 3.3.2 to promote the work of Australian musicians and performers throughout the community and generally for the benefit of the community in all things.
- 3.4 To provide opportunities for all community members to become involved and participate in the production, presentation of music programs and to foster the creation of content within the Adelaide Hills community involving public and local affairs, educational and cultural information, entertainment and recreation by and for the local Hills community;
- 3.5 To encourage members of the community to become members of the Association in the support of members interests in production, presentation of radio programs for transmission and to make available learning facilities for all current and new members to achieve a level of competence in audio production, radio broadcasting, online streaming, podcasting and/or social media.
- 3.6 To create, maintain and update a comprehensive set of policy documents as is required by the Code and generally for the proper management of the business of the Association and for the benefit of the Members and the Community.

4. Not for profit

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

5. Powers of the Association

The Association shall have all the powers conferred the Act, these Rules and By Laws and may do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

6. The Association – Non Affiliation

6.1 The Association shall not be in affiliation or alliance with any political party, lobby group or religious organisation

6.2 The Board shall not reject any application for membership based solely on a member's race, religion or political affiliations.

7. Oppressive or prejudicial conduct

The Association will refrain from engaging in any conduct of its affairs in a manner that is oppressive or constitutes bullying or is unfairly prejudicial to, or unfairly discriminatory against, any member or members, of the Association or the community.

Rules of the Association

8. Rules

8.1 For the purposes of the Act, the Constitution shall be deemed to be the Rules of the Association.

8.2 It shall be a condition that all Members agree to be bound by the Rules.

8.3 A copy of the current version of the Rules shall be made freely available to all Members and members of the Community on request.

9. The Constitution

9.1 Nothing in this constitution shall affect the force or validity of any act or thing done by the Association, the Board, any sub-committee of the Association or any Member prior to any amended constitution commencing.

9.2 Any question that may arise as to the interpretation or effect of this constitution or of any Association Rules, including but not limited to policy documents made pursuant thereto may be determined by the Board and any such determination shall be reasonably made and in accordance with these Rules and will be final and binding upon the members and shall remain in force until such determination has been rescinded or amended by the Board in accordance with the provisions of these Rules.

9.3 If any of the Rules or any provision in the Constitution is found to be contrary to the Objects of the Association or the Act or the law then the unlawful provision will be automatically severed from the body of the Constitution and the remaining provisions of the Constitution shall continue in full force and effect.

9.4 the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any General Meeting, have power to determine what action may be taken to best give effect to the objects of the Association and ensure its efficient administration.

10. Constitution and Rules

- 10.1 The Rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- 10.2 The Constitution and all current policy documents shall be made freely available to any member of the Community at no cost, and all such documents shall be kept at the principal place of administration of the Association and be available during normal business hours for inspection, at no cost, by or to any member of the Association.

11. Amendment to Constitution

- 11.1 The Constitution may be amended at any time by Special Resolution of no fewer than seventy-five percent (75%) of voting members present at a General Meeting called for such purpose or and at such General Meeting and notice of such meeting shall be given to all Members notifying members of the time, place and date of the meeting which shall be convened not less than twenty one (21) days after the date of the notice, and the notice shall include all particulars of the proposed amendment to the Constitution.
- 11.2 These Rules may only be amended by Special Resolution.
- 11.3 All amendments to the Constitution shall be registered with the Commission within thirty (30) days of the passing of the Special Resolution or as otherwise required by the Act.
- 11.4 The registered Rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions in respect thereof.

12. Policy Documents

- 12.1 Policy documents shall augment the Rules.
- 12.2 Policy documents shall be made in forms including, but not limited to:
 - 12.2.1 official Association documents titled “Policy Document”;
 - 12.2.2 minutes from any General Meeting, Annual General Meeting, Special General Meeting, Board meeting or Sub-committee meeting where a policy has been created, amended or deleted; or
 - 12.2.3 email(s) from the Association stating that an Association policy has been created, amended or deleted.
- 12.3 Where a policy has been created, amended or deleted, the Association shall update the relevant Policy Document as soon as practicable after its creation, amendment or deletion having been adopted by the Board.

12.4 There should be a Policy Document for every Sub-committee such as but not limited to the Program Committee, Technical Committee, Community Liaison Committee, setting out all the criteria for membership of a Sub-committee, the conduct of meetings, composition of membership and obligations to report to the Board and the Membership.

13. Amendments to policy documents

13.1 Pursuant to Rule 23(d), the Board may create or amend any policy document as it deems necessary for the proper administration of the business of the Association in accordance with its objects.

13.2 The Board shall from time to time as part of its general business consider, create or amend any policy document which will be binding on the members upon being approved by the Board on a simple majority by members of the Board in attendance at the relevant time and the Board shall take due consideration of the interests and concerns of the Members in relation thereto.

13.3 Prior to the Board approving any policy documents there will be notice given to all members of any policy document or any proposed changes to any policy document and members will be given the opportunity to comment or express a view on any policy document and such view or comment shall be given to the board in writing not less than fourteen (14) days of the receipt of such notice.

13.4 Upon any Policy Document becoming approved by the Board, such approved Policy Document shall be provided to all members either by email, or where there is no email, by post and in any event, copies of all policy documents shall be made available for inspection by any person including Members at the Association's place of business during business hours and copies of all policy documents will be placed on the website of the Association.

14. Disclosure

The Constitution and all current policy documents shall be made freely available to any Member of the community irrespective of whether they are a Member or not, upon request, and copies of all such documents shall be available for inspection at the office of the Association between business hours at no cost to the inquirer.

Membership

15. Membership qualifications

A Member must be a natural person over the age of 18 years and has been approved for membership of the Association by the Board or its Delegate.

16. Application for membership

16.1 An application for membership of the Association:

- 16.1.1 shall be made by the applicant in writing in the form set out by the Association;
 - 16.1.2 if the Applicant wishes to be a Volunteer then the Applicant on having the membership application approved and before becoming a volunteer shall be required to undertake a National Police Certificate (or equivalent document) dated no earlier than twelve (12) months prior to the date of the application; and
 - 16.1.3 shall be lodged with the Secretary of the Association prior to the commencement of the Volunteer work for which the Applicant aspires to.
 - 16.1.4 The Association considers that membership is one of the primary means of encouraging community participation in the operations of the services provided by the Association and to that end, the Association has an open membership policy in that membership shall be automatic is the applicant complies with the Rules of membership which includes the payment of the membership fee.
- 16.2 As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Board for its consideration and ratification as to whether or not there are any grounds or basis upon which an application for membership ought to be refused. An application may only be rejected or refused if;
- 16.2.1 there are reasonable grounds to believe that the applicant would not abide by the Rules and objectives of the Association; or
 - 16.2.2 there are reasonable grounds to believe that the applicant would pose a security risk to the Association, and its members; or
 - 16.2.3 the applicant has been pre-assessed by the Board as posing a significant risk to the Association.
- 16.3 After the Board has ratified an application for membership, the Secretary shall, as soon as practicable thereafter notify the applicant that the application for membership has been accepted and ratified by the Board along with a request that the applicant is to pay the prescribed membership fee within thirty (30) days after receipt by the applicant of the notification the sum payable under these Rules.
- 16.4 Where the Board resolves to reject an application for membership, the applicant shall have the right of reply and appeal under Rules 48 and 49 of these Rules and the principles of natural justice shall prevail at all times for the benefit of the applicant and the process at all times in accordance with Rule 54.
- 16.5 Upon the Board making a decision as to the outcome of the application for review and if the decision of the Board is overturned on review or at appeal, then the Applicant shall be at liberty to join the Association at any time upon complying with all of the requirements of the Members in accordance with the Rules and if

the applicant decides to become a Member, then the applicant's name and personal details shall be recorded in the register of members and, on the name being so entered, the applicant shall immediately become a Member of the Association with all rights and obligations associated thereto.

17. Cessation of membership

A person ceases to be a member of the Association if the person dies, is lawfully expelled from the Association in accordance with these Rules, resigns their membership, fails to renew their membership within sixty (60) days of expiry of membership. A Member whose membership has expired under this provision, shall be entitled to re-apply for membership in which case, the rules applicable to applications for membership will apply in such an application.

18. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association cannot be transferred or transmitted to another person.

19. Resignation of membership

A member of the Association may resign their membership by first giving at least 14 days' written notice to Association and on the expiry of the notice period, the member will cease to be a member. Any prepaid monies paid to the Association, shall be refunded to the member within 30 days.

20. Register of Members

20.1 The Public Officer or Secretary of the Association must establish and maintain a register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which the person became a member and any other information in relation to said membership as required under the Act.

20.2 The register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

20.3 The register of Members may not be copied, duplicated or otherwise distributed without the express consent of the Association.

21. Fees and subscriptions

21.1 A Member of the Association must pay to the Association a prescribed annual membership fee as determined by the Board and membership fees shall be pro rated depending on the month the Member has joined and the remainder of months for the remainder of the financial year and at the beginning of the next financial year, the membership fees payable shall by the annual fee.

- 21.2 The Association may discount a member's membership fee by fifty percent (50%) of the prescribed annual membership fee where a Member is a full-time student; or the holder of a Commonwealth Health Care card or Seniors Card.

Governance

22. Board

The Association shall be governed by a committee of management of the Association, known as the Board and the Board shall act fairly and honestly in the discharge of its lawful duties in accordance with these Rules, the Act and the Code.

23. Powers of the Board

Subject to the Act, any other applicable legislation, these Rules and to any resolution passed by the Association in General Meeting, the Board shall have the power to;

23.1 control and manage the affairs of the Association in accordance with the Rules, the Act and the Code;

23.2 exercise all such lawful 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;

23.3 do all things and make and perform all lawful contracts which in its proper judgment are necessary or proper for the purpose of carrying into effect the Objects of the Association;

23.4 formulate and implement policies, strategic plans, goals and objectives for the Association; and

23.4 perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association for the benefit of the membership and in the interests of the Community.

24. Presumption of validity

All acts of and things done by the Board, or any member of the Board, for and on behalf of the Association in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any Member thereof.

25. Board Structure

25.1 There shall be not less than four (4) office bearers and three (3) members as comprise the Board.

25.2 Each Board member shall be elected for a two (2) year term at the Annual General Meeting in accordance with Rule 26.

- 25.3 The office-bearers of the Association shall be:
- 25.3.1 The Chair;
 - 25.3.2 The Vice-Chair;
 - 25.3.3 The Treasurer; and
 - 25.3.4 The Secretary.
- 25.4 Each member of the Board is, subject to these Rules, to hold office until the conclusion of the second Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 25.5 At the Annual General Meeting held in even numbered years, the terms of the following Board positions shall expire:
- 25.5.1 The Chair;
 - 25.5.2 The Secretary; and
 - 25.5.3 Up to three (3) ordinary members.
- 25.6 At the Annual General Meeting held in odd numbered years, the terms of the following Board positions shall expire:
- 25.6.1 The Vice-Chair;
 - 25.6.2 The Treasurer; and
 - 25.6.3 Up to three (3) ordinary members.
- 25.7 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to these Rules, until the Annual General Meeting next following the date of the appointment.
- 25.8 Each Board member must be a current member of the Association aged eighteen (18) years or older.
- 25.9 The Board may at any time in its discretion second members of the Association to the Board to assist and or advise the Board in relation to the Board's performance of its duties in accordance with these Rules.

26. Election of Board Members

- 26.1 Nominations of candidates for election as office-bearers of the Association or as ordinary Members of the Board:
- 26.1.1 must be made in writing, endorsed by two (2) Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - 26.1.2 must be delivered to the Secretary of the Association at least seven (7) days prior to the date fixed for the holding of the Annual General Meeting at which the election is to take place.

26.1.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

26.2 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

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

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

26.8 The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

27. Secretary

27.1 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

27.2 It is the duty of the Secretary to keep minutes and records of:

27.2.1 appointments of office-bearers and members of the Board;

27.2.2 the names of Members of the Board present at a Board meeting or a General Meeting; and

27.2.3 all proceedings at Board meetings and General Meetings.

27.3 For the purposes of the Act, the Secretary assumes the role of the Association's Public Officer, unless otherwise determined by the Board.

27.4 The Secretary must notify the Commission that they are the Association's Public Officer within thirty (30) days of being elected as Secretary, or within any other timeframe specified in the Act.

28. Treasurer

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

28.1.1 that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

28.1.2 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.

28.1.3 Except as otherwise provided by these Rules, the Treasurer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

28.1.4 Co-operate with the Auditors of the Association and provide such information to the Auditors as requested and within the time required.

29. Casual vacancies

29.1 For the purpose of these Rules, a casual vacancy in the office of a Member of the Board occurs if the Member:

29.1.1 Becomes deceased during their tenure; or

29.1.2 Ceases to be Member of the Association; or

29.1.3 Becomes an insolvent under administration within the meaning of the Corporations Law; or

29.1.4 resigns office by notice in writing given to the Secretary; or

29.1.5 is removed from office under Rule 31; or

29.1.6 becomes mentally incapacitated; or

29.1.7 is convicted of an indictable offence; or

29.1.8 is absent without the consent of the Board from three (3) or more Board meetings within one (1) calendar year; or

29.1.9 requests leave of absence from the Board, which is subsequently approved.

29.2 The term of a casual vacancy shall in the case of the vacancy being created due to an approved leave of absence or any such temporary vacancy continue until the Board Member that created the vacancy returns to his or her duties on the Board or until the next Annual General Meeting (whichever occurs first).

30. Disclosure and conflicts of interest

30.1 For the purposes of this Rule, a conflict of interest includes, but is not limited to a direct or indirect pecuniary interest in a contract or a proposed contract into which the Association may enter.

30.2 A Board member must declare his or her interests, actual or potential, as soon as practicable after said conflict has arisen, but no later than the first general or Board meeting after which said conflict of interest has arisen.

30.3 Should the Board be called upon to consider an item that may present a conflict of interest for a Board member, the Board member shall excuse themselves from consideration of said matter.

30.4 Where a vote is called for in relation to an item that may present a conflict of interest for a Board member, the Board member shall excuse themselves from voting of said motion.

30.5 The Secretary is to maintain a register of declared interests, which is to be updated as soon as practicable when a Board member's interest has arisen.

30.6 Where a Board member has considered an item and/or voted on a motion that may present a conflict of interest, the Association reserves the right to take disciplinary action against said board member in terms of Rule 47.

31. Removal of Board member

31.1 The Association in a General Meeting may by resolution and in accordance with Rule 31.2 remove a Member of the Board from the office of member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed and if the Member removed seeks to have a review of the Resolution or to appeal the decision, then in such case, the dispute resolution provisions in these Rules shall apply.

31.2 A Board member may be removed due to:

31.2.1 a resolution passed at a General Meeting or Special General Meeting where the Board member has lost a no-confidence motion; or

31.2.2 actions that may bring the Association and/or the Community Broadcasting sector into disrepute; or

31.2.3 Being subject to an irreconcilable conflict of interest; or

31.2.4 Being in breach of the Association's Rules and having not remedied such breach; or

31.2.5 Any other matter that is of significant concern to the Association and its Members.

31.3 A Board member that has been removed from his or her duties has the right to appeal his or her removal in terms of Rules 48 and 49.

32. Board meetings and quorum

32.1 The Board shall meet no fewer than three (3) times in each period calendar year, at such place and time as the Board may determine.

32.2 Additional meetings of the Board may be convened by the Chair or by any member of the Board.

32.3 Written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least forty-eight (48) hours, or such other period as may be unanimously agreed on by the members of the Board, before the time appointed for the holding of the meeting.

- 32.4 Notice of a meeting given under this Rule 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 Board members present at the meeting unanimously agree to treat as urgent business.
- 32.5 The greatest of three (3) members, or greater than sixty percent (60%) of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 32.6 No business is to be transacted by the Board unless a quorum is present and if, within thirty minutes 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.
- 32.7 If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting is to be dissolved.
- 32.8 At a meeting of the Board:
- 32.8.1 the Chair or, in the Chair's absence, the Vice-Chair is to preside; or
 - 32.8.2 if the Chair and the Vice-Chair are absent, unwilling or otherwise unable to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

33. Sub-committees

- 33.1 The Board shall create Sub-committees for the purposes of the proper management of the affairs of the Association and in pursuit of the objects of the Association and such Sub-committees shall have delegated authority to make administrative decisions and recommendations but shall not have any power to make any rule that is contrary to the Rules or the general law and can second members of the public who are not members to assist the Sub-committee in the performance of its functions.
- 33.2 Where the Board calls for a sub-committee to be formed, a representative of the Board is to call for nominations from Members to form the sub-committee.
- 33.3 A serving Board member shall not be eligible to join a sub-committee, unless authorised by the Board to do so.
- 33.4 A member may serve on a maximum of two (2) sub-committees at any one time.
- 33.5 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 33.6 Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- 33.7 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 Board.

33.8 The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

33.9 A sub-committee may meet and adjourn as it thinks proper and shall provide such activity reports and recommendations for action to the Board in a timely manner and such shall coincide where possible with the timing of Board meetings.

34 Voting and decisions made by Board or Sub-committee

34.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

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

34.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

35. Board meeting minutes

35.1 Proper Minutes of all proceedings of meetings of the Board shall be entered within thirty (30) days after the relevant meeting in minute books kept for the purpose.

35.2 The Minutes kept pursuant to this Rule must be confirmed by the members of the Board at a subsequent meeting.

35.3 The Minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which proceedings took place or by the Chairperson of the next succeeding meeting at which the Minutes are confirmed.

35.4 Where Minutes are entered, and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

35.5 The records of the Minutes are to be kept by the Secretary of the organisation and are available to members upon request.

General Meetings

36. Types of General Meeting

The Association may convene General Meetings and an Annual General Meeting in accordance with these Rules and the Act.

37. Procedure

37.1 Meeting procedures contained in these Rules are deemed to apply to all types of General Meeting.

37.2 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 twenty-one (21) 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.

37.3 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Board, must include that business in the next notice calling a General Meeting given after receipt of the notice from the member, but no later than fourteen (14) days prior to the date fixed for the holding of the General Meeting.

37.4 Where additional business has been proposed by a Member pursuant to Rule 37.3, the Secretary, must provide an updated notice of meeting no later than seven (7) days prior to the date fixed for the holding of the meeting.

37.5 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

37.6 The greatest of five (5) members or 10 per cent (10%) of the total number of members present in person (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

37.7 If within thirty (30) minutes after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

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

37.7.2 in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or;

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

37.8 If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the Members present (being at least 3) is to constitute a quorum.

38. Presiding member

38.1 The Chair or, in the Chair's absence, the Vice-Chair, is to preside as chairperson at Each General Meeting of the Association.

38.2 If the Chair and the Vice-Chair are absent, unwilling or are otherwise unable to act, The Members present must elect one of their number to preside as chairperson at the meeting.

39. Adjournment

39.1 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.

39.2 If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

39.3 Except as provided in Rules 39.1 and 39.2 a 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.

40. Making of decisions

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

40.2 At a General Meeting of the Association, a poll may be demanded by the chairperson or by at least three (3) members present in person at the meeting.

40.3 immediately in the case of a secret ballot which relates to the election of the chairperson of the meeting or to the question of an adjournment;

40.4 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.

41. Special resolutions

A Special Resolution may be passed by a majority of 75% of the Members present at the General Meeting, including proxies of Members being entitled to vote in person or by proxy at a General Meeting of which at least twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

42. Voting

42.1 On any question arising at a General Meeting of the Association a member has one vote only.

42.2 Where the member has a conflict of interest in relation to a proposed resolution or other agenda item, the member shall inform the Secretary that a conflict of interest is present, therefore they will not be in a position to discuss or vote on said resolution or agenda item as soon as practicable after the agenda is distributed and should a Member become aware of a conflict or potential conflict of interest during a meeting, the conflicted member shall declare their interest at the meeting.

42.3 A member may not vote on a motion where a conflict of interest is present in relation to that particular motion, however may vote on other motions raised at the meeting that do not present a conflict of interest to said member.

42.4 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.

42.5 Proxy voting is permitted, a member may only carry a proxy vote for one (1) other member, and where a member chooses to appoint another member as a proxy, then such nomination shall be *in writing* and is valid at any time right up until the opening of the meeting.

42.6 A Proxy may be given by letter, email, short message service (SMS), Facebook Messenger; or any other form of written communication where the source of said communication is verifiable by the Board. The Proxy nomination shall be forwarded to the Board as soon as practicable upon receipt, but no later than the opening of relevant General Meeting.

43 General Meeting minutes

43.1 Proper Minutes of all proceedings of General Meetings of the Association shall be entered by the Secretary within thirty (30) days after the relevant meeting in minute books kept for the purpose. The Minutes must be kept pursuant to this Rule must be confirmed by the members of the Association at a subsequent meeting, and shall be signed by the Chairperson of the meeting at which proceedings took place or by the Chairperson of the next succeeding meeting at which the Minutes are confirmed.

43.2 Where Minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

43.3 Every member shall receive an electronic copy of the Minutes as soon as practicable once said Minutes have been entered into the relevant minute books kept for the purpose, but no later than thirty (30) days after the relevant General Meeting was held.

43.4 The records of the Minutes are to be kept by the Secretary of the organisation and are available to Members upon request.

44. Ordinary General Meetings

The Board may, whenever it thinks fit, convene an Ordinary General Meeting of the Association, but no fewer than three (3) times in each calendar year, at such place and time as the Board may determine.

45. Annual General Meetings

45.1 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.

45.2 The Association must hold its first Annual General Meeting:

45.2.1 within the period of eighteen (18) months after its incorporation under the Act; and

45.2.2 within the period of six (6) months after the expiration of the first financial year of the Association.

45.3 The Annual General Meeting of the Association is, subject to the Act and to be convened on such date and at such place and time as the Board thinks fit.

45.4 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

45.5 the income and expenditure of the Association during its last financial year,

45.6 the assets and liabilities of the Association at the end of its last financial year, the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year.

45.7 An Annual General Meeting must be specified as such in the notice convening it.

46 Special General Meetings

- 46.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 46.2 The Board must, on the requisition in writing of the either no fewer than five (5) members or 10 per cent (10%) of the total number of members, whichever is greater, convene a Special General Meeting of the Association.
- 46.3 A requisition of members for a Special General Meeting must state the purpose or purposes of the meeting and must be signed by the members making the requisition, and must be lodged with the Secretary. A requisition may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 46.4 If the Board fails to convene a General Meeting to be held within thirty (30) days after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than ninety (90) days after that date.
- 46.5 A General Meeting convened by a member or members as referred to in Rule 46.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board.

Dispute Resolution and Complaints Management

47. Internal complaints and disputes

- 47.1 Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be managed in accordance with the Rules, all relevant policy documents, the Code and the principles of natural justice.
- 47.2 A complaint may be made by any Member (Complainant) of the Association that another Member (the Complainee) of the Association:
- 47.2.1 has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - 47.2.2 persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 47.3 On receiving such a complaint, the Board:
- 47.3.1 must cause notice of the complaint to be served on the Complainee and the notice shall include a verbatim extract of complaint with the Complainant's name and/or other identifying data redacted; and

47.3.2 must give the Complainee at least twenty-one (21) days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and

47.3.3 the Board must take into consideration any submissions made by the Complainee in connection with the complaint in a fair and just manner.

47.4 The submission from the Complainee in response to the complaint is to be assessed at the first Board meeting after the Complainee's response.

47.5 The outcome of the assessment of complaint having been concluded by the Board shall be communicated by the Board to both the Complainant and Complainee as soon as practicable after the Board meeting at which the complaint was considered, but no later than twenty-four (24) hours after meeting was closed.

47.6 Should the complaint be upheld by the Board may exercise appropriate powers under the disciplinary procedures in accordance with Rule 50.

48 Right of reply

48.1 Pursuant to the Rules an applicant or a member respectively shall have the right of reply to all allegations and complaints made and to the manner in which the Board has conducted the meeting where the decision responded to was made.

48.2 Where the Board makes a determination under Rules 16 or 47, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant and the relevant Member full particulars of the decision or resolution as the case may be setting out the grounds on which the decision was based. The notice given under this provision shall give the aggrieved applicant or member the opportunity to address the Board and bring with them a support person at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service of the notice which will state the date, place and time of that meeting.

48.3 The Applicant and/or any other members who are affected by the determination, decision or resolution as the case may be, may submit to the Board at or prior to the date of any meeting on the matter with written representations relating to the outcome complained of.

48.4 At the meeting of the Board held as referred to in Rule 48.1 the Board shall give the Applicant or Member affected by the outcome complained of sufficient opportunity and time to prepare and make oral representations.

- 48.5 The Board shall at all times refrain from giving the Applicant or Member undue time pressures and shall take into account the principles of natural justice in the giving due consideration to any written representations as may be submitted to the Board by the Applicant or the Member affected by the outcome complained of and in taking into account all such matters, the Board shall arrive at a determination or resolution of the disputed matter which may involve either revoking or confirming the prior made decision.
- 48.6 Where the Board confirms a resolution under these rules, the Secretary shall, within seven (7) days after such confirmation, give by written notice informing the Applicant or the Member affected by the outcome of the determination of the Board and shall include in such notice its reasons for the Board's decision and shall inform the Applicant or the Member of the Applicant or Member's rights of appeal under Rule 49.
- 48.7 A resolution confirmed by the Board does not take effect until the expiration of the period within which the Applicant or Member subject of the decision complained of is entitled to appeal against the decision, where the aggrieved Applicant or Member does not exercise the right to appeal within the period provided for in Rule 49 or alternatively where the aggrieved Applicant or Member within the period for bringing of the Appeal in Rule 49 exercises that right then there shall be a stay on the implementation of the Board's decision complained of for such time until the aggrieved Applicant or Member has exhausted their rights to appeal.
- 48.8 Subject to right to appeal under Rule 49 and the provisions in Rule 48, the Board may, by ordinary resolution, expel the Member from the Association or suspend the Member from membership of the Association pursuant to Rule 50 if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

49. Right of appeal

- 49.1 An aggrieved Applicant or Member, either directly or through their appointed representative, may appeal to the Association at a General Meeting against a decision or resolution of the Board under these Rules and such appeal shall be brought within fourteen (14) days after the notice of the resolution or decision of the Board has been served on the aggrieved Applicant or Member, and such notice of appeal with the necessary particulars sufficient to appraise the Board of the grounds of the appeal shall be lodged with the Secretary who shall ensure that such notice is immediately brought to the attention of the Board.
- 49.2 The notice of appeal should state the basic grounds of appeal and if there are further matters to be put before the board, the aggrieved applicant shall be given such time as is reasonably necessary to properly put the appeal before the Board for decision and any supplementary information if requested by the Board or otherwise should be provided within a further fourteen (14) days from the date of the lodging of the notice of appeal.

49.3 If the appeal is brought by an applicant who has made an application for membership which has been rejected by the Board, then the Secretary must notify the Board and the Board shall as soon as practicable thereafter convene a General Meeting of the Association to be held but not later than twenty-eight (28) days after the date on which the Secretary received the notice.

49.4 At the General Meeting convened under this Rule 49:

49.4.1 no business other than the question of the appeal is to be transacted;

49.4.2 The rejected applicant or member, either directly or through their appointed representative, and the Board shall be given the opportunity to state their respective cases orally or in writing, or both; and

49.4.3 the Board shall after hearing all argument and evidence in support of the Applicant's appeal shall vote by secret ballot on the question of whether the appeal should be allowed or dismissed.

49.4.4 The order made by the Board in relation to the appeal shall be binding on the parties and the Secretary shall record the outcome of the Appeal in minutes of order and the register of members shall read so as to take into effect the outcome of the appeal.

50. Disciplinary action

Subject to these Rules a member may be subject to formal disciplinary action, including but not limited to suspension of membership and/or expulsion from the Association.

51. Suspension of membership

51.1 Membership may be suspended by not less than two third majority vote by the Board.

51.2 In dealing with a suspension of a membership, the Board will act in good faith in accordance with the principles of natural justice and include an opportunity for the proposed suspended Member to be heard or to make a written submission.

51.3 Any suspended Member may on not less than 2 weeks' written notice require the suspension to be reconsidered by the Board. The suspended member shall be entitled to be informed of the matters leading up to the suspension and the cause of the suspension and to make representations which at the election of the Board may be made in person, in writing or through a representative or support person. The aggrieved member is entitled to receive a fair hearing as to whether the suspension is in the best interests of the good management of the association in achieving its objects or not.

51.4 The Board may resolve to suspend a member where in the reasonable opinion of the Board, the conduct of the relevant Member is discreditable or injurious to the character or interests of the Association or where the member commits an act or omits to act in a manner which is designed to damage the reputation of the Association or significantly hinder its operation in the lawful pursuit of its objects.

52 Expulsion of a member

- 52.1 The Board shall give any Member who has been expelled from the membership of the Association an opportunity to give such a member to be heard or to make written submission to the Board, either by the Member themselves in writing and oral or by way of representation by an advocate or support person. The Board may resolve to expel a member upon a charge of serious misconduct detrimental to the interests of the Association.
- 52.2 It shall be open to any member expelled to appeal to the Board against the expulsion. The intention to appeal shall be communicated in writing to the Secretary or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the Member.
- 52.3 In the event of an appeal, the applicant's membership of the Association shall not be deemed terminated unless the determination of the Board to expel the Member is upheld by the Membership Appeals Tribunals, after the applicant has been heard by the Membership Appeals Tribunal. In such event the membership will be terminated at the date of the meeting at which the determination of the Board is upheld by the Membership Appeals Tribunals.

53. External complaints

- 53.1 The Association acknowledges the right of audience for complainants who are Dissatisfied with matters contained in writing which contain alleged non-compliance with both the licence conditions in the Act and the requirements outlined in the Codes and broadcast law.
- 53.2 The Association shall broadcast at least one on-air announcement each week that contains information about the Codes and where listeners can get a copy.
- 53.3 The Association will act conscientiously and in good faith in accordance with the rules of natural justice and shall make every reasonable efforts to resolve all complaints, except where a complaint in the reasonable opinion of the Board is frivolous or without sufficient grounds or not made in good faith.
- 53.4 The Secretary will maintain a record of complaints and responses for a period of at least two years from the date of the complaint.
- 53.5 The record of complaints and responses will be made available to ACMA on request.
- 53.6 Where the subject of the complaint relates the conduct of a specific member or members of the Association, the relevant member or members shall have the right of reply in terms of Rule 48.

54 Natural justice

The Board will conduct itself in all things and in all matters by reference to the principles of natural justice, fairness and equity at all times.

Financial and Risk Management

55. Liability

Except in the case of fraud, persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

56. Funding sources and application

- 56.1 The funds of the Association are to be derived from membership fees, donations, sponsorship, access fees and, subject to any resolution passed by the Association in General Meeting, such other lawful sources as the Board determines from time to time.
- 56.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of an account held by the Association at an ADI, in terms of Rule 58.1.
- 56.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 56.4 Subject to any resolution passed by the Association in General Meeting or otherwise Provided for in the Constitution, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

57. Insurances

- 57.1 The Association must effect and maintain insurance as required under the Act, the Broadcasting Act, the Code and/or any other legislative or other instrument under which the Association must comply.
- 57.2 In addition to the insurance required under Rule 57.1, the Association may effect and maintain other insurance.

58. Banking

- 58.1 The Association shall hold an account or accounts with an Authorised Deposit-taking Institution (ADI), as listed by the Australian Prudential Regulation Authority in accordance with the Banking Act 1959 (Cth)
- 58.2 All current Board members are to be authorised signatories to the Association's bank accounts, unless otherwise determined by the Board.
- 58.3 All debit transactions from any account held by the Association with an ADI shall be authorised by two (2) authorised signatories.
- 58.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by two (2) authorised signatories.

- 58.5 An outgoing Board member shall be removed as an authorised signatory as soon as practicable, but no later than seven (7) days after they have left their position on the Board.
- 58.6 An incoming Board member shall be added as an authorised signatory as soon as practicable, but no later than seven (7) days after they have been elected to the Board.
- 58.7 The Association's bank statements, term deposit certificates and/or any associated banking related records must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

59. Payments

- 59.1 All payments made on behalf of the Association shall be authorised by two (2) authorised signatories.
- 59.2 The Association is prohibited from making monetary payments to any member for any purpose other than a bona fide purpose under the Rules.
- 59.3 Where a member has purchased any goods or services in order to assist the Association to further its objectives, such purchase is deemed to be a gift to the Association, and therefore the Association is not obliged to reimburse the member that made such purchase unless the Board has expressly instructed the member to make such purchase on the Association's behalf, in terms of Rule 60.
- 59.4 A member may, at the Association's discretion, be entitled to a referral fee paid by the Association where a member has successfully referred a sponsor to the Association, subject to the conditions of any Policy Statement(s) pertaining to sponsorship.

60. Purchases

- 60.1 Purchases of goods or services on behalf of the Association of up to fifty dollars (\$50) per transaction may be undertaken by the Chair, the Vice-Chair, the Secretary or the Treasurer without further reference to the Board or the members, capped to a maximum of six (6) separate transactions or one hundred and fifty dollars (\$150) in total transactions per financial year whatever the lesser amount is.
- 60.2 Purchases of goods or services on behalf of the Association of not less than fifty dollars (\$50) but not more than one thousand dollars (\$1,000) per transaction must be approved by the Board prior to said purchase transaction being entered into.
- 60.3 Purchases of goods or services on behalf of the Association of greater than one thousand dollars (\$1,000) per transaction must be approved by the members at an General Meeting or Annual General Meeting.

- 60.4 Where a member has made a purchase on behalf of the Association, the member is entitled to seek reimbursement for the purchase price, but *only* where the board has expressly instructed the member in writing to make such purchase on the Association's behalf.

61 Appointment of auditor

- 61.1 An auditor will be appointed if the Association is a prescribed Association within the meaning of the provisions of the Act.
- 61.2 The nominated auditor is to be appointed effective immediately after the resolution to appoint said auditor is passed at an Annual General Meeting, and shall serve as the Association's auditor until the next Annual General Meeting, where they shall be eligible for re-appointment, subject to the agreement of the members, these Rules and the Act.

62. Employment

The Association shall be prohibited from offering paid employment to any person, unless approved by the Board.

63. Service of notices

For the purpose of these Rules, a notice may be served by or on behalf of the Association on any member by one or more in person, via post at the member's address as recorded in the register of members, via electronic means, including but not limited to e-mail, short message service (SMS); Facebook Messenger or any similar text-based electronic communications medium.

64. Dissolution and Winding up of the Association

- 64.1 The Association shall only be wound up in accordance with the provisions of the Act and these Rules and by approval of not less than seventy-five percent (75%) of the members present and voting at a meeting called for that purpose of which not less than thirty (30) days written notice including notice of the proposed dissolution has been distributed to all members.
- 64.2 On dissolution of the Association, all property remaining after payment of all legal liabilities shall be transferred to such other body formed or incorporated for promoting similar objects as the Association as shall be identified and determined by a resolution of members in General Meeting, provided that such other body shall also prohibit the distribution of income and property to the members to the extent stated herein, and such other body is not otherwise bound by contractual instruments with state or federal agencies that prohibit the transfer of said property from the Association.