
**CONSTITUTION OF
EUROBODALLA ACCESS RADIO INC.
Broadcasting as 2EAR FM**

**AS ADOPTED 1986
AND
AMENDED 12/3/88, 25/7/89, 24/9/91 3/11/2001
and / /2008**

PREAMBLE

Eurobodalla Access Radio Incorporated is an association incorporated under the supervision of the NSW Office of Fair Trading (OFT). It exists for the purpose of broadcasting as a community radio station. A community radio station may not broadcast in Australia unless it is licensed. The Australian Communications and Media Authority will not grant a licence, or continue a licence, to any association that is not an incorporated association, nor to any association that does not subscribe to the Codes of Practice laid down by the Community Broadcasting Association of Australia. Accordingly, this constitution expresses not only the intentions and obligations of the members of Eurobodalla Radio; it also expresses the need for compliance with different sets of obligations, established by the NSW Office of Fair Trading, by the Australian Communications and Media Authority, and by the Community Broadcasting Association of Australia.

Objects of 2EAR FM

1. To apply for and to hold a community broadcasting licence and any other telecommunications licences.
2. To establish and to operate a community broadcasting station and to erect, furnish and equip audio studios and production facilities of broadcast standard.
3. To operate the association as a not for profit community institution and to undertake all measures necessary to provide a radio broadcasting service to encourage, enable and facilitate communication within the community by operating and developing community media activities serving the broad Eurobodalla Shire and in particular:
 - a. to enable and facilitate communication within the community by broadcasting programs dealing with Australian content in line with the provisions outlined, matters of local interest, events, culture and activities;
 - b. to promote the work of Australian musicians and performers and regularly play throughout the day, new material and music of up and coming Australian bands and performers or those not recorded or distributed by major record companies;
 - c. to include at least 25% minimum Australian content provisions outlined in the Community Broadcasting Code of Practice;
 - d. to provide the opportunity for community groups and related associations, organisations and individuals to be involved in the provision of original programs for broadcast by 2EAR FM.
4. in accordance with the previous point, and as the Association determines, to provide programming of a type not adequately covered by existing broadcasters, and in particular:
 - a. to encourage and develop uses of radio for community and public affairs, education, culture, information, entertainment and recreation by, for and directed to the local community including the handicapped, parents, teachers, and children;
 - b. to become a “town crier” of cultural and community information by compiling community resource data and information with respect to local activities, events and developments affecting the community; and
 - c. to promote and encourage innovative and experimental uses of radio.
5. To teach, train, instruct, prepare and assist members to produce material for transmission and to provide facilities for members to learn and practise the technical and aesthetic aspects of radio broadcasting and production.

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6. To foster the development and ideals of community broadcasting in such ways as the Association may determine, and to become a member of the Community Broadcasting Association of Australia and to subscribe to the Community Broadcasting Code of Practice, and in particular:
 - a. to seek all possible participation of members in all aspects of the Association including management, operations, programming and program production;
 - b. to actively discourage the broadcast of material which is sexist and/or racist; and/or is contrary to community standards
 7. To conduct, either solely or jointly with others, entertainments, promotions, concerts, cultural activities, meetings, conferences, community information resource centres, lectures, seminars, courses, on matters of interest relating to the objects of the Association, (and to broadcast the same as are relevant) and to publish either solely or jointly with others, program and other material relating to the objects of the Association.
 8. To produce either solely or jointly with others, publications and other products for sale, loan, or hire including recorded programs suitable for dissemination through access arrangements with other community broadcasters and programmers and other outlets.
 9. To inform Members and other interested individuals about the aims and operations of the Association, about community broadcasting, Australian and alternative music, and about the aims and activities of participating groups and individuals, through station programming and the establishment of a newsletter or programming guide.
 10. To support and to co-operate with any kindred body.
 11. To appoint, employ, remove or suspend staff as may be necessary or convenient for the purposes of the Association.
 12. To do or cease to do from time to time any other such things as may be determined to be in keeping with the general aims of the association

PART I- PRELIMINARY

1. DEFINITIONS

a In these rules:

“Association” means Eurobodalla Access Radio Inc.

“Committee” means the standing committee elected or appointed to manage the routine affairs of the Association, as expressed in this Constitution

“Commissioner” means the Commissioner of the Office of Fair Trading.

“Ordinary Committee Member” means a Member of the Committee who is not an Office-bearer of the Association, as referred to in rule 15 b;

“Person” means a natural or a legal (juristic) person, as contextually applicable (a “legal person” can include, for example some group or organization).

“Secretary” means:

- (1) the person holding office under these rules as Secretary of the Association; or
- (2) if no such person holds that office - the Public Officer of the Association.

“Special General Meeting” means a General Meeting of the Association other than an Annual General Meeting:

“The Act” means the Associations Incorporation Act.

“The Regulation” means the Associations Incorporation Regulation.

b. In these rules:

- (1) a reference to a function includes a reference to a power, authority and duty; and
- (2) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

PART II- MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

a A person is qualified to be a member of the Association if,

- (1) the person has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- (2) the person has
 - (a) applied for membership of the Association as provided by rule 3; and
 - (b) has been approved for membership of the Association by the Committee of the Association.

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- b There shall be categories of membership such as Ordinary Members, Corporate Bodies, Commercial/business, Group/organization, each entitled to one vote and Patrons, Associate Members, and Children (under age 15) who are not entitled to a vote.

3. APPLICATION FOR MEMBERSHIP

- a An application for membership of the Association by a person or by an incorporated body:
 - (1) shall be made by the Applicant in writing in the manner set out in Appendix 1 to these Rules; and
 - (2) shall be lodged with the Secretary of the Association.
- b As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or reject the application. An application may only be rejected if:
 - (1) there are reasonable grounds to believe that the Applicant would not abide by the rules and objectives of the Association; or
 - (2) rejection is required by law; or
 - (3) 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 the Association's Code of Conduct; or
 - (5) there are reasonable grounds to believe that the Applicant would pose a security risk to the Members or premises of the Association.
- c Where the Committee resolves
 - (1) to approve an application for membership, the Secretary shall, as soon as practicable after that resolution, notify the Applicant of details of the approved membership and require the Applicant to pay within the period of 28 days after receipt by the Applicant of the notification the amount payable under these rules by a member as membership fee;
 - (2) to reject an application for membership, the Secretary shall, as soon as practicable after that resolution, notify the Applicant of that rejection, the grounds for that rejection and his/her rights of reply and appeal. (See Clauses 12 and 13)
- d The Secretary shall
 - (1) on payment by the Applicant of the amount referred to in clause (3) within the period referred to in that clause; or
 - (2) upon resolution of the Committee to reject an application being overturned on reply by the Applicant and payment of the required membership fee by the Applicant, enter the Applicant's name in the Register of Members and, on the name being so entered, the Applicant becomes a Member of the association.

4. CESSATION OF MEMBERSHIP

- a A person ceases to be a member of the Association if the person:
 - (1) dies; or

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- (2) resigns membership; or
 - (3) is expelled from the Association; or
 - (4) fails to pay outstanding membership fees within two months of due date.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

6. RESIGNATION OF MEMBERSHIP

- a A member of the association is not entitled to resign that membership except in accordance with this rule.
- b A member of the association who has paid all amounts payable by the Member to the association in respect of the Member's membership may resign from membership of the association by first giving to the Secretary written notice of at least one month (or such other period as the committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- c If a member of the Association ceases to be a Member under clause b, and in every other case where a Member ceases to hold membership, the Secretary shall cause to be made an appropriate entry in the Register of Members recording the date on which the member ceased to be a Member.

7. REGISTER OF MEMBERS

- a The Public Officer of the Association must establish and maintain a Register of Members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- b 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.

8. FEES AND SUBSCRIPTIONS

- a A member of the Association must pay to the Association an annual membership fee as determined by the Committee:
 - (1) except as provided by paragraph (2), before 1 July in each calendar year; or
 - (2) if the Member becomes a Member on or after 1 July in any calendar year on becoming a Member and before 1 July in each succeeding calendar year.

9. MEMBERS' LIABILITIES

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 8.

10. RESOLUTION OF INTERNAL DISPUTES

Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be handled according to the Constitution and Code 6 of the Community Broadcasting Code of Practice. For amplification see Appendix 3 "Procedures for Dealing with Internal Disputes and Complaints from Members".

11. DISCIPLINING OF MEMBERS

- a A complaint may be made by any member of the Association that some other member of the Association:
 - (1) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (2) has persistently and/or willfully acted in a manner prejudicial to the interests of the Association.
- b On receiving such a complaint, the Committee:
 - (1) shall cause notice of the complaint to be served on the Member concerned; and
 - (2) shall give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee (not exceeding 400 words) in connection with the complaint; and
 - (3) shall take into consideration any submissions made by the Member in connection with the complaint.
- c The Committee may, by resolution, move to expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the matters alleged in the complaint have been proved.

12. RIGHT OF REPLY OF REJECTED APPLICANT OR DISCIPLINED MEMBER

- a Where the Committee passes a resolution under rule 3c[2] or rule 11c, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Applicant or Member subject of the resolution:
 - (1) setting out the resolution of the Committee and the grounds on which it is based;
 - (2) stating that the Applicant or Member 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;
 - (3) stating the date, place and time of that meeting; and
 - (4) informing the Applicant or Member subject of the resolution that they may do either or both of the following:
 - (a) attend and speak at that meeting;
 - (b) submit to the Committee at or prior to the date of that meeting written representations (not exceeding 400 words) relating to the resolution.
- b At a meeting of the Committee held as referred to in clause a the Committee shall:

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- (1) give the Applicant or Member subject of the resolution an opportunity to make oral representations, limited to 5 minutes with additional periods agreed by the Committee;
 - (2) give due consideration to any written representations (not exceeding 400 words) submitted to the committee by the Applicant or Member subject of the resolution at or prior to the meeting; and
 - (3) by resolution determine whether to confirm or to revoke the resolution.
- c Where the Committee confirms a resolution under clause b, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the Applicant or Member subject of the resolution of the reasons for the confirmation and of the right of appeal under rule 13.
- d A resolution confirmed by the Committee does not take effect:
- (1) until the expiration of the period within which the applicant or member subject of the resolution is entitled to appeal against the resolution where the Applicant or Member subject of the resolution does not exercise the right of appeal within that period; and
 - (2) where within that period the Applicant or disciplined Member subject of the resolution exercises the right of appeal, unless and until the Association confirms the resolution under rule 13d, whichever is the later.

13. RIGHT OF APPEAL OF REJECTED APPLICANT OR DISCIPLINED MEMBER

- a A rejected Applicant or disciplined Member may appeal to the Association at a General Meeting against a resolution of the Committee under rule 11, 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.
- b The notice may, but need not, be accompanied by a statement of the grounds on which the rejected Applicant or Member intends to rely for the purpose of the appeal.
- c On receipt of a notice from a rejected Applicant or disciplined Member under clause a, 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.
- d At a General Meeting of the Association convened under clause c:
- (1) no business other than the question of the appeal is to be transacted; and
 - (2) the Committee and the rejected Applicant or Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (3) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e If at the General Meeting the Association passes a Special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- f If a General Meeting confirms the Committee resolution there shall be no further rights of appeal.

PART III- THE COMMITTEE

14. POWERS OF THE COMMITTEE

- a The Committee is to be called the Committee of Management of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting:
- (1) is to control and manage the affairs of the Association; and
 - (2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a General Meeting of Members of the Association; and
 - (3) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

15. CONSTITUTION AND MEMBERSHIP

- a Subject in the case of the first Members of the Committee to section 21 of the Act, the Committee is to consist of:
- (1) the Office-Bearers of the Association; and
 - (2) 3 ordinary members,
 - (3) all Office-Bearers and Committee members are to be elected at the Annual General Meeting of the Association under rule 16.
- b The Office Bearers of the Association are to be:
- (1) the President;
 - (2) the Vice-President;
 - (3) the Treasurer; and
 - (4) the Secretary.
- c Each member of the Committee is, subject to these Rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election only twice consecutively thereafter.
- d In the event of a casual vacancy occurring in the membership of the Committee, the Committee shall appoint a financial member of the association to fill the vacancy and the member so appointed is to hold office, subject to these Rules.
- e Members may only be elected to the Committee if they are financial members of the Association.

16. ELECTION OF MEMBERS OF THE COMMITTEE

- a Nominations of candidates for election as Office-Bearers of the Association or as Ordinary Members of the Committee:
- (1) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and who shall have been a member of the Association for a period of at least 90 days; and
 - (2) shall be delivered to the Returning Officer of the Association not less than 30 days before the date fixed for the holding of the Annual General Meeting at which

the election is to take place. Candidates shall submit with their nomination a written profile not exceeding 400 words justifying their suitability as management material that shall be circulated with postal voting forms. See Appendix 2

- b Candidate Office Bearers additionally should be prepared to speak up to 400 words or such other limit as prescribed by the Returning Officer in support of their candidature.
- c If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations shall be called for at the Annual General Meeting.
- d If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- e If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- f If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- g The ballot for the election of Members of the Committee is to be conducted at the Annual General Meeting, by a combination of postal votes and votes of those present at the meeting. The ballot for the Office-Bearers will be from those Committee Members elected by the previous vote and only by those members present at the meeting. No proxy votes will be permitted.

17. SECRETARY

- a 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.
- b It is the duty of the Secretary to keep minutes of:
 - (1) all appointments of Office-Bearers and Members of the Committee;
 - (2) the names of Members of the Committee present at a Committee meeting and all Members present at a General Meeting; and
 - (3) all proceedings at Committee meetings and General Meetings.
- c Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

18. TREASURER

- a It is the duty of the Treasurer of the Association to ensure:
 - (1) that all money due to the Association is collected and receipted and that all payments authorised by the Association are made;
 - (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;
 - (3) at the end of the financial year the books shall be forwarded for auditing to the Auditor, who shall be appointed at the Annual General Meeting.

19. CASUAL VACANCIES

- a For the purpose of these rules, a casual vacancy in the office of a Member of the Committee occurs if the Member:
- (1) dies; or
 - (2) ceases to be a member of the Association; or
 - (3) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (4) resigns office by notice in writing given to the Secretary; or
 - (5) is removed from office under rule 20; or
 - (6) becomes a mentally incapacitated person; or
 - (7) is absent without the consent of the Committee from all Committee meetings (other than general meetings) held during a period of 3 months.
- b The Committee shall appoint Members to fill casual vacancies only until the next Annual General Meeting.

20. REMOVAL OF A MEMBER OF COMMITTEE

- a The Association in general meeting may by resolution remove any Member of the committee from the office of Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- b If a member of the Committee, to whom a proposed resolution referred to in clause a relates, makes representations in writing to the Secretary or President (not exceeding 400 words) and requests that the representations be notified to the Members of the Association, some other Member of the Committee shall send a copy of the representations to each member of the Association. The Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. MEETINGS AND QUORUM

- a The Committee shall hold not less than 6 scheduled committee meetings (other than general meetings) evenly spaced throughout the year at a place and time as the Committee may determine.
- b Additional meetings of the Committee may be convened by any member of the Committee.
- c Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee not less than 48 hours before the time appointed for the holding of the meeting.
- d Notice of a meeting given under clause c must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting agree by majority to treat as urgent business.
- e Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- f No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

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- g If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
 - h At a meeting of the Committee:
 - (1) the President or, in the President's absence, the Vice-President is to preside; or
 - (2) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the Members present at the meeting is to preside.

22. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- a The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (1) this power of delegation; and
 - (2) a function which is a duty imposed on the Committee by the Act or by any other law.
- b A function the exercise of which has been delegated to a Sub-committee under this rule may be exercised from time to time by the Sub-committee in accordance with the terms of the unrevoked delegation.
- c 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.
- d Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- e Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- f The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- g A sub-committee may meet and adjourn as it thinks proper

23. VOTING AND DECISIONS

- a Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of Members of the Committee or Sub-committee present at the meeting.
- b Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (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.
- c Subject to rule 21 e, the Committee may act despite any vacancy on the Committee.
- d Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-committee.

PART IV - GENERAL MEETINGS

24. ANNUAL GENERAL MEETINGS - HOLDING OF

- a 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.
- b The Association must hold its first Annual General Meeting:
 - (1) within the period of 18 months after its incorporation under the Act; and
 - (2) within the period of 6 months after the expiration of the first financial year of the Association.
- c Clauses a and b have effect subject to an permission for extension granted by the Commissioner under Section 26 (3) of the Act.

25. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- a The Annual General Meeting of the Association is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the Committee thinks fit, but as appropriate for the attendance of the majority of Members.
- b 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:
 - (1) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
 - (2) to receive from the committee reports on the activities of the Association during the last preceding financial year;
 - (3) to elect office bearers and other members of the Committee;
 - (4) to receive and consider a statement which gives a true and fair view of the following:
 - (a) the income and expenditure of the Association's most recently completed financial year;
 - (b) the assets and liabilities of the Association at the end of its last financial year;
 - (c) 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.
- c An Annual General Meeting must be specified as such in the notice convening it.

26. OTHER GENERAL MEETINGS – CALLING OF

- a The Committee shall convene not fewer than 4 scheduled general meetings, one of which will be the Annual General Meeting, evenly spaced throughout the year at a place and time as the Committee may determine, but as appropriate for the attendance of the majority of members.

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

27. NOTICE

- a Except in emergency or if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause a notice to be sent in accordance with Rule 41. This notice shall specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in clause a specifying, in addition to the matter required under clause a, the intention to propose the resolution as a special resolution.
- c No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under rule 25 b.
- d A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

28. PROCEDURE

- a 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.
- b Five members or 5 percent of the Members of the Association, whichever is the greater, present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

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- c If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
- (1) if convened on the requisition of Members, is to be dissolved; and
 - (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 communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- d If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) is to constitute a quorum.

29. PRESIDING MEMBER

- a The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each General Meeting of the Association.
- b If the President and the Vice-President are absent or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

30. ADJOURNMENT

- a The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c Except as provided in clauses a and b, 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.

31. MAKING OF DECISIONS

- a A question arising at a General Meeting of the Association is to be determined on a show of hands. If before or on the declaration of the show of hands a poll is requested such a poll shall be conducted. A declaration by the Chairperson that a resolution has been carried 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.
- b At a general meeting of the Association, a poll may be demanded by the Chairperson or by at least 3 financial members present in person at the meeting.
- c If a poll is requested at a general meeting, the poll shall be taken:
- (1) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment or in any other case;
 - (2) 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.

32. SPECIAL RESOLUTION

- a The following shall be Special Resolutions:
 - (1) change of Association name;
 - (2) change(s) of Association rules;
 - (3) change(s) of Association objects;
 - (4) amalgamation with another Incorporated Association;
 - (5) voluntary winding up of the Association or
 - (6) applying for registration as a cooperative or a company.
- b Under these rules the Association may indicate other circumstances that require a Special Resolution.
- c A Special Resolution must be passed at a General Meeting in the following manner:
 - (1) written notice must be given to Members specifying the intention to propose the resolution as a special resolution at least 21 days prior to the date of the General Meeting;
 - (2) the notice must set out the proposed resolution;
 - (3) a quorum must be present at the meeting; and
 - (4) at least three-quarters voting must vote in favour of the resolution for it to be passed. The votes must be in person with no postal votes allowed.
- d A declaration by the person chairing the meeting that the resolution has been carried as a Special Resolution is taken as evidence of that fact unless, during the meeting at which the resolution is submitted, a poll is demanded.
- e If it is not possible or practicable for a resolution to be passed as described above (eg if the Association wishes to put the Special Resolution to Members by way of a postal ballot) a request may be made to the Registry of Co-operatives & Associations for permission to pass the resolution in a manner that suits the situation of the Association.

33. VOTING

- a On any question arising at a general meeting of the Association no member, whether organization, individual or group shall have more than one vote.
- b 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.
- c Only financial members are entitled to vote at any general meeting of the Association.
- d Postal votes on “ the prescribed form” (appendix 2) are permitted in the fashion of Federal Election procedures and will be accepted by the Secretary up to 5pm on the day prior to the meeting in respect of which the postal vote has been submitted.
- e At the last scheduled general meeting before the Annual General Meeting, persons shall be appointed to be Returning Officer and Deputy Returning Officer to undertake the processes associated with voting including postal voting, at the Annual General Meeting.

PART V MISCELLANEOUS

34. INSURANCE

- a Where the Act requires the Association to effect and maintain insurance, such insurance shall be continuous.
- b In addition to the insurance required under clause a, the Association may effect and maintain other insurance.

35. FUNDS – SOURCE

- a The funds of the Association are to be derived from membership fees, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines within the limits imposed by the Act
- b All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- c The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. FUNDS – MANAGEMENT

- a Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- b All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Members of the Committee or employees of the Association, being Members or employees authorised to do so by the Committee.

37. ALTERATION OF OBJECTS AND RULES

The statement of Objects and these Rules may be altered, rescinded or added to only by a Special Resolution of the Association.

38. COMMON SEAL

- a The Common Seal of the Association must be kept in the custody of the Public Officer.
- b The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures of 2 Members of the Committee.

39. CUSTODY OF BOOKS

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

40. INSPECTION OF BOOKS

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

41. SERVICE OF NOTICES

a For the purpose of these rules, a notice may be served on or given to a person:

- (1) by delivering to the person personally; or
- (2) by sending it by prepaid post to the address of the person; or
- (3) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving notice.

b For the purposes of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:

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

42. WINDING UP

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

43. DISTRIBUTION OF SURPLUS ASSETS

If the Association is to be wound up, and there remain surplus assets after satisfaction of all its debts and liabilities, the surplus shall not be paid to or distributed among the Members or the Association, but shall be transferred to an institution having objects similar to the objects of the Association. A suitable institution will be determined by the Members of the Association before the winding up special resolution meeting.

Appendix 1

(Rule 3 a)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.Eurobodalla Access Radio Incorporated (2 EAR FM)
(Incorporated under the Associations Incorporation Act 1984)

I,

(full name of applicant)

of

(address)

.....

(occupation)

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.

.....
Signature of applicant

.....
Date

Appendix 3

PROCEDURES FOR DEALING WITH INTERNAL DISPUTES, AND WITH COMPLAINTS FROM MEMBERS.

Internal Disputes.

An internal dispute is the situation where the goals, values, interests or opinions of one group or individual are incompatible with, or perceived to be incompatible with, those of another individual or group.

The Association will have appropriate dispute resolution procedures in place to deal with internal disputes. Members shall have reasonable access to the written record of such procedures. In the absence of

The Association shall act in a timely and conscientious manner in resolving disputes, and actively manage the dispute resolution process. T

Internal Complaints.

An internal complaint is an assertion made in writing relating to Association activities in respect of:

- a. its constitutional obligations;
- b. the terms of its broadcasting licence conditions;
- c. the Community Broadcasting Association of Australia Code of Practice.

The internal complaint is to be:

- a. in writing to the Committee or to some other person at the station acting with apparent authority of the Committee;
- b. by an station member who provides his or her name and address. Stations are under no obligation to respond to or record comments provided anonymously to the licensee.

Cases that are clearly frivolous, vexatious or not made in good faith.

The Association is not obliged to take any action on notification of an internal dispute or an internal complaint when an initial consideration by the Committee results in a resolution that the internal complaint or the notification of an internal dispute is clearly frivolous, vexatious or not made in good faith.

Written Procedures.

The Association will have appropriate complaint investigation and resolution procedures in place to deal with internal complaints. Members shall have ready access to the written record of such procedures.

Notes for the Committee.

1. *Guidelines for resolution of internal disputes and internal complaints are shown in the Community Broadcasting Association of Australia's Code of Practice, currently in Code 6 and Appendix 1. The Committee's attention is drawn to the way that the Code of Practice 'Guidelines' aren't necessarily hard and fast, as evidenced by the two styles of suggested procedures, as shown by:*

- a. *under the heading 'Internal Complaints Process':
 'the Association will pursue the following commitments: ... Access to some form of independent mediation processes'; and*
- b. *under the heading '[Guidelines For Investigation And Internal Complaint Resolution] Stage 2. Mediation;'
 'Consider independent mediation'.*

2. *It is recommended that the Committee also put in place written procedures for the handling of complaints from members of the public, Code 7 refers. However this is a 'licence' matter, not an 'Association' (Constitution) matter.*