

SWR-FM Community Media Association Incorporated



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**SWR-FM Community Media Association  
Incorporated**

# **CONSTITUTION**

Approved by:  
MEMBERSHIP

Commissioned by:  
SWR Board of Management

Accepted by:  
MEMBERSHIP

Implementation Date: **13<sup>th</sup> August 2023**

## Document Control Sheet

### Contact for Enquiries and Proposed Changes

If you have any questions regarding this document, please contact:

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### Record of Issues

Issue No	Issue Date	Nature of Amendment
01	30 <sup>th</sup> Sept 1994	Initial version
02	21 <sup>st</sup> Feb 1995	Constitutional changes to membership criteria.
03	26 <sup>th</sup> Jan 1996	Association Name Change
04	21 <sup>st</sup> Feb 1996	Contact Enquiries number had 9 added to it
05	23 <sup>rd</sup> Nov 2000	Revision & major alterations ex1
06	12 <sup>th</sup> Feb 2001	Revision & major alterations ex2
07	7 <sup>th</sup> Mar 2001	First Draft Final ex3
08	13 <sup>th</sup> Mar 2001	Final Draft ex4 – Approved by Board 14 <sup>th</sup> Mar 2001
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10	28 <sup>th</sup> May 2001	Alteration underlines removed & final print
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15	20 Sep 2010	Draft - Revision to 2009 Assoc Inc Act & amendments ex5
16	21 Jan 2011	Draft – ex6
17	11 May 2011	Final Draft – ex7
18	28 June 2011	Approved by Membership
19	18 June 2013	Rule 3(7) changed – 8 years reduced to 5 years
20	11 Dec 2021	Draft Changes – RA1 area, Electronic Corro, DGA clauses
21	14 Dec 2021	Draft changes considered at SGM, DGR wording to be confirmed
22	9 Oct 2022	Board propose to change Rule 2A(b)(iv) and 3(7) from 8 and 5 years respectively to 3 years
23	17 Oct 2022	Draft changes incorporating 20 and 22
24	22 Nov 2022	Constitution updated incorporating 20 and 22 – ex 19, Approved by Membership
25	13 August 2023	Constitution updated. Corrected spelling error in Rule 26 (1), Added sub-rule 27 (3), subsequent rules Rule 27 (3) becomes Rule 27 (4), Rule 27 (4) becomes Rule 27 (5). Rule 35 (2) updated to meet requirements for registration on the Register of Cultural Organisations. Approved by Membership

**Table of Contents**

0.) Document Control Sheet .....2

1.) Preliminary & Definitions .....5

2.) Membership Qualifications .....6

3.) Application for Membership .....8

4.) Cessation of Membership .....9

5.) Membership Entitlements .....9

6.) Resignation of Membership .....9

7.) Register of Members .....10

8.) Fees, Subscriptions Etc .....10

9.) Members Liabilities .....10

10.) Resolution of Internal Disputes ..... 11

11.) Disciplining of Members ..... 11

12.) Right of Appeal of suspended Member .....12

13.) Powers of the Board ..... 13

14.) Composition and Membership of the Board .....13

15.) Election of Board members .....14

16.) Secretary ..... 15

17.) Treasurer ..... 16

18.) Casual Vacancies ..... 16

19.) Removal of Board Member ..... 17

20.) Board Meetings & Quorum ..... 17

21.) Delegation by Board to Committee ..... 18

22.) Voting & Decisions ..... 20

23.) Annual General Meetings – Holding Of ..... 20

24.) Annual General Meetings – Calling Of and Business At .....21

25.) Special General Meetings – Calling Of ..... 21

26.) Notice of meetings ..... 22

27.) Quorum for General Meetings .....	23
28.) Presiding Member .....	23
29.) Adjournment .....	24
30.) Making of Decisions .....	24
31.) Special Resolutions .....	25
32.) Voting .....	26
33.) Appointment of Proxies .....	26
34.) Insurance .....	26
35.) Funds – Source .....	27
36.) Funds – Management .....	28
37.) Alteration of Objects and Constitution .....	28
38.) Custody of Books .....	29
39.) Inspection of Books .....	29
40.) Service of Notice .....	29
41.) Surplus Property – Winding up of Association .....	30
42.) Financial Year .....	30
43.) Objects .....	30
44.) Association is Non-Profit .....	31

## CONSTITUTION

### Part 1 - Preliminary

#### 1. Definitions

(1) In this constitution:

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**the Board** means the management committee of the association.

**ordinary board member** means a member of the board who is not an office-bearer of the association. **secretary** means:

(a) the person holding office under this constitution as secretary of the association,  
or

(b) if no such person holds that office - the public officer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting. **the Act** means the *Associations Incorporation Act 2009*. **the Regulation** means the *Associations Incorporation Regulation 2010*.

**Association** means *SWR FM Community Media Association Incorporated*

**Full Member** means a member whose application complies fully with the Provisions of Rule 2A (b) (i) to (vi) at the time of application.

**Associate Member** means a member whose application did NOT fully Comply with the provisions of Rule 2A (b) (iii) to (vi) at the time of application.

**Continuous Membership** means a member who has maintained their financial membership continuously without any breaks since the time their membership was first approved.

**Member** means either a Full Member OR an Associate Member unless otherwise indicated.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

## **Part 2 - Membership**

### **MEMBERSHIP QUALIFICATIONS**

#### **2A. Full Membership**

A person is qualified to be a Full Member of the association if, and only if -

- (a) the person has not ceased to be a financial member of the association at any time after incorporation of the association under the Act; or
- (b) the person is a natural person who;
  - (i) has applied for membership of the association as provided by rule 3; and
  - (ii) has been approved for membership of the association by the Board of the association,.
  - (iii) can prove that they hold residence permanently within the areas bounded by and described as the Blacktown RA1 License area on date of application.
  - (iv) Was a financial member prior to January 1, 1995 or has otherwise held continuous associate membership with the association for a period of not less than three years in which case rules 2(b) (ii) and (iii) do not apply;
  - (v) Has not been convicted of any felony in relation to fraud, robbery or misappropriation;
  - (vi) does not hold office in any local, state or federal government body.
  - (vii) Does not hold office or paid employment in any other community radio broadcasting organisation with similar interests to The Association.

**2B. Associate Membership**

In the event that for any reason an application for membership does not meet all of the requirements for Full Membership listed in Rule 2A (b) (iii) above, the application may be permitted to proceed as an Associate Membership upon payment of the required fees. In general an Associate Member may be known as an “out of area” member, designated as such due to an inability to comply with Rule 2A (b) (iii) above. An associate member has the same rights and delegations as a Full Member except;

- (i) An Associate member may not vote at Members’ meetings, and is not required to be given notice of such meetings.
- (ii) An Associate member may be subject to restrictions in Association activities as deemed appropriate by the Board, for example limited broadcast time.
- (iii) An Associate Member may not be a Board Member, however he or she may be a committee member or employee.

An Associate Member shall at the time of application, still be required to Comply with the provisions of Rule 2A (a) and 2A (b) (i), (v), (vi) and (vii)above.

In the event that an Associate member who previously upon their original application did not comply fully with Rule 2A for any reason becomes compliant at a later date (for example, the associate member may have originally been from outside of but then moves to a permanent address within the Blacktown RA1 license area) the Secretary will automatically convert the membership to a Full Membership.

**2C. Provisional Membership**

A Provisional Member is a person whose application for membership is pending approval by the Board. A Provisional Member has the same rights and delegations as a Full Member except;

- (i) A Provisional Member may not vote at Members’ meetings, and is not required to be given notice of such meetings.
- (ii) A Provisional Member may be subject to restrictions in Association activities as deemed appropriate by the Board, for example limited broadcast time.
- (iii) A Provisional Member may not be a Board Member, however he or she may be a committee member or employee.

A Provisional Member shall at the time of application, still be required to Comply with the provisions of Rule 2A (a) and 2A (b) (i), (v), (vi) and (vii) above.

## APPLICATION FOR MEMBERSHIP

- 3** (1) An application of a person for membership of the association shall be made by lodging with the Secretary:
- (i) a completed current Membership Application Form,
  - (ii) proof of identification, as described in the current Membership Application Form and
  - (iii) payment for the Membership Fees and Joining Fees.
- (2) As soon as practicable after receiving an application for Membership and payment of Membership fees and Joining fees for membership, the secretary and / or their agent shall process the application, determine whether the application meets all of the requirements as set out in Rule 2A and if so, approve the application. At the next duly scheduled Board meeting, the Secretary will inform the Board of all new membership applications.
- (3) If, for any reason the Secretary does believe the application meets the requirements of Rule 2A (a) and 2A (b) (i) and (ii) but does NOT meet all of the requirements of Rule 2A (b) (iii) to (vii), the application will be processed as an Associate Membership with the applicant being informed of this decision. At the next duly scheduled Board meeting the secretary may present the application as an Associate Member for consideration by the Board. If the judgement of the Secretary is found to be in error and the applicant is found to comply fully with Rule 2A the membership application may then be converted from Associate to Full.
- (4) The Board will vote on each new membership application and either approve or decline the application. The membership applications and the result of the vote shall be listed in the formal minutes of the Board meeting, including a reason for any membership applications that are declined.
- (5) Where the Board declines the application for membership the secretary shall within 28 days advise the applicant of the reasons for the declining of the applicant and advise the applicant of the process of right of appeal as set out in rule 3B. In such instance, any membership and joining fees paid by the applicant shall be refunded and the applicant shall cease to be a Provisional Member.
- (6) The secretary shall, on payment by the applicant of the amounts referred in Rule 9, and upon approval of the membership by the Board, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.
- (7) Any associate member who has maintained good standing and continuous membership of the Association for a period of three years shall be invited to renew their membership as a full member in their fourth year of membership. If the member declines the invitation, the member may still convert their membership to a full membership at any later time once the provisions of Rule 2(a) (iv) have been met.



## **CESSATION OF MEMBERSHIP**

- 4.** (1) A person who is a Full or Associate Member ceases to be a member of the association if the person -
- (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the association;
  - (d) has no contact with the association for a period exceeding six (6) months.
  - (e) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee falls due.
- (2) In the case of a Provisional Member, membership ceases upon notice by the Secretary that the Board has declined their application for membership.
- (3) Except where otherwise stated, Membership fees paid are not refundable.

## **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

- 5.** (1) A right, privilege or obligation which a person has by reason of being a member of the association -
- (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon cessation of the person's membership.
- (2) Where a member is suspended from the association, membership rights are suspended for the duration of the suspension;

## **RESIGNATION OF MEMBERSHIP**

- 6.** (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 7 days) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **REGISTER OF MEMBERS**

7. (1) The Secretary of the association shall 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. The register of members shall be kept at the principal place of administration of the association.
- (2) The register of members names and postcodes shall be open for inspection, free of charge, by any member of the association at any reasonable hour, such inspection only being permitted by prior appointment with the Secretary. No details of members' private address or contact data will be provided.
- (3) No copies of the register of members shall be made available to any other person or organization.

## **FEES, SUBSCRIPTIONS, ETC**

8. (1) A member of the association shall, upon admission to membership, pay to the association an entrance fee of \$30.00 including GST if applicable
- (2) In addition to any amount payable by the member under clause (1), a member of the association shall pay to the association an annual membership fee of \$20.00 including GST if applicable
- (a) except as provided by paragraph (b), before 1st July in each calendar year;  
or
  - (b) where the member becomes a member on or after 1st March in any calendar year a sum of \$10 after which a normal renewal of \$20 shall be payable on or after July 1<sup>st</sup> of that same calendar year.

## **MEMBERS' LIABILITIES**

9. The liabilities of a member of the association to contribute towards the payment of the debt and liabilities of the association or the cost, 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.

## RESOLUTION OF INTERNAL DISPUTES

10. (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## DISCIPLINING OF MEMBERS

11. (1) A complaint may be made to the Board by any person that is a member of the association:
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the board:
- (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution,
- (a) expel the member from the association indefinitely; or
  - (b) suspend the member from membership of the association for a specified period; or
  - (c) refer the matter directly to a special general meeting of Full Members of the Association held in accordance with Rule 25.
- (5) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## **RIGHT OF APPEAL OF SUSPENDED MEMBER**

### **12**

- (1) A member may appeal to the association in a special general meeting against a resolution of the Board which is confirmed under rule 11, within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) Upon receipt of a notice from a member under clause 12 (1) above, the secretary shall notify the Board which shall convene a special general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a special general meeting of the association convened under clause 12 (3),
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the special general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- (6) If suspended or expelled directly by the assembled Full Membership, by special resolution passed at a special general meeting called in accordance with Rule 25 and Rule 11(4) (c) above, no further right of appeal shall exist to the suspended or expelled member.

## **PART 3 - THE BOARD**

### **POWERS OF THE BOARD**

- 13.** The Board shall be called the Board of Management of the association and, subject to the Act, the Regulation and these rules and the any resolution passed by the association in general meeting, the Board;
- (a) Shall control and manage the affairs of the association;
  - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a special general meeting of Full Members of the association; and
  - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for management of the affairs of the association.

### **COMPOSITION AND MEMBERSHIP OF THE BOARD**

- 14.** (1A) The Board is to consist of;
- (a) the office-bearers of the association; and
  - (b) four (4) ordinary members, each of whom shall be elected at the annual general meeting of the association under clause 15.
- (1B) The constitution of the Board shall be subject to the following restrictions;
- (a) The Association is prohibited from making any payments to any Board Member other than for payment of out of pocket expenses incurred by the Board member in the performance of any duty as a Board member or “one off” payments involved with rule (b) below;
  - (b) The Association may obtain, and pay for, contracted services rendered by a company or commercial organization of which a Board member has a direct relationship. However the affected Board member shall abstain from any vote taken by the Board to establish such contracted services. Such contracted services shall only be of a “one off” nature and shall not be part of any ongoing arrangement.
  - (c) A Board member shall not be an employee of the Association.

- (2) The office-bearers of the association shall be -
  - (a) the chairman of the Board
  - (b) the secretary; and
  - (c) the treasurer.
- (3) Each member of the Board shall, subject to these rules, hold office until 14 days after conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

## **ELECTION OF BOARD MEMBERS**

- 15.** (1) Nominations of candidates for election as members of the Board of management;
  - (a) shall be made in writing or electronically, signed by two (2) Full Members of the association and accompanied by written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) must be delivered to the secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected after a single show of hands at the meeting.
- (3) If insufficient nominations are received any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected after a single show of hands at the meeting. If a Board is not elected, the meeting shall be adjourned and nominations shall again immediately be called as per rule 15(1)
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) If a ballot is required as per rule (5) above, a secret ballot shall be conducted in the following way;
  - (i) Nominations from the floor will be received for election of a returning officer for the elections.
  - (ii) The names of the nominated members shall be written down on voting forms to be distributed at the meeting to all members.

- (iii) Each member shall vote by preference which members they wish to elect to the Board by numbering the candidates' names – starting with No. 1 for the most wanted candidate and ascending for each remaining preference.
  - (iv) The forms will be collected by the returning officer and votes recorded. A total preference figure for each candidate will be obtained by addition of the numbers beside that candidate's name on all the ballot forms.
  - (v) The candidates with the 7 lowest preference figures will be deemed elected. In the event that a tie prevents the selection of the final member, the returning officer may provide a casting vote.
  - (vi) If the Annual General meeting is held partially or fully via electronic video conference, the ballot may be conducted partially or fully electronically.
- (7) Office bearers are not elected directly by the Association Membership. A total of seven (7) Board members may be elected, after which the Board members shall internally elect amongst themselves which of them will act as the Association's office bearers. Once allocated, the Board members shall then occupy the office bearer positions until the Board decides otherwise, or until the following Annual General Meeting.
- (8) A person nominated as a candidate for election as a board member of the association must be a full member of the association.

## **SECRETARY**

### **16.**

- (1) The Secretary of the association shall as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary and / or an association member acting on the Secretary's behalf, to keep minutes of
  - (a) all appointments of office-bearers and members of the Board;
  - (b) the names of members of the Board present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board meetings and general meetings.

## TREASURER

17. It is the duty of the treasurer of the association to ensure that
- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
  - (b) 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.

## CASUAL VACANCIES

18. (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Full Member of the association to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until 14 days after the conclusion of the annual general meeting next following the date of the appointment.
- (2) For the purpose of these rules, a casual vacancy in the office of a member of the Board occurs if the member -
- (a) dies; or
  - (b) ceases to be a member of the association; or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
  - (d) resigns office by notice in writing given to the secretary; or
  - (e) is removed from office under rule 19; or
  - (f) becomes a mentally incapacitated person; or
  - (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months; or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.



## **REMOVAL OF BOARD MEMBER**

- 19.**
- (1) The association in a special general meeting may by special resolution remove any member of the Board from the office of Board 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.
  - (2) Where a member of the Board to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or chairman of the Board (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the chairman of the Board may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **BOARD MEETINGS AND QUORUM**

- 20.**
- (1) The Board shall meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
  - (2) Additional meetings of the Board may be convened by the chairman of the Board or by any member of the Board.
  - (3) Oral or written notice via electronic and / or non electronic of a meeting of the Board shall be given by the secretary or other delegated Board member to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
  - (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
  - (5) Attendance of greater than 50% of current Board members constitutes a quorum for the transaction of the business at any meeting of the Board. Subject to the agreement of all Board members, such attendance may include some or all board members present by use of remote audio and / or video conferencing facilities if required.

- (6) No business shall be transacted by the Board unless a quorum is present either in person or via audio and / or video conference. If within half an hour of the appointed time for the meeting a quorum is still not present the meeting stands adjourned to the same place and same hour of the same day in exactly 2 weeks' time.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, those present will be deemed to constitute a quorum for that meeting.
- (8) At a meeting of the Board -
  - (a) The chairman of the Board shall preside; or
  - (b) if the chairman of the Board is absent or unwilling to act such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

## **DELEGATION BY BOARD TO COMMITTEE**

### **21**

- (1) The Board may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than -
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by the committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

- (6) The Board may, by instrument in writing, revoke wholly or part any delegation under this clause.
- (7) A committee may meet and adjourn as it thinks proper.
- (8) Unless otherwise arranged by the Board, a committee will operate on the following basis;
  - (i) A purpose and scope for the committee will be established.
  - (ii) A committee chairman will be chosen from the Association membership by the Board.
  - (iii) The committee chairman is responsible for all operations of the committee including keeping of committee member records, notification of meetings, recording of minutes from committee meetings, and preparation of agenda. The committee chairman may also be called upon to physically manage various aspects of Association business directly related to the committee's purpose and scope.
  - (iv) Where it so wishes, the Board may appoint any member to a committee.
  - (v) In addition to (iv) above, any committee may choose and appoint additional committee members to itself from the Association membership, to a maximum of nine (9) members subject to confirmation by the Board.
  - (vi) No committee shall consist of less than three (3) members. In the event that a committee membership falls below three (3) members, the committee shall be dissolved and any scope or responsibility delegated to that committee shall revert back directly to the Board.
  - (vii) The minimum quorum for any committee meeting shall be four (4) members.
  - (viii) All committee chairman positions shall require reappointment after a maximum of three (3) consecutive years held by a single member.
  - (ix) A committee may invite non – Association members to attend meetings however only Association members may vote on the acceptance of any proposals to be enacted by the committee or forwarded to the Board for consideration.
  - (x) A committee may not approve the expenditure of funds without specific prior Board approval.

## **VOTING AND DECISIONS**

### **22.**

- (1) Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined by a majority of the votes of members of the Board or committee presented at the meeting.
- (2) Each member present at a meeting of the Board or of any 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.
- (3) Subject to rule 20(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

## **PART 4**

### **GENERAL MEETINGS**

#### **ANNUAL GENERAL MEETINGS - HOLDING OF**

### **23.**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

#### **ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

### **24.**

- (1) The annual general meeting of the association shall, subject to the Act and rule 23, be convened on such date and at such place and time as the Board thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
  - (a) to confirm the minutes of the last proceeding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Board reports upon the activities of the association during the last proceeding financial year;
  - (c) to elect members of the Board; and
  - (d) to receive and consider the statement which is required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) The procedure for determining a quorum for an Annual General Meeting shall be as outlined in Rule 27.

## **SPECIAL GENERAL MEETINGS - CALLING OF**

### **25.**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of Full Members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting -
  - (a) must state the purpose or purposes of the meeting,
  - (b) must be signed by the members making the requisitions, and
  - (c) must be lodged with the secretary
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after the 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 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## **NOTICE OF MEETINGS**

### **26.**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post or via electronic method to each Full Member at the Full Member's postal address or electronic address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Full Member in the manner provided in sub clause (1) specifying, in addition to the matter required under sub clause (1), the intention to the proposed the resolution as a special resolution.
- (3) No business other than that specified in the notice convening general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24(2).
- (4) A Full Member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Full Member.

## **QUORUM FOR GENERAL MEETINGS**

### **27.**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 40% of Full Members present in person, via video conference or in proxy (being Full Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) In addition to Rule 27(2) above, an absolute minimum of no less than twice the number of current sitting board members plus one, must be present at a general meeting either in person or via video conference but not by proxy, in order to meet quorum.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) \_\_\_\_\_in any other case, is to stand adjourned to the same day two weeks later 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 or electronic notice to members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **PRESIDING MEMBER**

### **28.**

- (1) The chairman of the Board or, in the chairman' absence, another office bearer of the association, shall preside as chairperson at each general meeting of the association.
- (2) If the chairman of the Board or an office bearer of the association are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## **ADJOURNMENT**

### **29.**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice via electronic or nonelectronic method of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **MAKING OF DECISIONS**

### **30.** (1) A question arising at a general meeting of the association is to be determined by either:

- (a) a show of hands, or
  - (b) —if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot or partial or full electronic ballot.
- (2) If the question is to be determined by a show of hands, 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.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken -
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in the 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 shall be deemed to be the resolution of the meeting on that matter.



## SPECIAL RESOLUTION

**31.** A special resolution may only be passed by the association in accordance with section 39 of the Act, reproduced here for convenience:

*(1) A resolution is passed by an association as a **special resolution**:*

*(a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or*

*(b) in a postal ballot conducted by the association, or*

*(c) in such other manner as the Director-General may direct,*

*if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.*

*(2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.*

*(3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.*

*(4) A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).*

## VOTING

**32.** (1) On any question arising at a general meeting of the association a member has one vote only, plus one vote for each proxy held by that member.

- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A full member is not entitled to vote at any general meeting of the association unless all membership fees due and payable by the full member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 15 years of age.
- (5) Associate and Provisional members are not entitled to vote at a General, Special General, or Annual General Meeting, nor is it necessary to serve Associate and Provisional members notice of such meetings. Associate and Provisional members are however permitted to attend such meetings at the discretion of Full Members present, in an observation capacity only.

## **APPOINTMENT OF PROXIES**

- 33.**
- (1) Each Full Member shall be entitled to appoint another Full Member as proxy, by notice handed to the Chairman directly, or by the hand of the member's nominated proxy directly to the Chairman at any General Meeting.
  - (2) \_\_\_\_The form of proxy shall consist of a written or electronic statement signed by the member as per example: "I, <insert name of member> nominate <insert name of proxy member> as my proxy for the General Meeting to be held on <date of meeting>. Signed <signature of member>."

## **PART 5**

### **MISCELLANEOUS**

#### **INSURANCE**

- 34.**
- (1) The association may effect and maintain insurance.

## FUNDS - SOURCE

35. (1) a.) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations (pursuant to rule 35 (2) below), sponsorship, sale of airtime and, subject to any resolution passed by the association in general meeting, such other sources as the Board and / or committees determine.
- b.) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- c.) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt if requested.
- (2) The association shall establish, maintain and invite the public to contribute to a public gift fund subject to the following conditions;
- a.) All gifts, deductible contributions and donations will be deposited into and credited to the public gifts fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the Principal Objective of the Association. The public gift fund shall not receive any other money or property. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- b.) The public gift fund will be administered by the board, whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- c.) The Commonwealth Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public gift fund, to assess the effect of any amendments on the public gift fund's continuing Deductible Gift Recipient status.
- d.) Receipts for gifts to the public gift fund must state: (I) the name of the public gift fund and that the receipt is for a gift made to the public gift fund; (II) the Australian Business Number of the Association; (III) the fact that the receipt is for a gift; and SWR FM Community Media Association Incorporated and: (IV) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

- e.) The Association must comply with any Rules that the Federal Treasurer or the Commonwealth Minister for the Arts make to ensure that gifts made to the public gift fund will only be used for the Association's Principal Objective. The Association must provide to the relevant authority statistical information on the gifts made to the public gift fund every 6 months.
- f.) No monies/assets in this fund will be distributed to members or office bearers of the organisation, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- g.) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
  - (a) gifts of money or property for the principal purpose of the organisation
  - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
  - (c) money received by the organisation because of such gifts and contributions.

## **FUNDS MANAGEMENT**

### **36.**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Board or employees of the association, being members or employees authorised to do so by the Board.

## **ALTERATION OF OBJECTS AND CONSTITUTION**

### **37.**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member. Note that Clause (2) of Section 10 of the Act states that:

*"An application may only be made pursuant to a special resolution passed by the association."*

## **CUSTODY OF BOOKS**

- 38.** Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

## **INSPECTION OF BOOKS**

- 39.** The records, books and other documents of the association shall be open to inspection, free of charge, by any Full Member of the association at any reasonable hour by prior appointment with the Secretary.

## **SERVICE OF NOTICE**

- 40.**
- (1) For the purpose of this constitution, a notice may be served on or given to a person:
    - (a) by delivering it to the person personally, or
    - (b) by sending it by pre-paid post to the address of the person, or
    - (c) \_\_\_\_\_by sending it by email transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
  - (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
    - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
    - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
    - (c) \_\_\_\_\_in the case of a notice sent by email 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.

## **SURPLUS PROPERTY – WINDING UP OF ASSOCIATION**

### **41.**

- (1) The Association is required to pay any financial surplus, and surrender any assets which would otherwise be payable to its members on winding up to either the Community Broadcasting Association of Australia, or another incorporated body the objects of which are similar to that of The Association and as stated in its constitution are restricted to one or more of the objects specified in either s383 (1) (a) of Federal Corporations Law or Section 53 (2) (a)(c) of The Act, and to objects incidental or conducive to those so specified and which by its constitution is required to apply its profits or other income in promoting its objects and is prohibited from paying any dividend to members.
- (2) In addition to payment of any outstanding sums, each member undertakes to contribute to the company's property and of the costs, charges and expenses of winding up, a sum not exceeding twenty (20) dollars if the Association is wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for payment of the association's debts and liabilities contracted before he, she or it ceases to be a member.

## **FINANCIAL YEAR**

### **42.**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

## **OBJECTS**

### **43.**

The objects of the association shall be;

- (1) To provide an open access community broadcast facility for the Blacktown RA1 license area (as determined by the Australian Communications and Media Authority).
- (2) To furnish, equip and maintain studios, production facilities and transmission facilities of professional quality for use by the community resident in the service areas.
- (3) To produce, and to assist members of the community to produce material suitable for transmission by electronic media.

- (4) To produce material and engage in activities aimed at the furtherance of these objectives.
- (5) To produce regular publications and other related material aimed at the dissemination of literary and other artistic material produced within the local community.
- (6) To promote, and encourage innovative and experimental use of media.
- (7) To promote and encourage the use of media by special interest and disadvantaged groups.
- (8) To encourage the participation of all members of the association in all aspects of the association's activities.
- (9) To undertake financial transactions and to make legal arrangements conducive to achieving any or all of the above objectives.
- (10) To engage in any, or all, operations, activities and publications conducive to any or all of the above objects solely or in conjunction with other individuals or entities.

## **ASSOCIATION IS NON-PROFIT**

- 44.** Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

END OF DOCUMENT