

# *Constitution*

## **1. NAME**

The name of the Association shall be Para Broadcasters Association Inc. hereinafter called "the Association".

## **2. OBJECTS**

The Objects of the Association shall be:-

2.1 To operate a radio broadcasting station which allows community access.

2.2 To encourage volunteer participation and to develop the skills of those who participate.

2.3 To take part in community activities which will enhance the local community and the involvement of the Association in it.

2.4 To do all such other things as may be incidental to the attainment of such objects.

## **3. MEMBERSHIP**

3.1 Members shall be persons or organisations who have agreed to accept the above objects, paid the prescribed membership fees if any and who are:

3.1.1 Active participants in the work of the Association, all of whom shall be required to be members; or

3.1.2 Non-active participants of the Association who have applied in writing for membership and who are accepted as members by majority vote of the committee or of a General Meeting.

3.2 An organisation which is a member may appoint from its members a representative who may speak and vote on its behalf.

3.3 Application for membership:

3.3.1 Membership of the Association shall be with the approval of the Management Committee. Application for membership shall be lodged with the Secretary on the appropriate Application for Membership Form.

3.3.2 As soon as practicable after receiving an application for membership, the secretary shall refer the application to the Management Committee which shall determine whether to approve or reject the application. An application may only be rejected if

(i) there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the Association; or

(ii) required by law; or

(iii) the applicant has been convicted of an indictable offence; or

(iv) there are reasonable grounds to believe that applicant would not abide by the Community Broadcasting Code of Practice; or

(v) there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the Association.

3.3.3 Where the Management Committee resolves to reject an application for membership, the applicant shall have the right of reply and appeal under clause 3.6. Where the applicant exercises this right of reply the resolution of the committee is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under clause 3.6.1, confirms the resolution in accordance with this clause.

#### 3.4 Suspension of membership:

3.4.1 Membership of the Association may be suspended by resolution of the Management Committee or the Association.

3.4.2 Any suspended member shall have the right to reply and appeal under clause 3.6.

3.4.3 The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

#### 3.5 Membership shall cease on:

3.5.1 Resignation in writing delivered to the premises of the Association;

3.5.2 Termination by the Association of the member's participation in the work of the Association;

3.5.3 Non renewal of membership within two months of expiry.

#### 3.6 Right of reply of rejected applicant or suspended member:

3.6.1 Where the Management Committee passes a resolution under clause 3.3 to reject an application or clause 3.4 to suspend a member, the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution-

(i) setting out the resolution of the committee and the grounds on which it is based; and

(ii) 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; and

(iii) stating the date, place and time of that meeting; and

(iv) informing the applicant or member subject of the resolution that he may do either or both of the following:

(a) attend and speak at the meeting;

(b) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

3.6.2 At a meeting of the Management Committee held as referred to in clause 3.6.1 the committee shall-

(i) give the applicant or member subject of the resolution an opportunity to make oral representations

(ii) give due consideration to any written representations submitted to the committee by the applicant or member subject of the resolution at or prior to the meeting; and

(iii) by resolution determine whether to confirm or revoke the resolution.

3.6.3 Where the Management Committee confirms a resolution under clause 3.6.2, 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 clause 3.7.

3.6.4 A resolution confirmed by the Management Committee does not take effect:

(i) 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; or

(ii) where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the Association confirms the resolution under clause 3.7.4, whichever is the later.

### 3.7 Right of appeal of rejected applicant or suspended member

3.7.1 A rejected applicant or suspended member may appeal to the Association at a general meeting against a resolution of the committee under clause 3.6.2, within 7 days after notice of the resolution is served on the applicant or member, by lodging with the secretary a notice to that effect.

3.7.2 The notice may, but need not, be accompanied by a statement of the grounds on which the rejected applicant or suspended member intends to rely for the purposes of the appeal.

3.7.3 On receipt of a notice from a rejected applicant or suspended member under clause 3.7.1, the secretary must notify the Management Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

3.7.4 At a general meeting of the Association convened under clause 3.7.3:

(i) no business other than the question of the appeal is to be transacted; and

(ii) the Management Committee and the rejected applicant or suspended member must be given the opportunity to state their respective cases orally or in writing, or both; and

(iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

## 4. MANAGEMENT

4.1 Management shall be vested in the Committee of not less than 6 members nor more than 9 members comprising:-

4.1.1 Not less than 4 nor more than 7 members of the Association elected at the Annual General Meeting as hereinafter provided.

4.1.2 Not more than 2 persons with particular skills of value to the Association co-opted by the Committee subsequent to the Annual General Meeting. Such persons shall become members of the Association.

PROVIDED THAT it is agreed in principle that the Committee shall include representation from both individual members and organisation members in order to reflect the interest of those who participate in the work of the Association.

4.2 The office Bearers of the Association shall be the Chairperson, Secretary and Treasurer who shall be elected by the members at the Annual General Meeting prior to the election of the remainder of the Committee members or failing such election shall be chosen by the Committee from its members at a Committee meeting held within 1 week following the Annual General Meeting.

4.3 The Committee shall meet as often as may be required to conduct business of the Association and not less than 10 times each calendar year.

4.4 The quorum shall be one-half the number of Committee members.

4.5 The chairperson or two other members of the Committee shall have power to call a meeting of the Committee.

4.6 Notice of meetings shall be given at the previous Committee meeting or by 7 days' written notice distributed to all Committee members or in an emergency by such other notice as shall be ratified by the Committee.

4.7 An office Bearer or member of the Committee shall cease to hold such office upon:-

4.7.1 Resignation in writing;

4.7.2 Suspension as a member of the Association;

4.7.3 Absence for three successive Committee meetings without an explanation acceptable to the Committee.

4.8 Vacancies unfilled or arising in the Office Bearers or other Committee Members may be filled by the Committee by co-option for the unexpired remainder of the term.

4.9 The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.

4.10 The Committee may appoint sub-committees of committee members and non-committee members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

4.11 The Committee may appoint an Executive of the Office Bearers together with one other Committee member who shall meet to carry out day-to-day business delegated by the Committee and who shall report to the subsequent Committee meeting.

4.12 The Committee shall appoint a Public Officer who shall notify the Corporate Affairs Commission of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Committee.

4.13 The Committee shall set in place a procedure for the resolution of disputes regarding the work of the Association and of its volunteers and staff. The Committee shall appoint a Committee member to take responsibility for overseeing the operation of such procedure.

4.14 Committee members shall upon election or nomination become members in their own right and shall not in their capacity as Committee members act as representative of another organisation.

4.15 No office Bearer shall hold the same office for more than 3 successive years except where the Annual General Meeting deem it necessary.

4.16 The elected term of office as a committee member shall be two years with elections due for half the committee only each year who shall be chosen by consensus or by lot to retire or seek re-election.

4.17 That attendance at meetings be deemed to be open unless the Management Committee votes for confidentiality. Non committee members however, would have no voting rights and would only speak given permission from the chair.

## **5. GENERAL MEETINGS**

5.1 The Annual General Meeting shall be held at least once in each calendar year and not more than three months after the close of the financial year which shall be 30th June unless altered at an Annual General Meeting.

5.2 The business of the Annual General Meeting shall be:-

5.2.1 To confirm the minutes of the preceding Annual General Meeting;

5.2.2 To receive the Chairperson's report for the previous financial year.

5.2.3 To receive the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year;

5.2.4 To elect or re-elect the Committee Members who must consent in person or in writing;

5.2.5 To conduct any other business placed on the agenda not less than 14 days before the commencement of the meeting.

5.3 A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the Committee or a written request of 3 Committee members or 6 members specifying the business to be conducted at the meeting.

5.4 Written notice of not more than 28 days and not less than 7 days of all General Meetings shall be displayed at the premises of the Association and distributed to all members who do not visit the premises regularly.

5.5 Individual, and group, members shall each be entitled to one vote at any General Meeting at which they are present.

5.6 A quorum at any General Meeting shall be double the number of members on the Management Committee plus one.

5.7 If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 5 failing which the meeting will lapse altogether.

## **6. VOTING**

6.1 Voting shall be by show of hands except that:

6.1.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;

6.1.2 The meeting may by show of hands require any other vote to be by secret ballot.

6.2 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.

6.3 There shall be no proxy voting at any meeting of the Association.

## **7. CHAIRPERSON**

7.1 The Chairperson shall ensure the safekeeping of the Common Seal which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two Committee members including at least one office Bearer.

7.2 The Chairperson shall chair Executive, Committee and General meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting another member may be elected as chairperson for that meeting.

7.3 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.

7.4 The Chairperson together with the Secretary shall prepare the agenda for Committee and General Meetings.

7.5 The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.

7.6 The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 members of the Committee.

## **8. TREASURER**

8.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the Committee in the name of the Association. Payments shall be authorised by 2 signatories of whom there shall be no more than 4 appointed by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.

8.2 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.

8.3 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Committee Meeting.

8.4 The Treasurer shall present audited accounts to the Annual General Meeting.

## **9. SECRETARY**

9.1 The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this constitution.

9.2 The Secretary shall ensure that records are kept of the Association including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association. Minutes to be available to members on request unless content already minuted is voted as confidential.

9.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another member shall be elected as minutes secretary.

## **10. EMPLOYEES**

10.1 An employee of the Association may be a member of the Association or any sub-committee.

10.2 A person employed permanently or regularly by the Association on a substantial basis shall only be a member of the Committee if specifically provided for in this constitution.

10.3 Where an employee is a Committee member, such employee shall:

10.3.1 Abstain from voting on any matter relating to their own employment;

10.3.2 Remain absent from deliberations relating to any employee if so requested by a majority of the Committee.

## **11. SUBSCRIBERS**

11.1 Subscribers of the Association shall be those who wish to support and contribute to the station whilst taking no active part in the running of the station.

11.2 Subscribers shall have no voting rights.

## **12. AMENDMENT OF CONSTITUTION & RULES**

12.1 This constitution may be repealed or amended by resolution of three-fourths of members present and voting at a General Meeting of which not less than 7 days' written notice including notice of the proposed repeal or amendment has been distributed to all members.

12.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Committee Meeting subject to subsequent disallowance at a General Meeting, provided that not less than 7 days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.

## **13. LIABILITY, PROPERTY AND DISSOLUTION**

13.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

13.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

13.3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:-

13.3.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;

13.3.2 If the Association shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be so approved; and

13.3.3 The Association shall not be dissolved except by approval of not less than three quarters of the members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice, including notice of the proposed dissolution, has been distributed to all members.

#### **14. POWERS OF THE ASSOCIATION**

14.1 The association shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985.

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