



SOUTHERN COMMUNITY BROADCASTERS INC

CONSTITUTION (as amended)

Southern Community Broadcasters Inc.

2 Parliament Street Brighton Victoria 3186

Tel (03) 9088 6466

E-mail info@southernfm.com.au

Reg. No. A0007822H ABN 61 760 605 900

SOUTHERN COMMUNITY BROADCASTERS INC

Constitution (As amended)

Index

- | | |
|---|---|
| 1. Introduction | 17. Indemnity for the Board |
| 2. Interpretation | 18. Proceedings of the Board |
| 3. Membership | 19. Duties and Responsibilities of the Executive |
| 4. Annual Subscription | 20. Financial Management |
| 5. Register of Members | 21. Regular General Meetings of the Association |
| 6. Resignation of Members | 22. Extraordinary General Meetings |
| 7. Expulsion and Suspension of Members | 23. Annual General Meeting |
| 8. Disputes and Mediation | 24. Alterations to the Constitution and Statement of Purposes |
| 9. Complaints from the Public | 25. Display of the Constitution |
| 10. The Board of Management | 26. The Common Seal |
| 11. Office Holders | 27. Trade or Trading Activities |
| 12. Board of Management Eligibility | 28. Winding up the Incorporated Association |
| 13. Elections and Term of Office of the Board | 29. Proxy Voting |
| 14. Vacancies | 30. Notices to Members |
| 15. Resolution to Remove a Board Member | 31. Custody and Inspection of Books and Records |
| 16. Duties and Powers of the Board | 32. Public Fund |

1 Introduction

- 1.1 The name of the incorporated Association is Southern Community Broadcasters Inc., herein after referred to as the "Association". Reg. No. A0007822H.
- 1.2 The office of the Association is situated at 2 Parliament Street Brighton Victoria 3186. Postal address is 2 Parliament Street Brighton Victoria 3186 or such other place as noted in the Register of Incorporated Associations.
- 1.3 The objects for which the Association is established are:
- (a) To apply for and hold a Public Broadcasting (Community) Licence, to service ACMA Licence Area Plan Melbourne South RA1. (Hereafter "Local Community" refers to the area described herein).
 - (b) To establish, manage and operate an independent non-profit, politically non-aligned, non-denominational FM radio station servicing the Local Community.
 - (c) To encourage persons and organisations in the Local Community to provide a program of information, education, and entertainment reflecting the aspirations, needs, interests and recreational pursuits of the Local Community, which will complement and supplement existing media services.
 - (d) To foster the development of music, literature and the performing arts and to assist ethnic groups reach out to their communities through the medium of broadcasting.
 - (e) To favour Local Community content in the selection of material broadcast.
 - (f) To provide in its spoken word programming a diversity of opinion, consistent with the principles of the widest possible presentation of viewpoints.
 - (g) To institute training programs in the use and maintenance of equipment, presentation of programs, and station management.
 - (h) To do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association.
- 1.4 The income and property of the Association whencesoever derived shall be applied solely toward the promotion of the Association as set forth in this Constitution.
- 1.5 The Association shall be governed and controlled by the Association in General Meeting and by a Board of Management.

2 Interpretation

- 2.1 In these rules, unless the contrary intention appears: -

"Board" means the Board of Management of the Association.

"Financial Year" means the year ending 30th June.

"General Meeting" means a general meeting of members convened in accordance with Rule 23

"Member" means a member of the Association.

"Ordinary Member of the Board" means a member of the Board who is not an officer of the Association under Rule 11.

"The Act" means the Associations Incorporation Reform Act 2012 (as amended)

“The Regulations” means regulations under the Act.

- 2.2 In these Rules, a reference to the Secretary of an Association is a reference:
- (a) where a person holds office under these Rules as Secretary of the Association, to that person; and
 - (b) in any other case, to the Public Officer of the Association.
- 2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3 Membership

- 3.1 Membership of the Association shall be open to all persons or organisations that agree with its objects.
- 3.2 Application for membership shall be on the prescribed form set out in Appendix 1 and shall be accompanied by the amount specified on the application form. The form shall be lodged with the Secretary of the Association. An electronic membership signup completed on the Association website is also acceptable, providing the relevant membership fee is received by the Association within seven (7) days of completing the electronic membership form.
- 3.3 Each application for membership will be considered by the Board of Management at the Board of Management meeting following receipt of the application and a determination made whether to approve or reject the application.
- 3.4 An application for membership may only be rejected if:
- (a) Required by law
 - (b) The applicant has been convicted of an indictable offence; or
 - (c) There are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
 - (d) There are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the Association
- 3.5 If the application for membership is approved, the secretary will, as soon as practicable, but no longer than 28 days after approval,
- (a) enter the applicant's name in the register of members and
 - (b) notify the applicant in writing of the approval for membership.
- 3.6 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 3.7 If an application for membership has been rejected by the Board of Management the applicant shall have the right of reply and appeal under rule 3.13. Where an applicant exercises the right of reply or appeal, the resolution of the Board to reject the application for membership has no effect pursuant to rule 3.13.
- 3.8 Upon resolution of the Board of Management to reject an application being overturned on reply or appeal, and payment of the required membership fee has been received from the applicant, the Secretary will as soon as practicable, but no longer than 28 days after the appeal, 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.

- 3.9 Members under the age of eighteen will be considered Junior Members and do not have voting rights.
- 3.10 Organisations may affiliate with the Association.
- 3.11 A right, privilege, or obligation of a person by reason of his or her membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his or her membership whether by death or resignation or otherwise.
- 3.12 Life Membership
- (a) The Association may confer life membership upon any member who has rendered distinctive service to the Association and its purposes.
 - (b) Nominations, with appropriate submissions, will be accepted by the Board of Management no later than six weeks prior to the Annual General Meeting and must then be approved by the votes of two thirds of the members present and entitled to vote at the Annual General Meeting.
 - (c) Life members will have all the privileges of a member but without payment of annual subscription.
 - (d) No more than 5% of the membership can be Life Members and no more than one Life Member can be confirmed at an AGM.
- 3.13 Right of Reply of a Rejected Applicant or Disciplined Member
- (a) Where the Board of Management passes a resolution under rule 3.7 or 7.1 the Secretary shall as soon as practicable issue a written notice to the applicant or member subject of the resolution
 - i. Setting out the resolution of the committee and the grounds on which it is based;
 - ii. Stating the date, place and time of that meeting (which shall be not earlier than 14 days and not more than 28 days after the date of the notice advising the member or applicant of the resolution); and
 - iii. Informing the applicant or member subject of the resolution that he or she may do either or both of the following:
 - i. attend and speak at that meeting
 - ii. submit to the Board at or prior to the date of that meeting written representations relating to the resolution
 - (b) At a meeting of the Board held as referred to in clause (a) the Board of Management shall
 - i. Give the applicant or member subject of the resolution the opportunity to make oral representations
 - ii. Give due consideration to any written representations submitted to the Board 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
 - (c) Where the Board confirms a resolution under clause (b) the secretary shall within 14 days after that confirmation by notice in writing inform the applicant or member subject of the resolution the reasons for the confirmation and of the right of appeal under this rule 3.13.
 - (d) A resolution confirmed by the Board 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

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 rule 3.13(d), whichever is later

4 Annual Subscription

- 4.1 The annual subscription entitling one to membership is set out in Appendix 2. It shall be fixed from time to time at the Annual General Meeting.
- 4.2 The annual subscription from each member falls due on March 02 each year, or such other date as set by the Board of Management from time to time. The first year of membership is pro-rated between the member's sign up date and the following March 02.
- 4.3 The Board of Management may extend the due date, or waive in full or part, payment of any subscription.

5 Register of Members

- 5.1 The Secretary must keep and maintain a register of members containing—
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.

6 Resignation of Members

- 6.1 A member of the Association who has paid all moneys due and payable by him or her to the Association may resign from the Association by first giving one months' notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 6.2 Upon the expiration of a notice given under clause 6.1 the Secretary shall make in the register of members an entry recording the date which the member by whom the notice was given, ceased to be a member.

7 Expulsion and Suspension of Members

- 7.1 Subject to these rules, the Board may by resolution:
- (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period if the Board is of the opinion that the member –
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 7.2 A resolution of the Board under clause 7.1 cannot take effect until and unless the following occurs:
- (a) the member is informed of the grounds on which the action is proposed to be taken; and
 - (b) has been given an opportunity to be heard.
- 7.3 Where the Board is considering a resolution under clause 7.1, then the Secretary shall, as soon as practicable issue a written notice to the member:
- (a) setting out the grounds on which it is based;
 - (b) stating that the member will appear before an unbiased decision maker at a meeting to be held not earlier than 14 days after service of the notice;

- (c) stating the date, place and time of that meeting;
- (d) inform the member that he or she may do one or more of the following:
 - (i) attend the meeting
 - (ii) provide before the date of that meeting a written statement pertaining to the matter seeking the revocation of the resolution;

7.4 At the meeting held in accordance with sub-clause 7.3 the following shall occur:

- (a) shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the member; and
- (c) shall make a decision with respect to the matter.

8 Disputes and mediation

8.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Association.

8.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

8.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

8.4 The mediator must be

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

8.5 A member of the Association can be a mediator.

8.6 The mediator cannot be a member who is a party to the dispute.

8.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

8.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

8.9 The mediator must not determine the dispute.

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

9 Complaints from the public

9.1 The Association acknowledges the right of its audience to comment and make complaints in writing concerning:

- (a) compliance with the Code of Practice or a condition of the licence;
- (b) program content;
- (c) the general service to the community.

9.2 All complaints shall be in writing to the Board.

9.3 The Board shall respond in writing within fourteen days of receiving a complaint.

9.4 If the complainant is not satisfied with the Board's reply the complainant will be invited to attend a Board meeting to discuss the complaint.

9.5 **If the complainant is still not satisfied**, the complainant will be advised that they have the right to refer their complaint about a Code of Practice matter to ACMA provided that they have first:

- (a) formally lodged their complaint with the Board of Management in writing and
- (b) received a substantive response from the Board of Management and are dissatisfied with this response or have not received a response from the Board of Management within twenty one days of making the complaint.

9.6 If no complaint is made to ACMA the Board's decision is final.

10 Board of management

10.1 The affairs of the Association shall be managed by the Board of Management.

10.2 The Board—

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

10.3 The Board shall consist of—

- (a) the officers of the Association; and
- (b) three ordinary members.

11 Office holders

11.1 The officers of the Association shall be—

- (a) a President;
- (b) a Vice-President;

- (c) a Treasurer; and
- (d) a Secretary.

12 The Board of Management Eligibility

- 12.1 A person shall be eligible to be a member of the Board of Management if he or she has been a member of the Association for at least 12 months immediately prior to taking up the position and is not a paid member of the staff of the Association. The 12 month minimum requirement may be waived if the conditions of clause 13.11 are met.
- 12.2 Members of the Board of Management have the following legal duties:
- (a) A duty not to misuse the position or information gained from it;
 - (b) A duty to disclose conflicts of interests and deal with them in a certain way;
 - (c) A duty to return documents to the Association;
 - (d) A duty to exercise powers and discharge duties with care and diligence;
 - (e) A duty to act in good faith and in the best interests of the Association and for a proper purpose; and
 - (f) A duty to prevent the organisation from trading whilst it is insolvent.
- 12.3 If a member of the Board of Management has a pecuniary interest in any contract or proposed contract with the station or in any other matter with which the station is concerned which is to be or is likely to be discussed at a Board meeting the member must make this known to the meeting and will withdraw while any such discussion or vote takes place and will not otherwise attempt to influence the outcome of any such vote.
- 12.4 If any member withdraws from a Board meeting because of a possible conflict of interest that member may return after the matter has been concluded and voted on. The Secretary shall take note in the minutes of any such withdrawal and the stated reasons for doing so and shall note the times of withdrawal and return.
- 12.5 If a Board member omits to disclose a possible conflict of interest and the matter comes to the attention of the Board while the member remains on the Board the chairman at the next Annual or General Meeting, whichever is first, shall bring such omission to the attention of the meeting. If the meeting so decides the person will be immediately removed from the Board and be replaced in open secret ballot. The person elected shall complete the term of the person removed.
- 12.6 Prior to a vote under the terms of 12.5 the Board member concerned shall have the right to address the meeting and answer questions.
- 12.7 A member removed from the Board of Management under the terms of 12.5 shall not be precluded from being elected to any Board of the Association.
- 12.8 Junior Members cannot serve on the Board of Management; however, they may serve on sub-committees set up by the Board

13 Elections and Term of Office of the Board

- 13.1 The membership of the Board shall be elected at the Annual General Meeting by those present who have been financial members for at least twelve months. Proxy voting is permitted.
- 13.2 Nominations of candidates for election as members of the Board must be—

- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 13.3 At the first Annual General Meeting of the Association, four of the Board shall retire and at the Annual General Meeting in each subsequent year the Board members shall retire in rotation of three and four.
- 13.4 Any member who has filled a casual vacancy on the Board of Management, shall fill that casual vacancy until the next Annual General Meeting, at which time they may submit themselves for re-election.
- 13.5 A retiring Board member shall be eligible for re-election.
- 13.6 If there are not at least four (4) Board members standing or elected at any Annual General Meeting after the election process has been completed, the meeting shall stand adjourned until notice of a follow up meeting can be issued to members of the Association. The adjourned meeting shall take place no longer than 14 days after the initial Annual General Meeting, and notice of the adjourned meeting shall be given to members of the Association as soon as practicable.
- 13.7 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 13.8 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 13.9 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 13.10 The ballot for the election of officers and ordinary members of the Board must be conducted at the Annual General Meeting in such manner as the Board may direct.
- 13.11 If there are vacancies on the Board after the nomination process has been completed under clauses 13.2 and 13.7, the 12 month minimum requirement in clause 12.1 shall be waived, and any financial member present at the Annual General Meeting shall be deemed eligible for nomination. For the nomination to be accepted, the nominee must be passed by a vote of three-quarters of those present, who are financial members, and the vote shall be conducted by a secret ballot.

14 Vacancies

- 14.1 The office of an officer of the Association, or of an ordinary member of the Board, becomes vacant if the officer or member—
- (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (c) resigns from office by notice in writing given to the Secretary.
- 14.2 Any vacancy occurring on the Board otherwise than by rotation or retirement may be filled by the Board of Management.
- 14.3 Any nomination made by the Board of Management to fill a casual vacancy on the Board shall be ratified on the voices at the next Annual or General Meeting, whichever is first. Any two financial members of the Association may call for a secret ballot prior to such

ratification. Thereupon the nomination of the Board of Management shall be put aside and the vacancy filled by a simple majority of votes cast in a secret ballot.

15 Resolution to Remove a Board Member

- 15.1 The Association may by special resolution remove any Board member before the expiration of his or her period of office and may by a simple majority appoint another person in his or her stead; the person so appointed shall be subject to retirement at the same time as if he or she had become a Board member on the day on which the Board member in whose place he or she is appointed was last elected as a Board member.

16 Duties and Powers of the Board

- 16.1 The Board shall take all decisions necessary to implement the objects of the Association.

- 16.2 Duties and responsibilities will include:

- (a) to develop policies for the station, in conjunction with the membership and staff.
- (b) to plan and implement programs and activities in consultation with the membership and staff.
- (c) to oversee the day to day operation of the station.
- (d) to engage, control and dismiss staff as required.
- (e) to plan and manage the finances of the station, including preparing budgets, setting fees, keeping financial records and presenting an annual audited statement.
- (f) to keep all necessary records and make these reasonably available to the membership, including minutes and records of all meetings, reports on activities, balance sheets, budgets, a register of the Association membership and the Board and sub-board registers, etc.
- (g) to keep members informed on the activities of the station and encourage their participation in them.
- (h) to liaise with the Local Community and encourage contact with the station.
- (i) to keep the rules of the Association on public display in the office at all times.
- (k) to liaise with the local municipal Councils and the relevant State and Federal authorities.
- (l) to affiliate with, and participate in, State and Federal organisations whose aim is to further public broadcasting.

17 Indemnity for the Board

- 17.1 The Association will indemnify each member of the Board against any liability incurred in good faith by that member on behalf of the Incorporated Association in the course of performing his or her duties.

18 Proceedings of the Board

- 18.1 The Board may meet for the dispatch of business; adjourn and otherwise regulate its meetings, as it sees fit; provided that the meetings of the Board be held at intervals of approximately one month.

- 18.2 Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.

- 18.3 Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- 18.4 Special meetings of the Board may be convened by the President or by any 4 members of the Board.
- 18.5 At meetings of the Board:
- (a) the President or in his or her absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent a member chosen by the members present shall preside.
- 18.6 Any 4 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 18.7 No business may be conducted unless a quorum is present.
- 18.8 If within half an hour of the time appointed for the meeting a quorum is not present—
- (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 18.9 The Board may act notwithstanding any vacancy on the Board, provided the conditions outlined in section 18 of the Constitution are met.
- 18.10 Notice of the forthcoming Board meeting shall be posted in the station in public view, at least 7 days prior to the meeting.
- 18.11 Questions arising at meetings shall be decided by a majority of vote of the members of the Board present at the meeting. Where the vote is tied the person presiding may exercise a second or casting vote.
- 18.12 At each meeting, the Secretary is responsible for ensuring that minutes shall be kept of all major issues discussed, and decisions taken. The minutes of the previous meeting shall be read and confirmed. Reports shall be received from the sub-committees.
- 19 Duties and responsibilities of the Executive:**
- 19.1 At the first Board meeting following the Annual General Meeting members of the Board shall elect the office bearers
- 19.2 The President shall prepare and present for adoption a report of the station's activities at the Annual General Meeting.
- 19.3 The Secretary shall, in association with the President, prepare an agenda for each meeting. The Secretary shall be responsible for all correspondence to and from the Board, and shall keep a sequential file of such correspondence which shall be available at all meetings. All relevant correspondence received, and copies of correspondence sent on behalf of the Association shall be presented at each meeting.
- 19.4 The Secretary shall:
- (a) give notice of all meetings;
 - (b) give notice of all elections;
 - (c) call for nominations for elections.

- (d) appoint a Minute Secretary who shall take accurate minutes of the proceedings of all meetings, present minutes of those proceedings at subsequent meetings, and after confirmation and signing of the minutes, arrange the filing in a minute book. The Minute Secretary shall arrange for the distribution of minutes to such persons as the Board may from time to time direct.

- 19.5 The Treasurer shall ensure that all financial transactions are carried out in a manner designated by the Constitution. The Treasurer shall receive all monies on behalf of the Association, and issue receipts for such monies received. The Treasurer shall keep accurate financial records, present a written financial report at all meetings, arrange for an audit at the end of each financial year and present an audited financial statement at the Annual General Meeting.

20 Financial Management

- 20.1 The funds of the Association shall be derived from Government Grants, membership fees, sponsorship, donations, fund raising and other such sources as determined by the Board.
- 20.2 The funds of the Association shall be lodged in a Bank Account or Accounts as designated by the Board. There shall be 3 signatories to each of the accounts. All transactions must be authorised by any two of the designated signatories.
- 20.3 The financial year of the Association shall end on the thirtieth day of June in each year.

21 Regular General Meetings of the Association

- 21.1 General Meetings of the Association shall be held on a regular basis, and at least once in each quarter.
- 21.2 At least fourteen days notice shall be given of all General Meetings.
- 21.3 Written notice of special resolutions to be put to meetings shall be given to all members at least 21 days prior to the date of the meeting.
- 21.4 The quorum for General Meetings shall be the lesser of 15 people or 10% of the total membership personally present.
- 21.5 The President shall preside at all General Meetings. In the absence of the President and Vice President members present may elect their own Chairman for that meeting.
- 21.6 Decisions shall be made by a majority vote of members present or by proxy. Each member shall have one vote.
- 21.7 At each meeting the Secretary will ensure that minutes be kept of major issues discussed and decisions agreed upon. Minutes from the previous meeting will be read and confirmed. A report shall be received from the Board of Management.

22 Extraordinary General Meetings

- 22.1 An Extraordinary General Meeting shall be called on the Secretary receiving a written request for such a meeting, signed by fifteen (15) members, setting forth the objects of such a meeting, or by a decision of the Board. Every effort shall be made to hold the meeting at a time convenient to most members.
- 22.2 Notice of an Extraordinary General Meeting shall be given to all members at least 14 days prior to the meeting.
- 22.3 Notice of special resolutions shall be given to all members at least 21 days prior to the meeting.
- 22.4 A quorum of the Extraordinary General Meeting shall consist of at least 20% of the current membership of the Association.

23 Annual General Meeting

- 23.1 The Association shall in each calendar year convene an Annual General Meeting of its members.
- 23.2 The Annual General Meeting shall be held on such a day as the Board determines, but not later than the thirty-first day of August.
- 23.3 Notice of the Annual General Meeting shall be given to all members at least 14 days prior to the meeting.
- 23.4 Notice of special resolutions proposed shall be given to all members at least 21 days prior to the meeting.
- 23.5 The quorum of the Annual General Meeting shall be the lesser of 15 people or 10% of the total membership personally present. If no quorum is reached another meeting must be held within two weeks.
- 23.6 The business of the Annual General Meeting shall be to:
- (a) confirm the minutes of the previous Annual General Meeting
 - (b) receive from the Board a full report of the year's activities.
 - (c) receive from the Board audited financial reports.
 - (d) appoint the auditor for the forthcoming financial year.
 - (e) elect Board members.
 - (f) discuss any general business
 - (g) discuss ideas and directions for the future
 - (h) determine any amendments to the constitution.
- 23.7 The rules governing voting, Standing Orders and recording and reporting at an Annual General Meeting shall be the same as those for regular meetings.

24 Alterations to the Constitution and Statement of Purposes

- 24.1 The constitution may be amended at the Annual General Meeting, or at an Extraordinary General Meeting.
- 24.2 Notice of proposed amendments to the Constitution shall be given to all members, at least 21 days before the meeting.
- 24.3 Any decision to amend the Constitution must be passed by a vote of three-quarters of those present, who are financial members.

25 Display of the Constitution

- 25.1 The Constitution embodies the purpose and reasons for the Association's existence and the rules governing the affairs of the Association. The Constitution shall be kept on display in the office at all times.

26 The Common Seal

- 26.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 26.2 The Common Seal shall not be affixed to any instrument except by authority of the Board and the affixing of the Common Seal shall be attested by the signatures of either of two members of the Board or of one member of the Board and of the Public Officer of the Association.

27 Trade or Trading Activities

27.1 The Association is able to engage in trade or trading activities in pursuance of, and in support of, its purposes.

28 Winding up the Incorporated Association

28.1 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

29 Proxy Voting

29.1 Each member shall be entitled to appoint another member as his/her proxy by notice given to the secretary before the starting time of the meeting in respect of which the proxy is appointed.

29.2 Each member may hold no more than one proxy for another member.

29.3 The notice appointing a proxy shall be in the form set out by the Board of Management.

30 Notice to members

30.1 Any notice that is required to be given to a member on behalf of the Association under these rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) electronic transmission

31 Custody and inspection of books and records

31.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

31.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

31.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association for the purpose of the conduct of the Association or for the making of a complaint to the appropriate authority in relation to any aspect of the operation of the Association but for no other purpose.

32 Public Fund

32.1 The Association will establish and maintain a public fund.

32.2 Donations will be deposited into the public 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 purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

32.3 The fund will be administered by a management Board, a majority of 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 Southern Community Broadcasters Inc.

32.4 No monies or assets in this fund will be distributed to members or office bearers of the Association.

- 32.5 The 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 fund, to assess the effect of any amendments of the public fund's continuing Deductible Gift Recipient status.
- 32.6 Receipts for gifts to the public fund must state:
- (a) the name of the public fund and that the receipt is for a gift made to the public fund
 - (b) the Australian Business Number of the company
 - (c) the fact that the receipt is for a gift; and
 - (d) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- 32.7 If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members. Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the income Tax Assessment Act 1997.

Appendix 1

APPLICATION FOR MEMBERSHIP

I hereby apply for membership of Southern Community Broadcasters Inc. and agree that if my application is successful I will abide by the Constitutional Rules of the Association.

Title: _____ Surname*: _____ Given Names*: _____

Organisation (if applicable): _____

Residential Address*: _____ Postcode: _____

Postal Address: _____ Postcode: _____
(If different from above)

Phone: After Hours*: _____ Business Hours: _____

Mobile: _____ Fax: _____ E-Mail: _____

I prefer to receive correspondence by email – Yes No

How did you hear of Southern FM?

- Heard on-air Newspaper (which one) _____
 Website Outside Broadcast Friend
 Other _____

Annual Fees (no GST)	Individual	\$55.00
	Concession	\$33.00
	Family/Community Group	\$77.00
	Concession Family	\$45.00
	Under 18 (no voting rights)	\$ 5.00

I enclose cash/cheque/money order for \$ _____

Signature of Applicant*: _____ Date: _____

Concession Card No. (if applicable): _____

It is our practice to publish the names of all new members in the quarterly newsletter.
Please tick the box if you do not wish for your name to appear.

*Mandatory fields

OFFICE USE ONLY

Receipt No: _____ Recorded ___/___/___ Member No. _____

Appendix 2

Annual Fees (no GST)

Individual	\$55.00
Concession	\$33.00
Family/Community Group	\$77.00
Concession Family	\$45.00
Under 18 (no voting rights)	\$ 5.00