

CAPITAL COMMUNITY RADIO INC

NOTICE GENERAL MEETING To Alter The Constitution & Rules

Pursuant to Rule 17 of the Constitution and Rules, the Management Committee of Capital Community Radio Inc. is convening a General Meeting.

The meeting will be held at **7 pm on Wednesday, 8 May 2019**

The meeting will take place at **Mt Pleasant Bowling Club, 40 Bedford Road, Ardross.**

The purpose of the meeting is to propose a number of alterations to the Constitution and Rules to bring them into conformity with the Associations Incorporations Act, provide for direct election of office bearers by the members in General Meeting and correct errors and omissions.

A list of alterations which will be proposed as Special Resolutions at the meeting is attached.

Date of Notice:

Approved by: Management Committee

Information for Members:

- Notice of a proposed Special Resolution to alter the rules, name or objects must be sent to all members of the Association.
- In accordance with rule 17.3(a)(ii), members must be given at least 21 days' notice of the meeting.
- In accordance with rule 2.2 this notice must be given in writing and can be hand delivered, posted to a member's nominated address or emailed to a member's nominated email address.
- Alterations to the Constitution and Rules can only be made if supported by 75% of the members voting at the meeting.
- A member is not entitled to vote at any General Meeting unless they are a current financial member in accordance with Rules 9.1, 9.2 and 19.3(d).
- Alterations to the Constitution and Rules only take effect when lodged with the Department of Commerce.

SPECIAL RESOLUTIONS

To consider, and if thought fit, pass the following resolutions as Special Resolutions for the Constitution and Rules 2016 to be altered as follows:

1. Amendments Required for compliance with *Associations Incorporations Act 2015*

1.1. Delete Rule 15(a) and 15(b)

1.2. Insert new Rule 15.1 and 15.2:

15.1 Subject to Rule 15.2, no Payment may be made to:

- (a) a Committee Member;
- (b) any person who has power to manage the affairs of the Association within the meaning of s.38 of the Act,

unless the payment is authorised by resolution of the Association.

15.2 Rule 15.1 does not apply to the Payment of reasonable out-of-pocket expenses for travel and accommodation in connection with the performance of the functions of a person referred to in that Rule or the reimbursement of reasonable expenses incurred by any of them on behalf of the Association.

1.3. Insert new definition in Rule 2.1 for "Payments":

"Payments" means payments from the funds of the Association by cash, cheque, money order, credit card, debit card, Electronic Funds Transfer or any other means

1.4. Amend Rule 6.5(b)(i) by:

- 1.4.1. inserting at the beginning of line 1 the words "Subject to and without limiting Rule 15, Rule";
- 1.4.2. capitalizing the word "payment" ("Payment");
- 1.4.3. inserting the word "reasonable" before the word "remuneration"; and
- 1.4.4. deleting the word "officer";

1.5. Amend Rules 6.5(b)(iv) by:

- 1.5.1. Inserting the word "reasonable" before the word "expenses"
- 1.5.2. Deleting the words "or any Committee Member".

1.6. Delete Rule 3.2.4

1.7. Renumber:

- 1.7.1. Rule 3.2.5 as "3.2.4"
- 1.7.2. Rule 3.2.6 as "3.2.5"
- 1.7.3. Rule 3.2.7 as "3.2.6"

1.8. Rule 4.1 Delete the words:

“and no part of that property or income ay be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promote those objects or purposes”

1.9. Rule 11.2(d)(i):

1.9.1. Insert the words “and the relation of the interest to the activities of the Association” after the word “Committee”;

1.9.2. Insert the word “and” and the word “matter;”

1.9.3. Insert new Rule 11.2(d)(iii):

“disclose the nature and extent of his or her interest to the next General Meeting of the Association and the relation of the interest to the activities of the Association;”

2. Amendments for Direct Election of Office Bearers:

2.1. Add the letter “s” to the word “Member” in Rule 10.2(a)(ii);

2.2. Add the words “and (c) before the words “at any time” in Rule 10.2(d);

2.3. Rule 12.2:

2.3.1. Insert the words “Subject to and without limiting Rule 10.2(c)” before Rule (a);

2.3.2. Insert new Rule (b):

“A Member may nominate for one specified position of office holder of the Association or as an ordinary Committee Member”

2.3.3. Renumber Rule 12.2(b) as “12.2(c)” and after the word “Committee” insert the words:

“as an office holder or as an ordinary Committee Member”

2.3.4. Renumber Rule 12.2(c) as “12.2(d) and insert the words:

- “to all Members” after the word “notice” in line 1;
- Insert the words “as an office holder or an ordinary Committee Member” after the word “Committee” in line 2;
- Replace the word “specifying” with the word “specify”;

2.3.5. Delete Rule 12.2(e);

2.3.6. Renumber Rule 12.2(d) as “12.2(e)”;

2.3.7. Rule 12.2(f):

- Delete 12.3(c);

- And replace it with “12.3(b) or 12.4(b)(ii)”

2.3.8. Delete Rules 12.3, 12.4 and 12.5 and replace with new Rules 12.3, 12.4, 12.5 and 12.6:

“12.3 Electing Office Holders

- (a) A separate election must be held at the AGM for each office holder position of the Association as follows:
 - (i) Chairperson and Treasurer, the first such election to take place at the 2019 AGM and at AGM’s held every second year thereafter; and
 - (ii) Deputy-Chairperson and Secretary, the first such election to take place at the 2020 AGM and at AGM’s held every second year thereafter.
- (b) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the Members at the meeting.
- (c) Subject to the eligibility under Rule 10.2(c) of any person nominating for a position:
 - (i) if only one Member has nominated for a position, the Chairperson of the meeting must declare the Member elected to the position.
 - (ii) If more than one Member has nominated for a position, the Members at the meeting must vote in accordance with Rule 12.5 to decide the Members who are to be elected.
- (d) On the Member’s election, the new Chairperson of the Association may take over as the Chairperson of the meeting.”

12.4 Electing Ordinary Committee Members

- (a) The Association must decide by resolution at the AGM the number of ordinary Committee Members (if any).
- (b) Subject to the eligibility under Rule 10.2(c) of any Members nominating for the position of ordinary Committee Member, if the number of Members nominating is not greater than the number to be elected, the Chairperson of the meeting:
 - (i) must declare each of those Members to be elected; and
 - (ii) may call for further nominations from the Members at the meeting to fill any positions remaining unfilled after the elections under Rule (b)(i) of this Rule.
- (c) If the number of Members nominating for the position of ordinary Committee Member is greater than the number to be elected, the

Members at the meeting must vote in accordance with Rule 12.5 to decide the Members who are to be elected.

- (d) A Member who has nominated for the position of ordinary Committee Member may vote in accordance with that nomination.

12.5 Voting in Elections for Membership of the Committee including Office Holders

- (a) Each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.
- (b) A Member who nominates for election or re-election may vote for himself or herself.

12.6 Term of Office of Committee Members including Office Holders

- (a) Subject to Rule 13, the term of office of a Committee Member is for two years and begins when the member is elected at an AGM and continues until the position is declared vacant at the second annual general meeting after their election; or
- (b) After expiration of their then current term office, a Committee Member may be re-elected at any subsequent AGM.
- (c) Committee Members appointed at the AGM on:
- (i) 6 September 2017 including office holders appointed to their positions by the Management Committee under the Constitution and Rules 2016 will continue to hold office until the 2019 AGM;
- (ii) 5 September 2018 including office holders appointed to their positions by the Management Committee under the Constitution and Rules 2016 will continue to hold office until the 2020 AGM."

3. Miscellaneous Amendments

3.1. Front page of Constitution and Rules: delete "2016" and replace with "2020"

3.2. Rule 2.1 Definitions:

3.2.1. Insert new Definition "Charity":

"Charity" has the meaning given to it in section 5 *Charities Act 2013, Cth*; and

3.2.2. Rule 1.2.1 – capitalize the word "charity" in line 1.

3.3. Rule 11.5(c): replace the word "payments" with the word "Payments"

3.4. Rule 11.5(d): delete the words "payment from the funds of the Association, by cheque, credit card, Electronic Funds Transfer or otherwise" and:

- 3.4.1. Insert the word “Payment” after the word “timely”;
- 3.4.2. Insert the word “made” after the word “are”; and
- 3.4.3. Delete the word “of” before the word “Committee”
- 3.5. Rule 11.5(g) and (h): replace the words “annual general meeting” with “AGM”;
- 3.6. Rule 14.5(b): replace “chairperson” with “Chairperson”;
- 3.7. Rule 16.1(b):
 - 3.7.1. delete from the opening sentence the words:

“Members and Volunteers. The follow sub-committees shall be established each year”
 - 3.7.2. delete 16.1(b)(iv) Rules;
 - 3.7.3. insert new Rule 16.1(b)(iv) “Members; and”
 - 3.7.4. insert new Rule 16.1(b)(v) “Volunteers.”
- 3.8. Rule 20.1
 - 3.8.1. Delete Rule 20.1(e) and Rule 20.1(f);
- 3.9. Rule 21.1(d):
 - 3.9.1. Delete the words:

“All cheques of the Association must be signed by a minimum of two signatures before issue. The Chariperson and the Secretary will be joint signatories with the Treasurer”;

And replace with:

“All Payments of the Association must be authorized by:

 - (i) two Committee Members; or
 - (ii) one Committee Member and a person authorized by the Committee.
- 3.10. Renumber the second numbered Rule 21.1(d) in 21.2 as “21.1(e)”.
- 3.11. Rule 21.2(a): replace the word “contrabutions” with the word “contributions”;
- 3.12. RULE 21.4 delete “sub-“
- 3.13. Delete Rule 25.2(a) – (c) and replace with new Rule 25.2(a) and (b):
 - “(a) Subject to Rule (b) of this Rule, a Member:
 - (i) is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member;
 - (ii) must contact the Secretary to request to inspect the Books of the Association;- and

(iii) may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

(a) If a Member wants to inspect a document that records the minutes of a Committee Meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, being available for inspection by Members.”

3.14. Rule 25.3:

3.14.1. Delete the numbering (a) before the first sentence of the Rule; and

3.14.2. Renumber Rules (i) and (ii) as “(a)” and “(b)”

3.15. Rule 25.4 Delete the numbering (a)

3.16. Rule 26.2(b):

3.16.1. After the word “suspension”, delete the word “of” and replace it with the word “or”;

3.16.2. Delete the number “6.3” in line 2 and replace it with “7.3”

3.17. Delete the words “rule” or “rules” wherever they appear and replace them with “Rule” or “Rules” as the case requires, in particular:

Rule 2.1 definition of “AGM”, “Committee Meeting”, “Rules”; Rules 3.2.6; 5.4(b), (d) - (f); 5.5(a)(i), (ii) and (iv); 5.5(b); 5.6; 6.3(c); 6.4(b); 6.5(a); 7.1(ii)-(iv); 7.1(b)(i); 7.3(c) - 7.3(f); 7.4; 7.5; 7.6(a) and (b); 9.2(b), (d) and (e); 10.2(d); 11.2(f); 11.3(b) – (e); 11.4(c) – (f); 11.5(b) and (c); 12.1(b); 12.2(f); 13.1(a)(iii) and (v); 13.1(b) and (b)(ii); 13.1(c); 13.2(b)(i); 14.1(c); 14.2(c); 14.4(a) and (c); 14.5(b); 16.2(b); 16.3(c); 17.2(a) and (b); 17.5(c); 18.2(b); 18.3(a); 19.1(a), (b)(ii), (c)(iv) and (d); 19.3(d); 19.4(a)-(d); 20.1(c) and (d); 21.1(c); 21.4(b); 22.1(b); 22.2; 22.3(a); 23.1(b); 23.2(a), (c) and (d); 26,1(a), (b), (d), (e) and (g); 26.2(a) - (c); 27(b); 28; and 29.