

**CONSTITUTION AND RULES  
2020**

**CAPITAL COMMUNITY RADIO  
INCORPORATED**

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## 1. PRELIMINARY

### 1.1. Name of Association

The name of the Association is Capital Community Radio Incorporated

### 1.2. Objects of Association

The objects and purposes of the Association are:

#### Principal Objective

- 1.2.1 The Principal Objective of the Association is to be a Charity to enhance the social and public welfare of the seniors in the Perth Metropolitan Area by promoting the production and broadcasting of entertaining and informative radio programmes for the audience.

#### Ancillary Objectives

- 1.2.2 Apply for and maintain a community broadcasting license and other telecommunications licences.
- 1.2.3 Acquire, equip, maintain, fund and manage premises for use as a not-for-profit radio station, of the broadcast standard regulated by the governing statutory authority, by and for the seniors of the Perth Metropolitan Area.
- 1.2.4 Advance culture by producing and broadcasting programmes of relevance to the seniors of the Perth Metropolitan Area including news, music and information, and to develop programmes of cultural, educational and social significance to our senior's community, including information on local events, culture and activities of interest to the senior's community and encouraging their participation.
- 1.2.5 Apply for and maintain an Australian Business Number.
- 1.2.6 Apply for and maintain registration as a Charity.
- 1.2.7 Apply for and maintain registration as a Cultural Organisation with Deductible Gift Recipient status.
- 1.2.8 Administer a Public Gift Fund for the receipt of Income Tax deductible and non-tax deductible gifts, donations and bequests to the Association, which shall be used solely for the advancements of these objects.
- 1.2.9 Apply for and maintain membership and participate as a constituent of the Community Broadcasting Association of Australia and promote, support and undertake to carry out regulations, ethics and responsibilities of a community broadcaster as outlined in the Codes of Practice issued by the Community Broadcasting Association of Australia.
- 1.2.10 Promote facilities by acting in conjunction with other bodies for, and to assist generally, the seniors of the Perth Metropolitan Area.
- 1.2.11 Provide training in radio production, presentation and on-air support to volunteers with particular encouragement to seniors as volunteers.

- 1.2.12 Advance and co-operate with any organisation having aims or objects similar to these aims and objects.
- 1.2.13 Raise money and do everything else as is conducive or incidental to the attainment of the objectives and aims of the Association.
- 1.2.14 Without detracting from the Principal Objective to which the Association aspires:
  - (a) provide a focal point for relaying information to seniors about assistance provided by Government and Non-government agencies, that would be of benefit in their daily lives;
  - (b) promote friendships and co-operation within the seniors community and the wider community;
  - (c) encourage and assist the development of the cultural life of seniors;
  - (d) establish communication and liaison with other community organisations devoted to the welfare of seniors and, through broadcasting, achieve an exchange of information and ideas;
  - (e) foster and strive for the fulfilment of the aspirations of seniors;
  - (f) promote the works of local musicians, performers and other media artists and encourage seniors' interests in Australian heritage, art, drama, music and theatre;
  - (g) improve community standards of entertainment and information;
  - (h) promote, support and undertake to carry out regulations, ethics and responsibilities of a community broadcaster as outlined in the Codes of Practice.

**1.3. Quorum for Committee Meetings**

Any 5 Committee Members constitute a quorum for the conduct of the business at a Committee Meeting.

**1.4. Quorum for General Meetings**

Five percent of Members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

**1.5. Financial Year of the Association**

The Association's Financial Year, will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

**2. INTERPRETATION**

**2.1. Definitions**

In these Rules, unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 2015;

“**AGM**” means the annual general meeting convened under Rule 22;

**“Books of the Association”** has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association;

**“Charity”** has the meaning given to it in section 5 Charities Act 2013, Cth

**“Codes of Practice”** means the Community Radio Broadcasting Codes of Practice developed by the Community Broadcasting Association of Australia in consultation with the Australian Communications and Media Authority;

**“Commissioner”** means the person designated as the “Commissioner” from time to time under the Act;

**“Committee”** means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Association;

**“Committee Meeting”** means a meeting referred to in Rule 14;

**“Financial Records”** has the meaning given to it in section 62 of the Act;

**“Financial Report”** has the meaning given to it in sections 62 and 63 of the Act;

**“Financial Statements”** has the meaning given to it in section 62 of the Act;

**“Financial Year”** has the meaning given to it in Rule 1.5;

**“General Meeting”** means a meeting of the Association to which all Members are invited to attend;

**“Member”** means a person (including a body corporate) who becomes a Member of the Association under these Rules;

**“Ordinary Resolution”** means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

**“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;

**“Poll”** means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

**“Rules”** mean these Rules of the Association as amended from time to time under Rule 23;

**“Special Resolution”** has the meaning given to it in section 3 of the Act;

**“Surplus Property”** has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

(a) the debts and liabilities of the Association; and

(b) the costs, charges and expenses of winding up the Association,

but does not include books pertaining to the management of the Association;

**“Tier 1 Association”** has the meaning given to it in section 62 of the Act;

**“Tier 2 Association”** has the meaning given to it in section 62 of the Act;

**“Tier 3 Association”** has the meaning given to it in section 62 of the Act;

“**Volunteer**” means a person active in working for the Association, whether they are a member or not

## **2.2. Notices**

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
  - (i) delivered by hand to the nominated address of the addressee; or
  - (ii) sent by post to the nominated postal address of the addressee; or
  - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
  
- (b) Any notice given to a Member under these Rules, must be sent to the Member’s nominated address as set out in the Register referred to in Rule 8.1.

## **3. POWERS OF THE ASSOCIATION**

### **3.1. Powers of the Association**

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

### **3.2. Public Gift Fund**

- 3.2.1 The Association will establish and maintain a public gift fund.
  
- 3.2.2 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.
  
- 3.2.3 The public gift fund will be administered by a subcommittee of the Committee, the 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 the Association.
  
- 3.2.4 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.
  
- 3.2.5 Receipts for gifts to the public gift fund must state:
  - (a) the name of the public gift fund and that the receipt is for a gift made to the public gift fund;
  - (b) the Australian Business Number of the Association;
  - (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.

3.2.6 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.

## **4. NOT FOR PROFIT**

### **4.1. Not For Profit**

The Association is not-for-profit. The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association.

### **4.2. Objectives**

The Association will be located in Perth, and all the objectives of the Association will be pursued in Australia.

## **5. MEMBERSHIP**

### **5.1. Minimum Number of Members**

The Association must have at least 6 Members with full voting rights.

### **5.2. Qualifications for Membership**

Any person who supports the purposes of the Association is eligible to apply for membership. No person who has previously had an application for membership rejected nor any person who has previously been expelled as a Member is eligible to apply for membership.

### **5.3. Applying for Membership**

- (a) A person who wants to become a Member must:
  - (i) apply in writing to the Association; and
  - (ii) be nominated for membership by a Member.
- (b) All application forms must be signed by the Applicant and the nominee.
- (c) The Application form must specify the applicable class of membership.

### **5.4. Deciding Membership Applications**

- (a) The Committee will consider and decide whether to approve or reject any membership application.
- (b) Subject to Rule 5.4(c) applications will be considered and decided in the order they are received by the Association.
- (c) When considering a membership application, the Committee should satisfy itself that the applicant will abide by these Rules and the Codes of Practice and may seek clarification of any matter or further information in support of the

application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.

- (d) The Committee must not approve a membership application unless the Applicant:
  - (i) meets all the eligibility requirements under Rule 5.2; and
  - (ii) applies under Rule 5.3.
- (e) The Committee may refuse to accept a membership application even if the Applicant has applied in writing and complies with the eligibility requirements under Rule 5.3.
- (f) As soon as is practicable after the Committee has made a decision under Rule 5.4(a), the Committee must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

#### **5.5. Becoming a Member**

- (a) An Applicant becomes a Member if:
  - (i) the Applicant is eligible for membership under Rule 5.2;
  - (ii) the Applicant applies in writing to the Association under Rule 5.3;
  - (iii) the Committee approves the Applicant's application for membership; and
  - (iv) the Applicant pays any fees due under Rules 9.1 and 9.2.
- (b) The Applicant immediately becomes a Member and, subject to Rule 10.2(c), is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when Rule 5.5(a) has been fulfilled.

#### **5.6. Recording Membership in the Register**

The Secretary must enter a person's name and other required detail under Rule 8.1(b) in the Register within 28 days after the person becomes a Member.

### **6. LIABILITY AND ENTITLEMENTS OF MEMBERS**

#### **6.1. Classes of Members**

- (a) The membership of the Association consists of:
  - (i) ordinary Members; and
  - (ii) may include associate Members.
- (b) The Association may have any category of associate membership determined by resolution of Members at a General Meeting, including junior membership, senior membership, honorary membership, or life membership.
- (c) A Member under the age of 15 years cannot be an ordinary Member, but may be an associate Member.
- (d) If the Association has two or more classes of members, no member can belong to more than one class of membership.

- (e) An ordinary Member and a Life Member have all rights provided to Members under the Rules, including the right to vote, and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- (f) Except for Life Members, an associate Member has no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- (g) The maximum number of ordinary Members is unlimited unless the Association in General Meeting decides otherwise.

**6.2. Voting Rights of Members**

- (a) Each ordinary Member and each Life Member of the Association has one vote at a General Meeting of the Association.
- (b) Each ordinary Member of the Association that is a Body Corporate has one vote at a General Meeting of the Association.

**6.3. Voting by Body Corporate**

- (a) A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- (b) A copy of the written appointment must be lodged with the Secretary.
- (c) A person appointed under Rule 6.3(a) has authority to represent the body corporate as a Member:
  - (i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
  - (ii) otherwise, until the appointment is revoked by the body corporate and notice of the revocation is given to the Secretary.

**6.4. Liability of Members**

- (a) A Member is only liable for their outstanding fees payable under Rules 9.1 and 9.2, if any.
- (b) Subject to Rule 6.4(a), a Member is not liable, by reason of the person's Membership, for the liabilities of the Association or the cost of winding up the Association.

**6.5. Payment to Members**

- (a) Subject to Rule 6.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Subject to and without limiting Rule 15, Rule 6.5(a) does not prevent:
  - (i) the Payment in good faith of reasonable remuneration to any employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;

- (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the “Cash Rate Target” from time to time on money borrowed from any Member;
- (iii) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association; or
- (iv) the reimbursement of reasonable expenses incurred by any Member or on behalf of the Association.

**6.6. Membership Entitlements not Transferable**

A right, privilege or obligation that a person has because he or she is a Member of the Association:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the person’s membership ceases.

**7. CEASING TO BE A MEMBER**

**7.1 Ending Membership**

- (a) A person’s membership ends, if the person:
  - (i) dies;
  - (ii) ceases to be a Member under Rule 9.2(d);
  - (iii) resigns as a Member under Rule 7.2; or
  - (iv) is expelled from the Association under Rule 7.3.
- (b) For a period of one year after a person’s membership ends, the Secretary must keep a record of:
  - (i) the date on which a person ceases to be a Member under Rule 7.1(a); and
  - (ii) the reason why the person ceases to be a Member.

**7.2 Resigning as a Member**

- (a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
  - (i) at the time the Secretary receives the notice; or
  - (ii) if a later time is stated in the notice, at that later time.
- (c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member.

**7.3 Suspending or Expelling Members**

- (a) The Committee may, by resolution, suspend or expel a Member from membership if:
  - (i) the Member refuses or neglects to comply with these Rules or the Codes of Practice; or

- (ii) the Member's conduct or behaviour is detrimental to the interests of the Association.
- (b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.
- (c) The Secretary must, not less than 28 days before the Committee Meeting referred to in Rule 7.3(b), give written notice to the Member:
  - (i) of the proposed suspension or expulsion and the grounds on which it is based;
  - (ii) of the date, place and time of the Committee Meeting;
  - (iii) that the Member, or the Member's representative, may attend the Committee Meeting; and
  - (iv) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Committee Meeting referred to in Rule 7.3(b) the Committee must:
  - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
  - (ii) give due consideration to any written statement submitted by the Member; and
  - (iii) determine whether or not the Member should be:
    - A. expelled from the Association; or
    - B. suspended from membership, and if so, the period that the Member should be suspended from membership.
- (e) Once the Committee has decided to suspend or expel a Member under Rule 7.3(b), the Member is immediately suspended or expelled from membership.
- (f) The Secretary must inform the Member in writing of the decision of the Committee, within 7 days of the Committee Meeting referred to in Rule 7.3(b).

#### **7.4 Right of Appeal of against Suspension or Expulsion**

If a Member is suspended or expelled under Rule 7.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under Rule 7.3(f) requesting the appointment of a mediator under Rule 26.2.

#### **7.5 Reinstatement of a Member**

If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under Rule 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

**7.6 When a Member is Suspended**

- (a) If a Member's membership is suspended under Rule 7.3(e), the Secretary must record in the Register:
  - (i) the name of the Member that has been suspended from membership;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the length of the suspension as determined by the Committee under 7.3(d)(iii)B.
- (b) A Member that has been suspended under Rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

**8. MEMBERSHIP REGISTER**

**8.1 Register of Members**

- (a) The Secretary or a person authorised by the Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
  - (i) the full name of each Member;
  - (ii) a nominated contact postal, residential and/or nominated email address of each Member;
  - (iii) the class of membership held by the Member; and
  - (iv) the date on which the person became a Member;
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at such place as the Committee decides.

**8.2 Inspecting the Register**

- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

**8.3 Copy of the Register**

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the

request and declaring that the purpose is connected with the affairs of the Association.

- (c) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

#### **8.4 When Using the Information in the Register is Prohibited**

A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (c) for any other purpose unless the use of the information is approved by the Committee and for a purpose that is:
  - (i) directly connected with the affairs of the Association; or
  - (ii) related to administering the Act.

### **9. FEES**

#### **9.1 Entrance Fee**

The Committee may from time to time determine the amount of the entrance fee, if any, to be paid by each Member or each class of Members upon becoming a Member.

#### **9.2 Annual Fee**

- (a) The Committee may from time to time determine the amount of the annual fee, if any, to be paid by ordinary Members and associate Members in each category and by Volunteers. The due date of the annual fee is the commencement of the Financial Year unless the Committee determines otherwise.
- (b) Each person must pay the annual fee determined under Rule 9.2(a) to the Treasurer, or a person authorised by the Committee to receive payment.
- (c) If a Member pays the annual fee within 3 months after the due date, or pays the annual fee prior to the last day of the month immediately before the AGM for that Financial Year, (whichever is the earlier) then the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to Rule 9.2(e), if a person fails to pay the annual fee within 3 months after the due date, the person ceases to be a Member or Volunteer as the case may be.
- (e) If a person ceases to be a Member under Rule 9.2(d), and subsequently pays to the Association all the Member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

## 10. POWERS AND COMPOSITION OF THE COMMITTEE

### 10.1 Powers of the Committee

- (a) The governing body of the Association is to be called the Committee and it has authority to control and manage the affairs of the Association.
- (b) Subject to the Act, these Rules, the Codes of Practice or lawful resolution passed by the Association in General Meeting, the Committee:
  - (i) may exercise all 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; and
  - (ii) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

### 10.2 Committee Members

- (a) The Committee is to consist of:
  - (i) the office holders of the Association; and
  - (ii) five other Members.
- (b) The office holders of the Association are:
  - (i) the Chairperson;
  - (ii) the Deputy-Chairperson;
  - (iii) the Secretary; and
  - (iv) the Treasurer.
- (c) A Committee Member must be:
  - (i) a natural person;
  - (ii) over 18 years in age; and
  - (iii) a Member for a minimum of 12 months.
- (d) No person shall be entitled to hold more than one of the positions set out in Rule 10.2(b) and (c) at any time.
- (e) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
  - (iii) an offence under Part 4 Division 3 or section 127 of the Actunless the person has obtained the consent of the Commissioner.
- (f) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a



person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

## **11. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS**

### **11.1 Obligations of the Committee**

The Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act, these Rules and the Codes of Practice.

### **11.2 Responsibilities of Committee Members**

- (a) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (c) A Committee Member or former Committee Member must not improperly use their position or former position or use information obtained because he or she is or was a Committee Member to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Association.
- (d) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee and the relation of the interest to the activities of the Association; and
  - (ii) must not be present while the matter is being considered at the Committee Meeting or vote on the matter; and
  - (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;
- (e) Rule 11.2(d) does not apply in respect of a material personal interest that:
  - (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
  - (ii) that the Committee Member has in common with all, or a substantial proportion of, the members of the Association.
- (f) The Secretary must record every disclosure made by a Committee Member under Rule 11.2(d) in the minutes of the Committee Meeting at which the disclosure is made.
- (g) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

**11.3 Chairperson**

The Chairperson:

- (a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- (b) may convene special meetings of the Committee under Rule 14.1(c);
- (c) may preside over Committee Meetings under Rule 14.3;
- (d) may preside over General Meetings under Rule 17.4; and
- (e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under Rule 20.1(c).

**11.4 Secretary**

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) convene General Meetings and Committee Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the Chairperson;
- (c) keep and maintain in an up to date condition the Rules of the Association as required by Rule 23.1;
- (d) maintain the register of the Members, referred to in Rule 8.1;
- (e) maintain the record of office holders of the Association, referred to in Rule 11.6;
- (f) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Association under Rule 25.1;
- (g) keep full and correct minutes of Committee Meetings and General Meetings;
- (h) ensure the requirements of maintaining the Public Gift Fund are met; and
- (i) perform any other duties as are imposed by these Rules, the Committee or the Association on the Secretary.

**11.5 Treasurer**

The Treasurer must:

- (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in Rule 11.5(a) into the account or accounts of the Association as the Committee may from time to time direct;
- (c) ensure all gifts, deductible contributions and donations referred to in Rule 3.2 are receipted and deposited into and credited to the public gift fund and ensure that all Payments from the public gift fund comply with all relevant Rules and ensure required information is supplied to the appropriate authorities;
- (d) ensure timely Payments are made with the authority of a General Meeting or the Committee;
- (e) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (f) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;

- (g) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the AGM of the Association;
- (h) if the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the AGM of the Association;
- (i) assist the reviewer or auditor (if any) in performing their functions; and
- (j) perform any other duties as are imposed by these Rules, the Committee or the Association on the Treasurer.

#### **11.6 Record of Office Holders**

- (a) The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.
- (b) The record of office holders must include:
  - (i) the full name of each office holder;
  - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
  - (iii) a contact postal, residential or email address of each office holder.
- (c) The record of office holders must be kept and maintained at such place as the Committee decides.

#### **11.7 Inspecting the Record of Office Holders**

- (a) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

### **12. APPOINTING COMMITTEE MEMBERS**

#### **12.1 Appointment to the Committee**

Committee Members are appointed to the Committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under Rule 13.1(b).

#### **12.2 Nominating for Membership of the Committee**

Subject to and without limiting Rule 10.2(c):

- (a) A Member who wishes to be a Committee Member must be nominated by a Member as a candidate for election.
- (b) A Member may nominate for one specified position of office holder of the Association or as an ordinary Committee Member.
- (c) Nominations for election to the Committee as an office holder or as an ordinary Committee Member shall close at least 28 days before the AGM.

- (d) The Secretary must send a notice to all Members calling for nominations for election to the Committee as an office holder or an ordinary Committee Member and specify the date for the close of nominations at least 14 days before the date for the close of nominations.
- (e) The nomination for election must be:
  - (i) in writing; and
  - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (f) If a nomination for election to the Committee is not made in accordance with Rules 12.2(a)-(e), the nomination is to be deemed invalid and the Member will not be eligible for election unless Rule 12.3(b) or-12.4(b)(ii) takes effect.

### **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) 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.

- (b) 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.

**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 respective elections:
- (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.

**13. CEASING TO BE A MEMBER OF THE COMMITTEE**

**13.1 Vacant Positions on the Committee**

- (a) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
  - (i) dies;
  - (ii) ceases to be a Member;
  - (iii) becomes disqualified from holding a position under Rule 10.2 (e) or (f) as a result of bankruptcy or conviction of a relevant criminal offence;
  - (iv) becomes permanently incapacitated by mental or physical ill-health;
  - (v) resigns from office under Rule 13.2;
  - (vi) is absent from more than:
    - A. three consecutive Committee Meetings without a good reason; or
    - B. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,

where the Member received notice of the meetings, and the Committee has resolved to declare the office vacant.

- (b) If there is a casual vacancy within the meaning of Rule 13.1(a), the continuing Committee Members may:
  - (i) appoint a Member to fill that vacancy and the member so appointed shall hold office for the remaining term of the casual vacancy and
  - (ii) subject to Rule 13.1(c), act despite the vacant position on the Committee.
- (c) If the number of Committee Members is less than the number fixed under Rule 1.3 as the quorum for Committee Meetings, the continuing Committee Members may act only to:
  - (i) increase the number of Members on the Committee to the number required for a quorum; or
  - (ii) convene a General Meeting of the Association.

### **13.2 Resigning from the Committee**

- (a) A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the Chairperson.
- (b) The Committee Member resigns:
  - (i) at the time the notice is received by the Secretary or Chairperson under Rule 13.2(a); or
  - (ii) if a later time is stated in the notice, at the later time.

## **14. COMMITTEE MEETINGS**

### **14.1 Meetings of the Committee**

- (a) The Committee must meet at least 9 times in each year.
- (b) The Committee is to determine the place and time of all Committee Meetings.
- (c) Special meetings of the Committee may be convened under Rule 14.2 by:
  - (i) the Chairperson; or
  - (ii) any three Committee Members.

### **14.2 Notice of Committee Meetings**

- (a) The Secretary must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.

- (c) Subject to Rule 14.2(d), only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.
- (d) Any other business may be conducted at Committee Meetings if the Committee Members present unanimously agree, or the Chairperson declares that the business is urgent.

**14.3 Chairing at Committee Meetings**

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as chairperson of each Committee Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the Committee Meeting.

**14.4 Procedure of the Committee Meeting**

- (a) The quorum for a Committee Meeting is specified at Rule 1.3. The Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
- (c) If at a meeting adjourned under Rule 14.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Committee Members personally present will constitute a quorum.
- (d) Committee Meetings may take place where the Committee Members are physically present together.
- (e) Subject to these Rules, the Committee Members present at the Committee Meeting may determine the procedure and order of business to be followed at a Committee Meeting.
- (f) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (g) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

**14.5 Voting at Committee Meetings**

- (a) Each Committee Member present at a Committee Meeting has a deliberate vote.
- (b) A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the Chairperson of the

Committee Meeting as set out in Rule 14.3 is entitled to exercise a second or casting vote.

- (c) Decisions may be made by general agreement or a show of hands.
- (d) A poll by secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

**14.6 Acts not Affected by Defects or Disqualifications**

Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
- (b) a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

**15. REMUNERATION OF COMMITTEE MEMBERS**

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.

**16. SUB-COMMITTEES AND DELEGATION**

**16.1 Appointment of Sub-Committee**

- (a) The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Association's operations.
- (b) Sub-committees of Members and Volunteers may comprise (in such numbers as the Committee determines):
  - (i) Secretarial;
  - (ii) Financial;
  - (iii) Programming.
- (c) Following each AGM, the Committee shall call for expressions of interest from Members to serve on sub-committees. Those expressions of interest should also be able to show on which sub-committee the Member prefers to serve.



- (d) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

**16.2 Delegation to Sub-Committee**

- (a) The Committee may, by resolution, delegate to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (b) Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and, pursuant to the requirements of the Australian Communications and Media Authority, that function and the management of the Association remains vested in the Committee and it remains responsible for the exercise of those functions at all times.

**16.3 Delegation to Individuals**

- (a) The Committee may appoint an individual to a subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (c) Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

**17. GENERAL MEETINGS**

**17.1 Procedure for General Meetings**

General Meetings may only take place where the Members are physically present together.

**17.2 Quorum for General Meetings**

- (a) The Quorum for General Meetings is specified in Rule 1.4.
- (b) Subject to Rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a Special General Meeting, the meeting lapses; or
  - (ii) in the case of an AGM, the meeting is to stand adjourned to:
    - A. the same time and day in the following week; and

- B. the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

### **17.3 Notice of General Meetings and Motions**

- (a) The Secretary must give at least:
  - (i) 14 days' notice of a General Meeting to each Member, or
  - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
  - (i) the place, date and time of the meeting; and
  - (ii) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by Rule 2.2.

### **17.4 Presiding Member**

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as chairperson of each General Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the General Meeting.

### **17.5 Adjournment of General Meetings**

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 2.2 and 17.1 as if that General Meeting was a new General Meeting.

## **18. SPECIAL GENERAL MEETINGS**

### **18.1 Special General Meeting**

- (a) The Committee may at any time convene a Special General Meeting of the Association.

- (b) The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members.

### **18.2 Request for Special General Meeting**

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of Members making the request as specified in Rule 18.1(b); and
- (c) be lodged with the Secretary.

### **18.3 Failure to Convene Special General Meeting**

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in Rule 18.1(b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Committee.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

## **19. MAKING DECISIONS AT GENERAL MEETINGS**

### **19.1 Special Resolutions**

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 19.1(c).
- (b) A Special Resolution of the Association is required to:
  - (i) amend the name of the Association;
  - (ii) amend the Rules, under Rule 23.2;
  - (iii) affiliate the Association with another body;
  - (iv) transfer the incorporation of the Association;
  - (v) amalgamate the Association with one or more other incorporated associations;
  - (vi) voluntarily wind up the association;
  - (vii) cancel incorporation; or
  - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
  - (i) be in writing;
  - (ii) include the place, date and time of the meeting;
  - (iii) include the intention to propose a Special Resolution;
  - (iv) set out the wording of the proposed Special Resolution; and
  - (v) be given in accordance with Rule 2.2.
- (d) If notice is not given in accordance with Rule 19.1(c), the Special Resolution will have no effect.

- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person, and eligible to cast a vote at the meeting.

## **19.2 Ordinary Resolutions**

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

## **19.3 Voting at Meetings**

- (a) Subject to these Rules, each ordinary Member has one vote at a General Meeting of the Association.
- (b) A person casts a vote at a meeting by voting at the meeting in person.
- (c) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid in accordance with Rules 9.1 and 9.2.

## **19.4 Manner of Determining Whether Resolution Carried**

- (a) Unless a Poll is demanded under Rule 19.5, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the chairperson of the General Meeting that the resolution has been:
  - (i) carried unanimously;
  - (ii) carried by a particular majority; or
  - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to Rule 19.1(c), the declaration should state that a Special Resolution has been determined by the required majority.
- (c) The declaration made under Rule 19.4(a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under Rule 19.4(c) is evidence of the fact that the resolution has been determined by the required majority, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## **19.5 Poll at General Meetings**

- (a) At a General Meeting, a Poll on any question may be demanded by either:
  - (i) the chairperson of the meeting; or
  - (ii) at least ten Members present in person.

- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
  - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
  - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
  - (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

## **20. MINUTES OF MEETINGS**

### **20.1 Minutes of Meetings**

- (a) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- (c) The Chairperson must ensure that the minutes of a General Meeting or Committee Meeting under Rule 20.1(a) are reviewed and signed as correct by:
  - (i) the chairperson of the General Meeting or Committee Meeting to which those minutes relate; or
  - (ii) the chairperson of the next succeeding General Meeting or Committee Meeting.
- (d) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
  - (i) the General Meeting or Committee Meeting to which they relate was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
  - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

## **21. FUNDS AND ACCOUNTS**

### **21.1 Control of Funds**

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) All deductible contributions and deductible donations to which Rule 3.2 applies shall be credited to the Public Gift Fund of the Association listed

on the Register of Cultural Organisations and no payment from the public gifts fund shall be made except as provided in Rule 3.2.

- (d) All Payments of the Association must be authorised by any two of the Treasurer, Chairperson or Secretary.
- (e) All expenditure must be approved or ratified at a Committee Meeting.

#### **21.2 Source of Association Funds**

- (a) The funds of the Association may be derived from entrance fees and annual fees, donations, contributions, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (b) The Association must, as soon as practicable:
  - (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
  - (ii) after receiving any money, issue an appropriate receipt.

#### **21.3 Financial Records**

- (a) The Association must keep Financial Records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

#### **21.4 Financial Statements and Financial Reports**

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting Rule (a) of this Rule, those requirements include—
  - (i) if the Association is a Tier 1 Association, the preparation of the Financial Statements;
  - (ii) If the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
  - (iii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
  - (iv) if the Association is a Tier 1 Association, the presentation of the Financial Statements to the AGM (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
  - (v) if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the AGM (and a copy of the report of the review or auditor's report, whichever is applicable); and
  - (vi) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

**21.5 Review or Audit of Financial Statements or Financial Report**

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- (a) the Association is a Tier 2 or Tier 3 Association;
- (b) the by-laws of the Association require a review or audit;
- (c) the Members require a review or audit by resolution at a General Meeting;
- (d) an audit or review is directed by the Commissioner; or
- (e) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

**22. ANNUAL GENERAL MEETINGS**

**22.1 Annual General Meeting**

- (a) The Association must convene an AGM each calendar year:
  - (i) within 4 months after the end of the Association's Financial Year, and set by the Committee at the last regular meeting before the end of May in each year; or
  - (ii) within a longer period as the Commissioner may allow.
- (b) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under Rule 22.1(a)(ii), the Secretary must apply to the Commissioner no later than 4 months after the end of the Association's Financial Year.

**22.2 Notice of AGM**

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with Rules 2.2 and 17.3 (as applicable).

**22.3 Business to be Conducted at AGM**

- (a) Subject to Rule 22.1, the AGM of the Association is to be convened on a date, time and place as the Committee decides.
- (b) At each AGM of the Association, the Association:
  - (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
  - (ii) Receive the Chairperson's Annual Report;
  - (iii) if the Association is a Tier 1 Association, must receive the Financial Statements of the Association for the preceding Financial Year;
  - (iv) if the Association is a Tier 2 Association or a Tier 3 Association, must receive the Financial Report of the Association for the preceding Financial Year;
  - (v) if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
  - (vi) if applicable, must present a copy of the report of the review or the auditor's report to the Association; and
  - (vii) must elect or appoint the Committee Members;
  - (viii) must determine any Motions on Notice.

## **23. RULES OF THE ASSOCIATION**

### **23.1 Rules of the Association**

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under Rule 5.5.
- (c) The Association must keep a current copy of the Rules.

### **23.2 Amendment of Rules, Name and Objects**

- (a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 18.1 and not otherwise.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
  - (i) one month after the Special Resolution is passed; or
  - (ii) a longer period as the Commissioner may allow.
- (c) Subject to Rule 23.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 23.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
  - (i) the name of the Association; or
  - (ii) the objects or purposes of the Association,

does not take effect until the required documents are lodged with the Commissioner under Rule 23.2(b) and the approval of the Commissioner is given in writing.

## **24. AUTHORITY REQUIRED TO BIND ASSOCIATION**

### **24.1 Executing Documents**

The Association may execute a document without using a common seal if the document is signed by any two of the Chairperson, Deputy Chairperson, the Secretary, the Treasurer or a member of the Committee.

### **24.2 Use of the Common Seal**

- (a) The Secretary, or any other person as the Committee from time to time decides must provide for the safe custody of the common seal, and it must only be used under resolution of the Committee.
- (b) The Association executes a document with its common seal, when its fixing is witnessed by any two of the Chairperson, Deputy Chairperson, the Secretary, the Treasurer or a member of the Committee.



- (c) Every use of the common seal must be recorded in the Committee's minute book.

## **25. THE ASSOCIATION'S BOOKS AND RECORDS**

### **25.1 Custody of the Books of the Association**

- (a) Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.
- (b) The Books of the Association must be retained for at least 7 years.

### **25.2 Inspecting the Books of the Association**

- (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;- andmay copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.
- (b) 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 on grounds that confidential information is reproduced or the minutes are subject to a claim for legal privilege.

### **25.3 Prohibition on Use of Information in the Books of the Association**

A Member must not use or disclose information in the Books of the Association except for a purpose that:

- (a) is directly connected with the affairs of the Association; or
- (b) relates to the provisions of the information to the Commissioner in accordance with a requirement of the Act.

### **25.4 Returning the Books of the Association**

Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee Member.

## **26. RESOLVING DISPUTES**

### **26.1 Disputes Arising under the Rules**

- (a) This Rule applies to:
  - (i) Disputes between Members; and
  - (ii) Disputes between the Association and one or more Members that arise under the Rules or relate to the Rules of the Association.
- (b) In this Rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under Rule 26.1(d) for the Committee to determine the dispute.
- (f) At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (g) The Secretary must inform the parties to the dispute of the Committee’s decision within 7 days after the Committee Meeting referred to in Rule 26.1(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

### **26.2 Mediation**

- (a) This Rule applies:
  - (i) where a person is dissatisfied with a decision made by the Committee under Rule 26.1; or
  - (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this Rule does not apply until the procedure under Rule 7.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 26.1(e) a party to a dispute may:

- (i) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - (ii) Agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
- (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - A. if the dispute is between a Member and another Member – a person appointed by the Committee; or
    - B. if the dispute is between a Member or more than one Member and the Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
- (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow all parties to consider any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

### **26.3 Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

## **27. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:

- (i) apply to the Commissioner for cancellation of its incorporation; or
  - (ii) appoint a liquidator to wind up its affairs.
- (b) The Association must be wound up under Rule 27(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of the Association, the Surplus Property must only be distributed to a Charity (fund, authority or institution) with a similar charitable purpose and that is not carried on for the profit or gain of its individual members.

**28. WINDING UP OR DISSOLUTION OF THE PUBLIC GIFT FUND**

If upon the winding-up or dissolution of the public gift fund listed on the Register of Cultural Organisations, 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 members, but shall be given or transferred to some other fund, authority or institution, which is charitable at law having objects similar to the Association, and whose Rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be endorsed for tax deductibility of donations under subdivision 30-b, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the relevant legislation.

**29. LOSS OF DEDUCTIBLE GIFT RECIPIENT STATUS**

If the endorsement of the Association as a deductible gift recipient for the operation of the public gift fund is revoked then the public gift fund is deemed to be dissolved and Rule 28 is deemed to apply.

The first Committee of the Association were the following Foundation Members –

ATKINSON, JAMES CHRISTOPHER
ATKINSON, ENID MIRIAM
EISSENS, BERYL
HEMBROUGH, JEANNETTE DAPHNE
LAWRENCE, PATRICIA ROSEMARY
NICOL, COLIN CARLYLE
WEBB, LESLIE JOHN
WINCHCOMB, SYDNEY JAMES
WINCHCOMB, LORRAINE EVELYN

## CONSTITUTION AND RULES OF CAPITAL COMMUNITY RADIO INCORPORATED 2020

This Constitution replaces the initial Constitution passed at a Special General Meeting on 7 August 2000.  
Amended by Special General Meeting 11 December 2000 as required by the Australian Broadcasting Authority.  
Amended by AGM 7 September 2005.  
Amended by AGM 14 September 2011.  
Amended by AGM 25 September 2012 requested by the WA Department of Commerce.  
A full review was approved by AGM 7 September 2015. Effective 9 October 2015.  
This Constitution approved at AGM 14 September 2016.  
Accepted effective by Dept Commerce (WA) 7 November 2016.  
Amended by General Meeting 8 May 2019.  
Accepted by Department of Mines, Industry Regulation and Safety (Consumer Protection), effective 18 June 2019.