

Ten FM Constitution

Objects of Tenterfield and District Community FM Radio Association Inc.

1. To maintain a community broadcasting licence and any other telecommunications licences.
2. To establish and to operate a community broadcasting station and to erect, furnish and equip audio studios and production facilities of broadcast standard for use by the community.
3. To operate the Association as a not for profit community institution and to undertake all measures necessary to provide a radio broadcasting service to encourage, enable and facilitate communication within the community by operating and developing community media activities serving the population within the listening area and in particular:
 - (a) to enable and facilitate communication within the community by broadcasting programmes dealing with local issues, events, culture and activities,
 - (b) to promote the work of Australian musicians and performers and regularly play throughout the day new material and music of upcoming Australian bands and performers or those not recorded or distributed by major record companies and to this end to provide broadcasting facilities to encourage Australian music talent,
 - (c) to adhere at all times to the minimum Australian content provisions outlined in the Community Broadcasting Codes of Practice – Radio,
 - (d) to provide the opportunity for community groups and related associations, organisations and individuals to be involved in the production and presentation of original programmes.
4. In accordance with objective 3, and as the Association determines, to provide programming of a type not adequately covered by existing broadcasters, and in particular:
 - (a) to encourage and develop uses of radio for community and public affairs, education, culture, information, entertainment and recreation by, for and directed to the local community without discrimination,
 - (b) to be a source of cultural and community information by compiling community resource data and information with respect to local activities, events and developments affecting the community,
 - (c) to promote and encourage innovative uses of radio.
5. To teach, train, instruct, prepare and assist members to produce material for transmission and to provide facilities for members to learn and practise the technical and aesthetic aspects of radio broadcasting and production.
6. To foster the development and ideals of community broadcasting in such ways as the Association may determine, and to continue to be a member of the Community Broadcasting Association of Australia and to subscribe to the Community Broadcasting Codes of Practice – Radio, and in particular:
 - (a) to seek all possible participation of members in all aspects of the Association including management, operations, programming and programme production,
 - (b) to actively discourage the broadcast of material which is sexist or racist.
7. To conduct, either solely or jointly with others, entertainments, promotions, concerts, cultural activities, meetings, conferences, community information resource centres, lectures, seminars, courses, on matters of interest relating to the objects of the Association, (and to broadcast the same as are relevant) and to publish either solely or jointly with others, programme and other material relating to the objects of the Association.
8. To be aware of advancements in radio and other media including all technical, economic, social and marketing aspects specifically related to the use of these means towards the objects of the Association.
9. To produce either solely or jointly with others, publications and other products for sale, loan, or hire including recorded programmes suitable for dissemination through access arrangements with other community broadcasters and programmers and other outlets.
10. To inform members and other interested individuals about the aims and operations of the Association, about community broadcasting, Australian and alternative music, and about the aims and activities of participating groups and individuals, through station programming and the establishment of a newsletter or programming guide.
11. To support and to co-operate with any kindred body.
12. To appoint, employ, remove or suspend staff as may be necessary or convenient for the purposes of the Association.
13. To do or cease to do from time to time any other such things as may be determined to be in keeping with the general aims of the Association.

Ten FM Constitution

14. The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

Rules of Tenterfield and District Community FM Radio Association Inc.

PART 1 – PRELIMINARY

1. Definitions

The name of the Association is Tenterfield and District Community FM Radio Association Incorporated. In these regulations “the Association” means the Tenterfield and District Community FM Radio Association Incorporated.

(1) In these rules:

“Director-General” means the Director-General of the Department of Services, Technology and Administration, which includes the Department of Fair Trading,

“ordinary member” means a member of the committee who is not an office-bearer of the Association, as defined in clause 15(2),

“committee” means the committee of management of the Association,

“committee member” means a member of the Association serving on the committee,

“president” means the person appointed to perform the duties of a president of the Association,

“vice president” means the person appointed to perform the duties of the president in the president’s absence,

“secretary” means:

(a) the person appointed to perform the duties of a secretary of the Association; or

(b) if no such person holds that office, the public officer of the Association,

“treasurer” means the person appointed to perform the duties of a treasurer of the Association,

“special general meeting” means a general meeting of the Association other than an annual general meeting,

“the Act” means the Associations Incorporation Act 2009,

“the Regulation” means the Associations Incorporation Regulation 2010,

“Ten FM” means the Tenterfield and District Community FM Radio Association Incorporated.

(2) In these rules:

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

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

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

PART 2 – MEMBERSHIP

2. Membership Qualifications

A person is qualified to be a member of the Association if:

(a) the person has not ceased to be a member of the Association at any time after incorporation of the Association under the Act, or

(b) the person has:

(i) applied for membership of the Association as provided by clause 3, and

(ii) has been approved for membership of the Association by the committee of the Association.

3. Application For Membership

(1) An application for membership of the Association:

(a) shall be made by the applicant in writing in the form set out in Appendix 1 to these rules; and

Ten FM Constitution

(b) shall be lodged accompanied by the amount of membership fee which is applicable to the level of membership applied for with the secretary of the Association.

(2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or reject the application. An application may only be rejected if:

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

(b) required by law, or

(c) the applicant has been convicted of an indictable offence, or

(d) there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Codes of Practice – Radio, or

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

(3) Where the committee resolves:

(a) to approve an application for membership, the secretary shall, as soon as practicable after that resolution, notify the applicant of that approval and the level of membership which has been granted to the applicant, and 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.

(b) to reject an application for membership, the applicant shall have the right of reply and appeal under clauses 12 and 13. Where the applicant exercises the right of reply the resolution of the committee is of no effect unless the committee, at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service on the applicant of a notice under clause 12, confirms the resolution in accordance with this clause.

(4) The secretary shall, upon resolution of the committee to reject an application being overturned on reply or 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.

(5) Should the committee determine not to admit an applicant on reply or appeal, then the membership fee received with the application shall be returned to the applicant forthwith.

(6) Levels of membership.

(a) There shall be five (5) levels of membership: Concession, Single, Family, Group and Life, with annual subscription fees (and initial joining fee if applicable) to be decided upon from time to time by the committee. Each level of membership will remain current until the end of the financial year, except where otherwise determined by these rules. Renewal notices will be sent to all members two (2) months prior to the date that their membership will expire.

(b) Concession membership will be available to any person who;

(i) is either a fulltime student enrolled in a school or recognised tertiary education institution, or

(ii) holds a current Centrelink Concession card or an Under 18 Card, or

(iii) holds a State issued Seniors Card.

(c) Single membership will be available to an adult who does not meet the criteria of sub-clause (6)(b).

(d) Family membership will be available to two (2) or more persons of the same nuclear family living at the same address. Such family shall nominate a representative to act as the nominee for the family for the purpose of attending meetings and voting, and shall inform the Association in writing of such nomination or any change thereto.

(e) Group membership will be available to a bona fide religious group, a registered charity, a bona fide educational institution, a registered business, an un-incorporated Association, or an incorporated Association. Such group shall nominate a representative to act as the nominee for the group for the purpose of attending meetings and voting, and shall inform the Association in writing of such nomination or any change thereto.

(f) Life membership which may be awarded from time to time by the committee to an existing member of the Association whose service to the Association has been of sufficient merit.

(7) Annual Subscription.

(a) The annual subscription payable by members of the Association shall be determined by the committee.

Ten FM Constitution

(b) The level of membership will change in accordance with a member's change in circumstances as defined in clause (6). The onus on advising the Association of a change in circumstance shall rest with the member, who shall inform the Association in writing of such change.

(8) All annual subscriptions shall become due and payable in advance on the first (1st) of July.

(9) A member who remains un-financial past this date will forfeit all rights of membership, and will cease to be a member of the Association if he or she remains un-financial for three (3) months past this date.

(10) If any member shall wilfully refuse or neglect to comply with the provisions of the articles of Association or shall be guilty of any conduct which in the opinion of the committee is unbecoming of a member or prejudicial to the interest of the Association, the committee shall have the power to censure, suspend or expel the member from the Association under the provisions of clauses 11, 12 and 13. A member so expelled shall forfeit his or her remaining subscription fee.

(11) Association members shall:

(a) abide by the Rules of the Association,

(b) abide by the Ten FM Community Radio Charter, and

(c) abide by the CBAA Codes of Practice – Radio.

(12) A member in breach of clause 3(11) may incur automatic expulsion from the premises of the Association at the discretion of a member of the committee or such employees of the station that are delegated this authority by the committee, until the next meeting of the committee at which a resolution shall be decided to revoke or formalize the suspension, under the provisions of clauses 11, 12 and 13.

(13) Members will be granted access to and use of the broadcasting facility of the Association subject to policies on announcer training and membership of the Association.

4. Cessation Of Membership

A person ceases to be a member of the Association if the person:

(a) dies; or

(b) resigns membership; or

(c) is expelled from the Association; or

(d) fails to pay the annual membership fee under clauses 3(7) to 3(9) inclusive, within three (3) months after the fee is due.

5. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

(a) is not capable of being transferred or transmitted to another person (except under the provisions of sub-clause 3(6)(d) and/or sub-clause 3(6)(e)), and

(b) terminates on cessation of the person's membership.

6. Resignation Of Membership

(1) A member of the Association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(3) If a member of the Association ceases to be a member under sub-clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

(4) A member who resigns his or her membership of the Association shall forfeit his or her remaining subscription fee.

7. Register Of Members

(1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member, and with any other information determined by the committee.

Ten FM Constitution

- (2) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) All information relating to Association members will be held by the Association in such a manner as to comply with the Federal Privacy Act 1988 as amended.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied or printed.
- (5) However if a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection. In this regard the Association shall maintain a supplementary register which shall contain member's names only.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees And Subscriptions

- (1) A member of the Association must pay to the Association an annual membership fee set by the committee:
 - (a) on applying to becoming a member, or
 - (b) according to the provisions under clauses 3(7) to 3(9) inclusive.

9. Members' Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 8.

10. Resolution Of Internal Disputes

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be handled according to the constitution and Code 1 of the Community Broadcasting Association of Australia's "Community Radio Broadcasting Codes of Practice – Radio".
- (2) In the event that a dispute between members (in their capacity as members) of the Association, or a dispute between members and the Association, is not resolved within twenty eight (28) days from the date that the dispute takes place, the matter is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (3) If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (4) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Disciplining Of Members

- (1) A complaint may be made by any member of the Association that some other member of the Association:
 - (a) has repeatedly refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has repeatedly and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee may refuse to deal with a complaint unless the complaint is in writing and signed.
- (3) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

Ten FM Constitution

(5) If the committee expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.

(6) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

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

12. Right Of Reply Of Rejected Applicant Or Disciplined Member

(1) Where the committee passes a resolution under clause 3(3)(b) or clause 11(4), the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution:

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

(b) stating that the applicant or member subject of the resolution may address the committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service of the notice;

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

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

(i) attend and speak at that meeting;

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

(2) At a meeting of the committee held as referred to in clause 12(1) the committee shall:

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

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

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

(3) Where the committee confirms a resolution under sub-clause (2), the secretary shall, within seven (7) days after that confirmation, by notice in writing inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under clause 13.

(4) A resolution confirmed by the committee does not take effect:

(a) 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

(b) where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the Association confirms the resolution under clause 13(4), whichever is the later.

13. Right Of Appeal Of Rejected Applicant Or Disciplined Member

(1) A rejected applicant or member may appeal to the Association at a general meeting against a resolution of the committee under clause 11, within seven (7) days after notice of the resolution is served on the rejected applicant or member, by lodging with the secretary a notice to that effect.

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

(3) On receipt of a notice from a rejected applicant or member under sub-clause (1), the secretary must notify the committee which is to convene a general meeting of the Association to be held within twenty eight (28) days after the date on which the secretary received the notice.

(4) At a general meeting of the Association convened under sub-clause (3):

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

(b) the committee and the rejected applicant or member must be given the opportunity to state their respective cases orally or in writing, or both; and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked, with the vote to be determined by a simple majority of votes cast.

(5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 – THE COMMITTEE

14. Powers Of The Committee

The committee is to be called the committee of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

15. Constitution and Membership

(1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

- (a) the four (4) office-bearers of the Association, and
- (b) four (4) ordinary members, each of whom is to be elected at the annual general meeting of the Association under clause 16.

(2) The office-bearers of the Association are to be:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer, and
- (d) the secretary.

(3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the annual general meeting next following the date of the appointment.

(5) The Station Manager shall also be a member of the Association, and provide monthly reports to the committee of the Association.

(6) A committee member may hold up to two offices (other than both the president and vice-president offices).

(7) Committee members and office bearers must disclose any potential conflict of interest, must not use their position or information for a dishonest purpose, and must hand over any documents of the Association within fourteen (14) days after ceasing to hold office.

16. Election Of Members

(1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:

(a) must be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination and who must also be a member of the Association), and

(b) must be returned to the secretary of the Association at least one (1) month before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) A list of candidate's names shall be posted in a conspicuous place in the registered office of the Association, and shall be displayed for at least seven (7) days prior to the annual general meeting.

(3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies and may be co-opted by the Committee.

(5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

Ten FM Constitution

(6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held. If a postal ballot is to be conducted, it must be in accordance with the rules set down in Appendix 2 - Conduct of postal ballots - Schedule 3 - Associations Incorporation Regulation 2010.

(7) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct, by the first past the post system of voting. A tied vote will be resolved by the general membership present.

(8) Ballot forms will be treated in accordance with the rules set down in Appendix 2 - Conduct of postal ballots - Schedule 3 - Associations Incorporation Regulation 2010.

(9) The office bearers of the Association, that being the president, vice president, honorary secretary and honorary treasurer shall be elected from this committee of eight (8), by the general membership present. Nominations for the office bearers of the Association shall be taken from the floor and a preferential system of voting used.

(10) The Association may from time to time by ordinary resolution passed at a general meeting increase or decrease the number of office bearers or other members of the Committee.

(11) The Committee shall have power at any time to appoint any member to the Committee, either to fill a casual vacancy or as an addition to the existing office bearers or other ordinary members of the Committee.

17. Secretary

(1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

(2) It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee, and
- (b) the names of members of the committee present at a committee meeting or a general meeting, and
- (c) all proceedings at committee meetings and general meetings, and
- (d) the names of new members admitted to the Association.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Treasurer

It is the duty of the treasurer of the Association to ensure:

- (1) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (2) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

19. Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 20, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from three (3) consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

Ten FM Constitution

20. Removal of Committee Members

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee, to whom a proposed resolution referred to in sub-clause (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Meetings and Quorum

- (1) The committee must meet at least three (3) times in each period of twelve (12) months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least forty eight (48) hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five (5) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and place agreed to by the majority of the committee.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

22. Delegation By Committee To Sub-Committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The Committee may appoint one or more advisory boards consisting of such member or members of the Association and member or members drawn from outside the Association as the Committee sees fit. Such

Ten FM Constitution

advisory boards shall act in an advisory role only, shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any additional member or members, and all members of such advisory boards shall have one vote.

23. Voting And Decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21(5) the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4 – GENERAL MEETINGS

24. Annual General Meetings – Holding Of

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

25. Annual General Meeting – Calling Of And Business At

- (1) The annual general meeting of the Association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and ordinary members of the committee;
 - (d) to receive and consider a statement which is not misleading and which gives a true and fair view of the following:
 - (i) the income and expenditure of the Association during its last financial year,
 - (ii) the assets and liabilities of the Association at the end of its last financial year,
 - (iii) the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year;
 - (e) to appoint a financial reviewer, if the meeting so determines, to review the accuracy of the accounts of the Association.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. Special General Meetings – Calling Of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least five (5) per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and

Ten FM Constitution

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

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

27. Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent to each member in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-clause (1) specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25(2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. Procedure

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Ten (10) members of the Association present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and at the same place, or another time and place agreed to by the majority of the committee.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least five (5)) are to constitute a quorum.

29. Presiding Member

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Ten FM Constitution

(3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making Of Decisions

(1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three (3) members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken:

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

(4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. Special Resolution

A special resolution may only be passed by the Association in accordance with section 39 of the Act, which specifies the following:

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

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

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

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

if it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote in person, or by proxy, or by postal ballot, on the proposed resolution.

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

(3) A postal ballot referred to in subsection (1)(b) and (1)(c) may only be conducted in relation to resolutions of a kind that the Association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations. (See Appendix 2, Conduct of postal ballots - Schedule 3 - Associations Incorporation Regulation 2010.)

33. Voting

(1) On any question arising at a general meeting of the Association a member has one vote only.

(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(3) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy has been paid to the Association.

(4) Proxy votes are permitted at or in respect of a general meeting. (See Appendix 3, Form Of Appointment Of Proxy.)

(5) No member may hold more than three (3) proxies.

34. Appointment Of Proxies

(1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy is to be in the form set out in Appendix 3 to these rules.

Ten FM Constitution

35. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13 - Right Of Appeal Of Rejected Applicant Or Disciplined Member).
- (2) A postal ballot is to be conducted in accordance with the rules set down in Appendix 2 - Conduct of postal ballots - Schedule 3 - Associations Incorporation Regulation 2010.

PART 5 – MISCELLANEOUS

36. Insurance

- (1) The Association will effect and maintain insurances as required under the Act.
- (2) The Association will effect and maintain insurances as required under the law.
- (3) In addition to the insurance required under sub-clauses (1) and (2), the Association may effect and maintain other insurance.

37. Funds – Source

- (1) The funds of the Association are to be derived from membership fees, sponsorships, donations and such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds – Management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee or one member of the committee and an employee of the Association, being members or employees authorised to do so by the committee.
- (3) An income and expenditure account and a balance sheet shall be presented to the Annual General Meeting.

39. Alteration Of Objects And Rules

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member. Section 10 of the Act stipulates the following:

- (1) An association may apply to the Director-General for registration of a change in the association's name, objects or constitution.
- (2) An application may only be made pursuant to a special resolution passed by the association.
- (3) An application:
 - (a) must be in the approved form, and
 - (b) must include details of the proposed change, and
 - (c) must include a copy of the special resolution by which the association has approved the change, and
 - (d) must be accompanied by the fee prescribed by the regulations.
- (4) An association's constitution, as proposed to be changed, must address each of the matters referred to in Schedule 1 (Matters to be addressed in association's constitution).

Note. A change in an association's name, objects or constitution does not take effect until it is registered.

40. Inspection Of Books Etc.

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,

Ten FM Constitution

(c) minutes of general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied or printed.

41. Service Of Notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the person (to the address of that person shown in the Register of Members), or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial Year

The financial year of the association is:

(a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and

(b) each period of twelve (12) months after the expiration of the previous financial year of the association, commencing on 1st July and ending on the following 30th June.

43. Distribution Of Surplus Assets

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

44. Indemnity

Every member of the Committee, other officer for the time being of the Association, auditor and/or financial reviewer, shall be indemnified out of the assets of the Association against any liability arising out of the execution of duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

Ten FM Constitution

APPENDIX 1

Application For Membership Of Association.

Clause 3(1).

The membership application form may be changed from time to time by the committee.

Tenterfield & District Community FM Radio Association Inc, MEMBERSHIP APPLICATION FORM

I

of

.....

Phone

Mobile

Email

hereby apply for membership of the above-named association. In the event of my admission as a member I agree to be bound by the rules of the Association at the time.

Signature

Date

Your application needs to be proposed and seconded by current members (which we can arrange on your behalf if you wish).

I

(Full name of current member), hereby propose this application for membership of the above named association.

Signature

Date

I

(Full name of current member), hereby second this application for membership of the above named association.

Signature

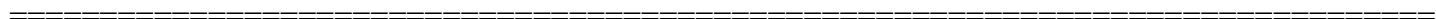
Date

(The actual membership application form will list the current membership fees.)

Membership Procedure. Once received, this application shall be lodged with the Secretary of the association. As soon as practicable the Secretary shall refer the application to the committee which shall determine whether to accept or reject the application.

Please return this application form with payment to:

Tenterfield & District Community FM Radio Association Inc.
142 Manners Street (P.O. Box 93) Tenterfield, NSW 2372



Ten FM Constitution

APPENDIX 2

Conduct of postal ballots - Schedule 3 - Associations Incorporation Regulation 2010.
Clauses 16(6), 16(8), 32(3) and 35(2).

1 Ballots

(1) The committee must:

- (a) cause the details of the proposal on which the ballot is to be held to be set out in a statement, and
- (b) fix the dates for:
 - (i) the forwarding of ballots to members, and
 - (ii) the closing of the ballot, and
- (c) appoint a returning officer for the ballot.

(2) Every ballot must be conducted by the returning officer appointed by the committee.

2 Returning officers

(1) A committee member of the association may not be appointed as a returning officer.

(2) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

3 Preparation of voting roll and ballot papers

(1) The returning officer must prepare a roll of the full names and addresses of the members of the association who are eligible to vote.

(2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.

(3) The returning officer must cause ballot papers to be prepared:

- (a) in or to the effect of Form A in this Schedule, or
- (b) in such other form as the committee determines.

(4) Each ballot paper must:

- (a) be initialled by the returning officer or an appointed assistant, or
- (b) bear a mark that identifies it as a genuine ballot paper.

(5) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, send by post or otherwise deliver to every member entitled to vote in the ballot one set of the following material:

- (a) one ballot paper,
- (b) an envelope (in this Schedule referred to as the outer envelope) addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the member,
- (c) a small envelope (in this Schedule referred to as the inner envelope) in which the ballot paper is to be enclosed,
- (d) a copy of a statement prepared by the committee setting out the terms of the resolution,
- (e) in the case of a special resolution, a copy of a statement to the effect that the resolution is intended to be passed as a special resolution.

4 Duplicate ballot papers

(1) The returning officer may send a duplicate ballot paper to any voter if the returning officer is satisfied:

- (a) that the voter has not received a ballot paper, or
- (b) that the ballot paper received by the voter has been lost, spoilt or destroyed and that the voter has not already voted.

(2) If a duplicate ballot paper is sent, the relevant outer envelope is to be marked with the word "Duplicate".

5 Voting

A member casts a vote in the ballot by:

- (a) marking his or her vote on the ballot paper according to the instructions on the ballot paper, and
- (b) sending the ballot paper, in the envelopes provided, to the returning officer.

Ten FM Constitution

6 Safe keeping of ballot papers

- (1) The returning officer must provide a ballot box that must be secured immediately before the ballot papers are delivered to members in accordance with clause 3(5) and must remain secured until the close of the ballot.
- (2) The returning officer must place the outer envelopes in the ballot box not later than the time and date fixed on the ballot paper for the closing of the ballot.

7 Counting of the votes

- (1) As soon as practicable after the date fixed for the closing of the ballot, the returning officer must, in the presence of such scrutineers as may be appointed by the committee, open the ballot box and deal with the contents in accordance with sub-clause (3).
- (2) The returning officer must:
 - (a) examine the outer envelopes, and
 - (b) if a duplicate outer envelope has been issued and the original outer envelope is received, reject the original envelope and mark it “rejected”, and
 - (c) mark the voter’s name on the roll by drawing a line through the name, and
 - (d) remove the inner envelopes from the outer envelopes, and
 - (e) when all the inner envelopes have been dealt with in the above manner, open all unrejected inner envelopes and take the ballot papers from them.
- (3) The ballot papers must be scrutinised by the returning officer who must reject as informal any ballot paper that:
 - (a) is not duly initialled by the returning officer or appointed assistant or does not bear a mark that identifies it as a genuine ballot paper, or
 - (b) is so imperfectly marked that the intention of the voter cannot be ascertained by the returning officer, or
 - (c) has any mark or writing not authorised by this Schedule that, in the opinion of the returning officer, will enable the voter to be identified, or
 - (d) has not been marked as prescribed on the ballot paper itself.

8 Statement by returning officer

- (1) The returning officer must count all votes cast and make out and sign a statement of:
 - (a) the number of formal votes cast in favour of the proposal, and
 - (b) the number of formal votes cast against the proposal, and
 - (c) the number of informal votes cast, and
 - (d) the number of envelopes marked “rejected”, and
 - (e) the proportion of the formal votes cast in favour of the proposal.
- (2) On the declaration of the returning officer of the result of the postal ballot, the committee must cause an entry to be made in the minute book showing the particulars referred to in sub-clauses (1)(a) to (1)(e).
- (3) The returning officer must forward a copy of the statement to the chairperson of the committee who must announce the result of the ballot at the next general meeting.

9 Notification of result of ballot for special resolutions

In the case of a special resolution, the association must cause the result of the ballot to be notified in writing to its members as soon as practicable after the ballot.

10 Retention of ballot papers

- (1) The returning officer must retain:
 - (a) all ballot papers (whether formal or otherwise), and
 - (b) all rejected outer envelopes, and
 - (c) all rolls, used in connection with the conduct of the postal ballot, locked in the ballot box, in accordance with this clause.
- (2) The returning officer must retain those items for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the committee to retain those items for a longer period.

Ten FM Constitution

Form A - Postal ballot paper

Associations Incorporation Regulation 2010 (Schedule 3, clause 3(3))

Note:

Before completing this ballot paper, please read the “How to vote” section below.

Name of Association:

Ballot of members to determine the following proposal:

.....
.....
.....

Do you support the above proposal? (Please write YES or NO in the box) []

The ballot will close at [time] on [date].

How to vote

1 Read these directions and the ballot paper carefully.

2 If:

(a) you are in favour of the proposal, write the word “YES” in the box provided above, or

(b) you are not in favour of the proposal, write the word “NO” in the box provided above.

3 After marking the ballot paper, fold it and place it in the inner envelope provided and seal the envelope. Then place the inner envelope in the envelope addressed to the returning officer.

4 Forward this envelope either by post or personal delivery so as to reach the returning officer not later than the time and date set out above.

5 Unless the ballot paper is marked as indicated in 3 above and the details referred to in 2 above are completed in full, your vote may be rejected as informal.

=====

Ten FM Constitution

APPENDIX 3

Form Of Appointment Of Proxy.

Clauses 33 and 34.

I, _____ (full name)
of _____ (address)
being a member of _____ (name of association)
hereby appoint _____ (full name of proxy)
of _____ (address)
being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the _____ day of _____ month 20____ and at any adjournment of that meeting.

Signature of member appointing proxy _____

Date _____

NOTE: A proxy vote may not be given to a person who is not a member of the association.

=====
Ends.