

**ALBANY COMMUNITY RADIO INC
CONSTITUTION 2022**

Trading as:



**Endorsed at a Special General Meeting of the Membership
5 October 2022**

ALBANY COMMUNITY RADIO INC

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ALBANY COMMUNITY RADIO INC

Objectives of ALBANY COMMUNITY RADIO INC

1. To apply for and to hold 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 community in our broadcasting region within the Great Southern and in particular:
 - a) to enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities.
 - b) to promote the work of Australian musicians and performers and regularly play new material and music of upcoming Australian bands and performers or those not recorded or distributed by major record companies.
 - c) to exceed the minimum Australian content provisions outlined in the Community Broadcasting Code of Practice.
 - d) to provide the opportunity for community groups and related Associations, organisations and individuals to be involved in the production and presentation of original programs.
4. In accordance with the previous point, 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 including people with disabilities, parents and students.
 - b) to become a “town crier” of cultural and community information by providing community resource data and information with respect to local activities, events and developments affecting the community.
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 be a member of the Community Broadcasting Association of Australia and to subscribe to the Community Broadcasting Codes of Practice, and in particular:
 - a) to encourage all possible participation of members in all aspects of the Association including management, operations, programming and program production.
 - b) to actively discourage the broadcast of material which is sexist or racist.
7. To explore radio and other media including all technical, economic, social and marketing aspects specifically related to the use of these.
8. To inform members and other interested individuals about the aims and operations of the Association, about community broadcasting, Australian and other music, and about the aims and activities of participating groups and individuals, through station programming and the establishment of a newsletter and programming guide.
9. To support and to co-operate with other community radio stations.
10. To appoint, remove or suspend staff or members as may be necessary or convenient for the purposes of the Association.
11. 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.

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Rules of ALBANY COMMUNITY RADIO INC

PART I- PRELIMINARY

1. DEFINITIONS

In these rules:

"The Act" means the Associations Incorporation Act 2015.

"Associate Member" means they are entitled to all membership entitlements but may not sit on the Board and have no voting rights. Associate members attract no membership fees.

"Association" means ALBANY COMMUNITY RADIO INC

"books of the Association" include the Members Register, financial records, and other documents (paper and electronic).

A reference to **"the exercise of a function"** includes, if the function is a duty, a reference to the performance of the duty.

A reference to **"a function"** includes a reference to a power, authority and duty.

"General Meeting" means a meeting called by the Board of all financial members for the purposes of discussion, information dissemination, or any other purpose the Board sees fit.

"Member" means a financial member of the Association.

"Ordinary Member" means a financial member of the Association who has been appointed on to the Board other than an Office Bearer, as referred to in Rule 15.

"The Regulations" means the Associations Incorporation Regulations 2016.

"Secretary" means the person holding office under these rules as Secretary of the Association.

"Special General Meeting" means a Special General Meeting of the Association other than a General Meeting or an Annual General Meeting.

"Special Resolution" A resolution of the Association is a Special Resolution if it is passed by at least three-quarters (75%) of such members of the Association as, being entitled under these rules, vote in person or by proxy at a Special General Meeting.

“Quorum” for;

- a) an Annual General Meeting of financial members of ACR – 20%
- b) Special General Meeting;
 - i) called by the Board or by financial members of the Association – 15%
 - ii) called by the Board and is adjourned, members present (being at least five (5)) is to constitute a quorum
- c) a Meeting of the Board of the Association – four (4).

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PART II- MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

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

- a) the person has not been lawfully expelled from the Association; or
- b) the person has:
 - i) applied for membership of the Association as provided by Rule 3; and
 - ii) has been approved for membership of the Association by the Board of the Association.

3. APPLICATION FOR MEMBERSHIP

An application for membership of the Association:

- a) shall be made by the applicant in writing on the current Membership Form; and
- b) shall be lodged with the Secretary of the Association.

As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Board which shall determine whether to approve or reject the application.

- c) An application may only be rejected if:
 - i) there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the Association; or
 - ii) there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Codes of Practice; or
 - iii) there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the Association; or
 - iv) the applicant has been lawfully expelled from the Association.
- d) Where the Board resolves:
 - i) to approve an application for membership, the Secretary shall, as soon as practicable after that resolution, notify the applicant of that approval and request the applicant to pay the correct membership fee within a period of 28 days from date of letter of acceptance.
 - ii) to reject an application for membership, the applicant shall have the right of reply and appeal under Rule 12, a) and 13. Where the applicant exercises the right of reply the resolution of the Board is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under Rule 12, a) and 13, confirms the resolution in accordance with this rule.
- e) The Secretary shall:
 - i) on payment by the applicant of the membership fee within the period referred to in Clause d), i) or

- ii) upon resolution of the Board to reject an application being overturned on reply or appeal, and payment of the required membership fee by the applicant, 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.

4. CESSATION OF MEMBERSHIP

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

- a) resigns their membership,
- b) does not pay their annual fees within one (1) month of the due date,
- c) is expelled from the Association, or
- d) dies.

5. MEMBERSHIP ENTITLEMENTS ARE 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; and
- b) terminates on cessation of the person's membership.

6. RESIGNATION OF MEMBERSHIP

- a) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- b) 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 Board 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
- c) If a member of the Association ceases to be a member under Clause b), 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.

7. REGISTER OF MEMBERS

- a) The Secretary 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.
- b) 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.

- c) The Secretary must clarify whether a member wishes to have any personal information contained on the register about the member (other than the member's name) to be withheld, whenever the register is made available for inspection. If any information is to be withheld, the Secretary MUST ensure the details are not released to any member on a request for inspection.
- d) A member must not use information about a person obtained from the Members Register to contact or send material to the person, other than for:
 - i) the purposes of sending the person a copy of the Association's newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - ii) any other purpose necessary to comply with a requirement of the Act or the Regulations.
- e) If the Register of Members is kept in electronic form:
 - i) it must be convertible into hard copy; and
 - ii) the requirements in Clauses b) and c) apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.

8. FEES

- a) Memberships commence on 1st July and expire 30th June. A member of the Association must pay to the Association an annual membership fee as determined by the Board; except:
 - i) memberships received on or after 1st January and before 1 April will be charged 50% of the annual fee; and
 - ii) memberships received on or after 1st April pay full membership fees but receive automatic renewal for the following year.
- b) The Board can make a person an Associate Member whereby they are entitled to all membership entitlements but may not sit on the Board and have no voting rights. Associate members attract no membership fees.
- c) The Board can make determinations for different classes of membership from time to time.

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 fees of the Association as required by Rule 8.

10. RESOLUTION OF INTERNAL DISPUTES

Disputes between members of the Association, and disputes between members and the Association, may occur. Disputes may also occur between members who are volunteers. Disputes between members or between members and the Association are to be handled according to these rules. Disputes between

volunteers are to be handled according to the Association's *'Procedures for Disciplinary Action and Dismissal of Volunteers'*.

11. DISCIPLINING OF MEMBERS

- a) A complaint may be made by any member of the Association that some other member of the Association:
 - i) has persistently refused or neglected to comply with a provision or provisions of these rules.
 - ii) has persistently and wilfully acted in a manner prejudicial or detrimental to the interests of the Association; or
 - iii) has persistently refused or neglected to comply with policies and procedures of the Association.
- b) On receiving such a complaint, the Board upon investigation:
 - i) may cause a written notice of the complaint to be served on the member concerned; and
 - ii) must give the member at least 14 days from the time the written notice is served within which to make any submissions to the Board in connection with the complaint; and
 - iii) must take into consideration any submissions made by the member in connection with the complaint.
- c) The Board may, by resolution, either suspend or expel the member from 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.

12. RIGHT OF REPLY OF REJECTED APPLICANT OR DISCIPLINED MEMBER

- a) Where the Board passes a resolution under Rule 3, b), ii) or Rule 11, c), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution-
 - i) setting out the resolution of the Board and the grounds on which it is based;
 - ii) stating that the applicant or member subject of the resolution may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
 - iii) stating the date, place and time of that meeting; and
 - iv) informing the applicant or member subject of the resolution that he may do either or both of the following:
 - a. attend and speak at that meeting;
 - b. submit to the Board at, or prior, to the date of that meeting, a written representation relating to the resolution.
- b) At a meeting of the Board held as referred to in Clause a), ii) the Board shall:
 - i) give the applicant or member subject of the resolution an opportunity to make an oral representation;

- ii) give due consideration to any written representation submitted to the Board by the applicant or member subject of the resolution at or prior to the meeting; and
- iii) by resolution, determine whether to confirm or to revoke the resolution.
- c) Where the Board confirms a resolution under Clause b), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under Rule 13.
- d) A resolution confirmed by the Board does not take effect:
 - i) until the expiration of the period within which the applicant or member subject of the resolution is entitled to appeal against the resolution where the applicant or member subject of the resolution does not exercise the right of appeal within that period; or
 - ii) where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the Association confirms the resolution under Rule 13, d), whichever is the later.

13. RIGHT OF APPEAL OF REJECTED APPLICANT OR DISCIPLINED MEMBER

- a) A rejected applicant or disciplined member may appeal to the Association at a Special General Meeting against a resolution of the Board under Rules 11 and 12, within 7 days after notice of the resolution is served on the rejected applicant or disciplined member, by lodging with the Secretary a written notice to that effect.
- b) The written notice may, but need not, be accompanied by a statement of the grounds on which the rejected applicant or disciplined member intends to reply for the purposes of the appeal.
- c) On receipt of a written notice from a rejected applicant or disciplined member under Clause a), the Secretary must notify the Board which is to convene a Special General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- d) At the Special General Meeting of the Association convened under Clause c):
 - i) no business other than the question of the appeal is to be transacted;
 - ii) the Board and the rejected applicant or disciplined member must be given the opportunity to state their respective cases orally, or in writing, or both; and
 - iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e) If at the Special General Meeting the Association passes a resolution by secret ballot in favour of the confirmation of the resolution, the resolution is confirmed.
- f) If a membership application is rejected the applicant may reapply to become a member five (5) years after the date of the original application.

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PART III- THE BOARD

14. POWERS OF THE BOARD

The Board is the Board of the Association and, subject to the Act, the Regulations, these rules, and to any resolution passed by the Association in a Special 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 Special General Meeting or Annual General Meeting of members of the Association; and
- c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

15. CONSTITUTION AND MEMBERSHIP

- a) The Board is to consist of:
 - i) the Office-Bearers of the Association; and
 - ii) Three (3) or four (4) members, but not an Associate member, each of whom is to be elected to the Board at the Annual General Meeting of the Association under Rule 16 and once elected, known as Ordinary Members.
- b) Associate members are not eligible to sit on the Board.
- c) The Office-Bearers of the Association are to be:
 - i) the Chair;
 - ii) the Vice-Chair;
 - iii) the Treasurer; and
 - iv) the Secretary.
- d) Three (3) or four (4) Ordinary members make up the rest of the Board.
- e) To be able to nominate for a position on the Board of the Association, the member must reside full time in the Great Southern, that is, the area to which the radio station broadcasts;
- f) No two members of the same family, or two persons living in the same household, may sit on the Board at the same time.
- g) Every member of the Board is subject to these rules, and the Associations Incorporation Act 2015, Section 39, including, but not limited to, such matters as bankruptcy, insolvency, fraud, and/or indictable offences.
- h) The Office-Bearers will be appointed for a two-year period, with eligibility for re-election.
 - i) The Chair and Treasurer will be appointed in the odd years, and
 - ii) The Vice Chair and Secretary will be appointed in the even years.

- i) Ordinary members will hold office until the conclusion of the Annual General Meeting following the date of the member's election, but are eligible for re-election.
- j) In the event of a casual vacancy occurring in a position on the Board, the Board may appoint a member of the Association to fill the vacancy under Rule 19.

16. ELECTION OF MEMBERS TO FORM THE BOARD

- a) Nominations of candidates for election as Office-Bearers of the Association or as an Ordinary Member of the Board:
 - i) must be made in writing, signed by one (1) member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - ii) must be delivered to the Secretary of the Association at least fourteen (14) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominating must be endorsed by a vote, by secret ballot, of members present, including proxies.
- c) Further nominations can be called by the Returning Officer, from the floor at the Annual General Meeting.
- d) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies, and may be filled in accordance with Rule 19.
- e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated must be endorsed by a vote, by secret ballot, of members present, including proxies.
- f) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held. The secret ballot is to be conducted in such usual and proper manner as the Board may direct.

17. SECRETARY

- a) 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.
- b) It is the duty of the Secretary to keep minutes of:
 - i) All appointments of Office-Bearers and Ordinary Members of the Board;
 - ii) the names of members present at a Board meeting, or a Special General Meeting, or General Meeting; and
 - iii) all proceedings at Board meetings, Special General Meetings and General Meetings.
- c) The Chair must sign the Minutes of meeting proceedings at the next succeeding meeting.

- d) Access to Minutes of meetings of the Board or any Sub Committee will be available to any financial member.

18. TREASURER

- a) It is the duty of the Treasurer of the Association to ensure:
 - i) that all money due to the Association is collected and received and that all payments authorised by the Association are made;
 - ii) that all cheques are signed by two approved persons;
 - iii) all invoices are signed by two approved persons to progress payment;
 - iv) ensures the Association's debit cards are used for minor operational purchases and the expenditure limit, as approved by the Board, is not exceeded; and
 - v) 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.
- b) For each financial year the Treasurer must ensure that the requirements under Part 5 of the Act are met relating to financial statements and financial reporting for the Association.

19. CASUAL VACANCIES

For the purpose of these rules, a casual vacancy in the office of a member of the Board 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 Law; or
- d) resigns office by notice in writing given to the secretary; or
- e) is removed from office under Rule 20; or
- f) becomes a mentally incapacitated person; or
- g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

20. FILLING CASUAL VACANCIES

- a) The Board may appoint a member to fill a position on the Board that has become vacant or was not filled by election at the most recent Annual General Meeting.
 - i) For office bearer, their appointment is for the balance of the two year period
 - ii) For ordinary member, their appointment is until the next Annual General Meeting.
- b) If there are fewer Board members than required for a quorum, the Board may act only for the purpose of —
 - i) appointing Board members under this rule; or
 - ii) convening a Special General Meeting to fill the positions.

21. REMOVAL OF MEMBER OF THE BOARD

- a) The Association in a Special General Meeting may, by resolution, remove any member of the Board 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.
- b) If a member of the Board to whom a proposed resolution referred to in Clause a) makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Chair 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 to be considered.

22. MEETINGS AND QUORUM

- a) The Board must meet at least three (3) times in each period of 12 months at such place and time as the Board may determine.
- b) Additional meetings of the Board may be convened by the Chair or by any member of the Board.
- c) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- d) Notice of a meeting in the form of an Agenda given under Cause c), must specify the general nature of the business to be transacted at the meeting. New business items may be presented at the Board which members present at the meeting unanimously agree to treat as urgent business.
- e) Any 4 members of the Board constitute a quorum for the transaction of the business of a meeting.
- f) No business is to be transacted by the Board 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 the same place and at the same hour of the same day in the following week.
- g) 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.
- h) At a meeting of the Board:
 - i) the Chair or, in the Chair's absence, the Vice-Chair is to preside; or
 - ii) if the Chair and the Vice-Chair are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.
- i) The Board may invite a member or a non-member to attend a Board meeting or any part thereof. The person invited has no right to vote.
- j) A member may request to attend a Board meeting or any part thereof, giving written notice of intent. The Board may agree or disagree to the attendance and advise the member. If a member attends a Board meeting,

the member has no right to vote; and should the member disrupt the meeting, the member will be asked to leave.

- k) Quorum and Voting definitions –
 - i) Quorum for an Annual General Meeting of members - 20%
 - ii) Quorum for a Special General Meeting of members - 15%
 - iii) Quorum for a meeting of the Board of the Association – four members
 - iv) Votes required to pass a Special Resolution – 75% of members present, including proxies.

23. USE OF TECHNOLOGY AT BOARD MEETINGS

- a) A Board meeting may be held at two (2) or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- b) A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

24. DELEGATION BY THE BOARD TO A SUB-COMMITTEE

- a) The Board may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member/s or non-members of the Association as the Board thinks fit) the exercise of such of the functions as are specified in the instrument, other than:
 - i) this power of delegation; and
 - ii) a function which is a duty imposed on the Board by the Act or by any other law.
- b) 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.
- c) 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.
- d) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- e) Each Sub-Committee is to submit a report to the Board upon request.
- f) 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 Board.
- g) The Board may, by instrument in writing, revoke wholly or in part, any delegation under this rule.
- h) A Sub-Committee may meet and adjourn as it thinks proper.

25. VOTING AND DECISIONS

- a) Questions arising at a meeting of the Board or of any Sub-Committee are to be determined by a majority of the votes of members of the Board or Sub-Committee present at the meeting.
- b) Each committee member present at a meeting of the Board or of any Sub-Committee (including the person chairing the meeting) and any member appointed to work on a Sub-Committee, is entitled to one vote but, in the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.
- c) As long as there is a quorum (4 members) the Board may act, despite any vacancy on the Board.
- d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Sub-Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee.

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PART IV - MEETINGS OF THE ASSOCIATION

26. ANNUAL GENERAL MEETINGS - HOLDING OF

- a) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- b) The Association must hold its first Annual General Meeting:
 - i) within the period of 18 months after its incorporation under the Act; and
 - ii) within the period of six (6) months after the expiration of the first financial year of the Association.

27. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- a) The Annual General Meeting of the Association is, subject to the Act and to Rule 26, to be convened on such a date and at such a place and time as the Board thinks fit.
- b) At least 21 days before an Annual General Meeting, the Secretary must send a written notice to all the members —
 - i) calling for nominations for election to Board vacancies; and
 - ii) stating the date by which nominations must be received by the Secretary.
- c) An Annual General Meeting must be specified as such in the Notice convening it.
- d) 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:
 - i) to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting;
 - ii) to receive from the Board reports on the activities of the Association during the last preceding financial year;
 - iii) to elect Office-Bearers of the Association and Ordinary Members of the Board, whichever is applicable; and
 - iv) to receive and consider a statement which is not misleading and which gives a true and fair view of the following:
 - a. the income and expenditure of the Association during its last financial year,
 - b. the assets and liabilities of the Association at the end of its last financial year,

- c. 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, and
- d. a budget for the next financial year.
- e) Election of Board positions
 - i) At the Annual General Meeting, a Returning Officer shall be appointed to conduct the election of all Board members.
 - ii) If there is no nomination for a Board position, the Returning Officer of the meeting may call for nominations from the members at the meeting.

28. SPECIAL GENERAL MEETINGS - CALLING OF

- a) **Board called meetings**
The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- b) **Member called meetings**
 - i) The Board must, on the requisition in writing of at least ten per cent (10%) of the total number of members, convene a Special General Meeting of the Association.
 - ii) 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
 - d. may consist of several documents in a similar form, each signed by the members making the requisition.
 - iii) If the Board fails to convene a Special General Meeting to be held within 28 days 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.
 - iv) A Special General Meeting convened by a member or members must be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the Board.

29. NOTICE

- a) If the nature of the business proposed to be dealt with at a Special General Meeting requires a Special Resolution of the Association, the Secretary must give at least 21 day's notice before the date fixed for the holding of the Special General Meeting.
- b) If the nature of the business proposed to be dealt with at a Special General Meeting is not a Special Resolution of the Association, the Secretary must give at least 14 day's notice before the date fixed for the holding of the Special General Meeting.
- c) The Secretary must cause to be sent personally, electronically, or pre-paid post to each member using the member's details appearing 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, and whether the intention is to propose the resolution as a Special Resolution.

- d) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting.

30. PROCEDURE

- a) No item of business is to be transacted at a Special General Meeting unless a quorum of members entitled under these rules to vote, is present during the time the meeting is considering that item
- b) Fifteen percent (15%) of the members of the Association present in person (being members entitled under these rules to vote at a Special General Meeting) constitute a quorum for the transaction of the business of a Special General Meeting.
- c) If within half an hour after the appointed time for the commencement of a Special General Meeting a quorum is not present, the meeting:
 - i) if convened on the requisition of members, is to be dissolved; or
 - ii) if convened by the Board, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person chairing the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- d) 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 5) is to constitute a quorum.

31. PRESIDING MEMBER

- a) The Chair or, in the Chair's absence, the Vice-Chair, is to preside as Chair at each Special General Meeting of the Association.
- b) If the Chair and the vice-Chair are absent or unwilling to act, the members present must elect one of their number to preside as Chair at the meeting.

32. ADJOURNMENT

- a) The Chair of a Special 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.
- b) If a Special General Meeting is adjourned for 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.

33. MAKING OF DECISIONS

- a) A question arising at a Special General Meeting of the Association is to be determined by a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair 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.
- b) At a Special General Meeting of the Association, a poll may be demanded by the Chair, or by at least 5 members present in person, or by proxy, at the meeting.
- c) If a poll is demanded at a Special General Meeting, the poll must be taken:
 - i) immediately, in the case of a poll which relates to the election of the Chair of the meeting, or to the question of an adjournment or
 - ii) in any other case, in such manner and at such time before the close of the meeting as the Chair directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

34. SPECIAL RESOLUTION

At least 21 days' written notice specifying the intention to propose a resolution as a Special Resolution is to be given in accordance with these rules. A resolution of the Association is a Special Resolution if it is passed by at least three-quarters (75%) of such members of the Association as, being entitled under these rules, vote in person or by proxy at a Special General Meeting.

35. VOTING

- a) On any question arising at a Special General Meeting or Annual General Meeting of the Association a member has one vote only.
- b) In the case of an equality of votes on a question at a Special General Meeting or Annual General Meeting, the Chair of the meeting is entitled to exercise a second or casting vote.

36. APPOINTMENT OF PROXIES

- a) A member or proxy is not entitled to vote at any Special General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid
- b) Each financial member is to be entitled to appoint another member as proxy by notice which is to be lodged with the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- c) No member may hold more than one (1) proxy at a Special General Meeting or Annual General Meeting
- d) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

37. GENERAL MEETING

- a) The Board may, whenever it sees fit, convene a General Meeting of the Association where no resolution is required and no Motions can be made.
- b) The Secretary is to cause a notice of a General Meeting to be sent to each member orally, electronically or by pre-paid post, at least 21 days before the date of the meeting.
- c) The purpose of a General Meeting is to advise the membership of issues of interest, issues that may affect the members of the Association, and general discussion.

ALBANY COMMUNITY RADIO INC

PART V - FINANCIAL MATTERS

38. INSURANCE

- a) The Association must effect and maintain insurance as required under the Act.
- b) In addition to the insurance required under Clause a), the Association may effect and maintain other insurance.

39. FUNDS – SOURCE

- a) The funds of the Association are to be derived from membership fees, grants, sponsorships, donations and, subject to any Special Resolution passed by the Association in Special General Meeting, or such other sources as the Board determines.
- b) The financial year is 1 July to 30 June the following year.
- c) 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.

40. FUNDS AND PROPERTY MANAGEMENT

- a) All cheques and other negotiable instruments must be signed by any two (2) members of the Board of the Association, being members authorized to do so by the Board.
- b) Subject to any Special Resolution passed by the Association in a Special General Meeting, the funds and property of the Association are to be used in pursuant to the objectives of the Association in such manner as the Board determines.
No part of that property or any income may be paid or otherwise distributed directly, or indirectly, to any member, except in good faith in promoting those objectives.

ALBANY COMMUNITY RADIO INC

PART VI - MISCELLANEOUS

41. ALTERATION OF OBJECTIVES AND RULES

The statement of objectives and these rules may be altered, rescinded or added to only by a Special Resolution of the Association.

42. CUSTODY OF BOOKS

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

43. INSPECTION OF ASSOCIATION RECORDS

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour. See Rule 7.

44. EXECUTING DOCUMENTS AND COMMON SEAL

- a) The Association may execute a document without using the common seal if the document is signed by:
 - i) two (2) Board members; or
 - ii) one (1) Board member and 1 other member or person authorised by the Board.
- b) If the Association has a common seal:
 - i) the name of the Association must appear in legible characters on the common seal; and
 - ii) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
 - a. two (2) Board members; or
 - b. one (1) Board member and a member or person authorised by the Board, and each of them is to sign the document to attest that the document was sealed in their presence.
- c) The Secretary must make a written record of each use of the common seal.
- d) The common seal must be kept in the custody of the Secretary or another Board member authorised by the Board.

45. SERVICE OF NOTICES

- a) For the purpose of these rules, a notice may be served by, or on behalf of, the Association on any member either orally, electronically, or sending it by pre-paid post to the member at the member's address or email address shown in the Register of members.
- b) If a document is sent to a person by properly addressing, pre-paying and posting to the person, or by email, attaching the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post/email.

46. WINDING UP

The Association shall be wound up if a Special Resolution to that effect is carried by a vote of a three-quarter (75%) majority of the financial members present at a Special General Meeting convened to consider the Special Resolution.

47. DISTRIBUTION OF SURPLUS ASSETS

- a) In this rule -
surplus property, in relation to the Association, means property remaining after satisfaction of -
 - i) the debts and liabilities of the Association, and
 - ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,but does not include books relating to the management of the Association.
- b) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

ALBANY COMMUNITY RADIO INC

FORM OF APPOINTMENT OF PROXY

I, _____
(full name)

(address)

being a financial member* of ALBANY COMMUNITY RADIO INC (Great Southern FM 100.9 FM).

hereby appoints

(full name of proxy)

(address)

being a financial member* of that Incorporated Association, as my proxy to vote for me on my behalf at the Annual General Meeting or Special General Meeting, as the case may be, to be held on the _____ day of _____ 20_____ and at any adjournment of that meeting.

Signature of financial member appointing proxy

_____ Date _____

*NOTE: A proxy vote may not be given by, or to, an Associate Member of the Association.