

THE CONSTITUTION AND RULES

ALBANY COMMUNITY RADIO INC.

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1. NAME

The name of the Association shall be Albany Community Radio Inc.

2. TYPE OF ASSOCIATION

The Association is an Association incorporated pursuant to the Associations Incorporation Act 1987 of Western Australia.

3. AIM AND OBJECTS

The aims and objects of the Association shall be to:

- (a) Apply for and obtain an FM radio licence pursuant to the provisions of the Australian Broadcasting Act.
- (b) Operate, maintain and conduct: the business proprietors and operators of an FM radio broadcasting, transmitting and receiving station at a designated site to be known as Albany Community Radio.
- (c) Produce and broadcast radio programmes of all types, from all sources and countries including those programmes produced by the Association.
- (d) Improve community standards of entertainment; information and access and the opportunity for the development of professional standards of programme production and presentation.
- (e) Provide for equitable community access to the broadcasting station.
- (f) Cultivate an awareness and appreciation of all types of Australian music with particular emphasis on encouraging local performers.
- (g) Encourage the exposure and development of art, drama and theatre with a local emphasis.
- (h) Provide an avenue by which the ethnic and Aboriginal communities may enhance their identity and contribute to a community awareness and appreciation of their culture.
- (i) Provide an opportunity for wider and further education in liaison with local education institutions, including the seeking and encouraging of input from children.

- (j) Provide a forum for debating topical and community issues.
- (k) Provide a focal point for information concerning access to community services and encourage participation in local government and community projects.
- (l) Acquire, print, publish, circulate or otherwise deal with radio material, radio journals and other literature, visual and sound material relating to radio.
- (m) Acquire, print, publish, circulate or otherwise deal with books, journals, training manuals and other literature.
- (n) Experiment and conduct research and training programmes in the artistic and technical aspects of radio and other forms of sound communications.
- (o) Produce, transmit, receive, record, reproduce, broadcast or otherwise distribute or facilitate the transmission or reception of all forms of sound communication material.
- (p) Establish, promote, arrange for, conduct and hold competitions of every description and to offer and grant prizes, rewards, premiums and scholarships of such character and in such terms as may seem expedient.
- (q) Assist other groups within the community whose objects are similar to those of the Association.

4. GENERAL POWERS

For the purpose of carrying out its aims and objects, the association shall have the following general powers:

- (a) To carry out all or any of the aims and objects of the association capable of being conveniently carried out in connection with its aims and objects or calculated directly or indirectly to enhance any of the association's aims and objects.
- (b) To purchase, lease or hire and otherwise acquire any real and personal property and any rights or privileges which the association may think necessary or convenient for its purposes, and in particular any land, buildings, easements, machinery, equipment, plant and stock in trade.
- (c) To construct, improve, maintain, develop, work, manage, carry out or control any buildings or works which may advance the association's interests.

(d) To invest and deal with the money of the association not immediately required in such manner as may from time to time be thought fit in accordance with the constitution.

(e) To borrow or secure the payment of money in such manner as the association may think fit and to secure the same or the repayment or the performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way; and to purchase, redeem or pay off any security.

(f) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association within the provisions of the constitution.

(g) To employ staff and enter into contracts for the provision of goods or services as may from time to time be thought fit.

(h) To do all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers of the association.

(i) To resolve any conflict by using the methods outlined in the document "A C.B.B.A. Guide To Conflict Resolution".

5. MEMBERSHIP

(a) Membership of the Association shall be open to all interested persons and organisations, without discrimination.

(b) All members shall be required to pay an annual membership fee which shall be determined from time to time by the Management Committee.

(c) Application for membership shall be in such form as is prescribed from time to time by the Management Committee and accompanied by the required membership fee.

(d) Upon receipt of a request for membership the Management Committee may decline such request if the Committee believes the person making the request might act in a manner contrary to the well being of the association.

(e) (i) Any member organisation shall be entitled to appoint its own spokesperson, being an officer of such member organisation or some other natural person specifically appointed for the purpose, to represent the interests of the member organisation within the Association from time to time ("nominee");

(ii) Any individual member or nominee shall be eligible to nominate and stand for election to any official position within the Association and be eligible to vote at Annual General Meetings and Special General Meetings three (3) months after such individual or organisation has been accepted as a member.

(f) The Management Committee shall keep and maintain a register of members in which shall be entered the full name of every member.

(g) Only one person for any organisation shall be entitled to vote in the Annual General Meeting and be represented on the governing body.

6. MANAGEMENT

The Association shall be governed and administered by a Management Committee which will meet at least once every 3 months.

7. MEETINGS OF MEMBERS

(a) An Annual General Meeting of the Association shall be held at least once in every calendar year at such time (not being more than 15 months after the holding of the last Annual General Meeting) and place as the Management Committee shall determine.

(b) The first Annual General Meeting of the Association shall be held at such place and at such time not being less than one month or more than three months after the incorporation of the Association as the Management Committee shall determine.

(c) A Special General Meeting of the Association may be convened at any time by the Chairperson of the Management Committee and shall be convened on the written request of at least ten percent of the members of the Association, such meeting to be held within thirty days of receiving written request.

(d) An ordinary General Meeting of the Association shall be convened at such time and place as any Annual or Special General Meeting or the Management Committee shall determine from time to time.

8. NOTICE OF ANNUAL, SPECIAL AND GENERAL MEETINGS

Seven days written notice at the least (exclusive of the) day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given specifying the place, the day and the hour of General Meetings

and in case of special business to be discussed, the nature of that business, shall be given to all members of the Association.

9. PROCEEDINGS AT GENERAL MEETINGS

(a) The business of the Annual General Meeting shall be:

- (i) to receive the Management Committee's Report Summarising the activities of the Association.
- (ii) to receive the Treasurer's Report.
- (iii) to elect the Management Committee.
- (iv) to appoint an Auditor

(b) The Annual General Meeting may transact special business of which notice is given as in clause 8.

(c) No business shall be transacted at any General Meeting unless a quorum of (20) members is present at the time when the Meeting proceeds to business.

(d) If within a reasonable period of time, from the time appointed for the Meeting a quorum is not present, the Meeting, convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned Meeting a quorum is not present within a reasonable period of time from the time appointed for the Meeting the members present shall be a quorum.

(e) The Chairperson of the Management Committee or in that person's absence the Vice-chairperson shall preside as Chairperson at every General Meeting of the Association.

(f) If neither the Chairperson nor the Vice-chairperson shall be present at the time appointed for holding the Meeting, or if being present the Chairperson and/or the Vice-chairperson shall be unwilling to act as Chairperson the Members present shall choose one of their members to be Chairperson.

(g) The Chairperson may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

(h) When a Meeting is adjourned for ten (10) days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

(i) Unless otherwise resolved by the Meeting, questions arising at any General Meeting shall be decided by a show of hands, such vote shall be decided by a simple majority. The Chairperson will not be eligible to vote except in the event of a tied vote will have the casting vote.

(j) Any member can appoint a proxy to vote on his or her behalf at any General Meeting. The proxy must provide written consent from the member before being eligible to vote at that meeting and can only act as proxy for one member.

10. MANAGEMENT COMMITTEE

(a) The Management Committee shall be comprised of:

Chairperson	Vice Chairperson	
Secretary	Treasurer	5 ordinary members

(b) The members of the Management Committee will be elected at Annual General Meetings for a term of two years and their positions will be declared vacant at the nearest Annual General Meeting to the end of their term.

(c) The positions of Chairperson, Secretary and 3 ordinary members will not become vacant at the same time as the positions of Vice-Chairperson, Treasurer and the other two ordinary members.

(d) Any casual vacancy occurring among the Management Committee members prior to an Annual General Meeting shall be filled by the Management Committee.

(e) Any member of the Management Committee may resign by tendering written notice to this effect to the Chairperson of the Management Committee and the resignation shall be effective from the date on which the Management Committee receives the same.

11. SUB-COMMITTEES

(a) The Management Committee may appoint any sub-committee as it deems necessary to assist in the management of the Association.

(b) Any sub-committee appointed by the Management Committee shall

consist primarily of station volunteers.

12 INCOME AND PROPERTY

The income and property of the Association shall be vested in the Association and shall be applied by the Management Committee solely for the promotion of its aims and objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus honoraria or otherwise by way of pecuniary benefit to the members PROVIDED THAT remuneration may be paid in good faith to officers and servants of the Association or other persons or members of the Association in return for services actually rendered to the Association.

13 CESSATION OF MEMBERSHIP

(a) Membership ceases:

- (i) Upon the acceptance of the Management Committee, or at an earlier date as set out in the members letter of resignation.
- (ii) Upon the death of the member.

(b) If the Committee proposes to expel a member because his or her conduct is detrimental to the interests of the Association, the Committee shall communicate in writing, to the member the grounds for the proposed expulsion and the time, date and place of the Committee Meeting at which the proposed expulsion will be decided. This notice shall be given not less than 14 days before the date of that meeting.

(c) at a meeting referred to in 13 (b) the committee shall -

- (i) give the member subject of the proposal an opportunity to make oral representations:
- (ii) give due consideration to any written representations submitted to the Committee by the member subject of the proposal at or prior to the meeting: and
- (iii) decide to confirm or revoke the proposal.

(d) Where the committee's decision confirms a proposal under 13(b), the committee shall, within 7 days after that confirmation, by notice in writing inform the member subject of the decision of the reasons for the confirmation and of the right of appeal under this rule.

(e) A member who is expelled under 13(b) from membership of the Association and does not exercise his or her right of appeal ceases to be a member 14 days after the day on which the decision so to expel him or her is

communicated to him or her under sub-rule 13 (b).

(f) A member who is expelled from membership of the Association under 13 (b) shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within a period of 14 days.

(g) When notice is given under 13(d), the Secretary shall thereupon cause a special general meeting to be held within 28 days of receipt of the notice. The Association in a general meeting shall -

- (i) give to the member subject of the decision an opportunity to make representations;
- (ii) give due consideration to any written representations submitted to the Association by the member subject of the decision at or prior to the meeting; and
- (iii) decide whether to confirm or to revoke the decision.

(h) A person who from any cause whatsoever, ceases to be a member of the Association shall not have any claim monetary or otherwise, upon the Association, or its property.

14 POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

The Management Committee;

(a) May pay all expenses incurred in setting up and incorporating the Association, and may exercise all such powers, authorities and discretion's of the Association as are not required to be exercised by the Association in General Meeting, subject nevertheless to these Rules.

(b) Shall appoint and shall define the powers, authorities, discretion's and duties of the Station Manager and of any other office in the Association and from time to time may limit any such powers, authorities, discretion's and duties in any manner as it may deem desirable.

(c) Shall cause Minutes to be kept in books provided for the purpose of:

- (i) all appointments of officers made by the Management Committee;
- (ii) the names of the Management Committee Members present at each meeting of the Management Committee and of any committee of the Management Committee;
- (iii) all resolutions and proceedings at all meetings of the Association and of the Management Committee and of sub-committees.

15 DISQUALIFICATION OF A COMMITTEE MEMBER

The office of a member of the Management Committee shall be vacated:

- (a) if that person resigns that office by notice in writing to the Association; or
- (b) if that person is absent from meetings of the Management Committee for three (3) consecutive meetings without.- leave of absence from the Management Committee and the Management Committee shall resolve that that person office be vacated.(?)

16 PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- (a) The Management Committee shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Questions arising at any meeting shall be decided by the Management Committee by a majority of votes.
- (c) The Station Manager shall not be eligible to be elected Chairperson.
- (d) In the case of an equality of votes, the Chairperson has a second or casting vote.
- (e) The Chairperson on the request of a Management Committee member shall within three (3) days call a meeting of the Management Committee.
- (f) The quorum necessary for the transaction of the Management Committee shall be four (4). A quorum can only be declared when all members of the management committee have been notified in the prescribed manner that a meeting was to take place. The Chairperson shall preside and in that person's absence the Vice-chairperson shall preside at all meetings of the Management Committee and if neither of them be present the Management Committee members present shall choose one of their number to be Chairperson of the meeting.
- (g) The Management Committee may delegate any of its powers to a sub-committee and the sub-committee shall conform to any directions that may be imposed by the Management Committee,
- (h) Each Sub-committee shall furnish to each regular meeting of the

Management Committee a report of its activities and shall tender to the Management Committee such advice concerning the subject matter of its activities as it shall seem desirable,

(i) All acts done by any meeting of the Management Committee of a Committee or sub-committee; or by any person acting as a member of the Management Committee shall act notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that that person was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

17 ACCOUNTS

(a) The treasurer of the Association shall:

(i) Collect and receive all moneys due to the Association and make all payments authorised by the Association.

(ii) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(b) Report on the financial affairs of the Association at each Committee meeting and the Annual General Meeting.

(c) The accounts and books shall be available for inspection by members.

18 AUDIT

Auditors shall be appointed at each Annual General Meeting and the retiring Auditors shall be eligible for re-election.

19 STAFFING

The Management Committee may appoint such staff on such terms and conditions as it shall think fit.

20 COMMON SEAL

The common seal of the Association engraved with the name of the Association shall be kept in the care of the Chairperson. The seal shall not be used or affixed to any deed or other document except pursuant to the

resolution of the Management Committee and in the presence of the Secretary and two (2) other members of the Management Committee.

21 CONSTRUCTION OF RULES

In the event of any question arising as to any matter not provided for by these Rules the Management Committee shall have power to decide the same subject to the provisions of the Associations Incorporation Act 1987.

22 ALTERATIONS OF CONSTITUTION AND RULES

The Constitution and Rules of the Association may be altered, added to or repealed at an Ordinary, Special or Annual General Meeting of the Association PROVIDED THAT at least 21 days notice convening such meeting shall have been given specifying the proposed alteration, addition or repeal and the same shall be approved by at least 75% of the members present and voting at such meeting. Any such amendment shall be subject to the provisions of the Associations Incorporation Act 1987.

23 NOTICES

(a) Any notice requiring to be served on any member may be served on a member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at that person's place of address appearing on the Register of members.

(b) Any notice served by post shall be deemed to have been served on the day on which according to the ordinary course it would have been delivered and in providing such service it shall be sufficient to prove that the envelope or wrapper containing that notice was properly addressed and put into the Post Office.

24 BY- LAWS, RULES AND REGULATIONS

The Management Committee shall have power from time to time to make such By-Laws and Regulations not inconsistent with this constitution as in the opinion of the Management Committee are necessary and desirable for the property control, administration and management of the Association operations, finances, affairs, interests, effects and property and for the contribution, duties, obligations and responsibilities of the members and to amend or rescind from time to time any such By-laws or Regulations.

25 DEFINITION

In this constitution "Special Resolution" means a resolution passed by a majority of not less than 75% of such members as, being entitled so to do, vote in person at General Meetings.

26 DISSOLUTION

The Association may be dissolved by a special resolution at a General Meeting convened for such purpose. If upon winding up or dissolution of the Association there remains, after the satisfaction of its debts and liabilities, any property or moneys that property or moneys shall not be paid to or distributed amongst members of the Association but shall be transferred or paid to another incorporated association having objects similar to the Association which prohibits distribution of funds or assets to its members.

I HEREBY CERTIFY the foregoing to be a true and correct copy of the constitution of ALBANY COMMUNITY RADIO INC.

Signed.....

Date.....