



**2MCR Macarthur Community Radio  
Association Incorporated**

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Macarthur Community Radio  
Association Incorporated**

**Articles of Association**

**23 May 2016**

*These Articles of Association have been prepared under the Associations Incorporation Act 2009 and the NSW Department of Fair Trading Model Constitution (see disclaimer below)*

#### About this Constitution

The constitution of an incorporated association forms the structure within which the association operates.

To assist associations develop their own constitution, NSW Fair Trading has prepared a model constitution, which covers the matters required by law. An association may:

adopt this model constitution; or

adopt a modified version of this model constitution.

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#### Disclaimer

This publication must not be relied on as legal advice.

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## Part 1 - Preliminary

### 1. *Objects of the Association*

- (a) To support the development of and the provision of Community broadcasting within the New South Wales local government areas of Campbelltown, Camden and Wollondilly (“the defined area”);
- (b) To support the principle of local autonomy in the provision and control of Community broadcasting services;
- (c) To promote the principles of independence in programming diversity of output, access to broadcasting by the community, the widest representation of viewpoint which enables the fullest expression of the aspirations and culture of the people in the defined area, diversity in the organisation and structure of broadcasting and co-operation with and between Community broadcasters;
- (d) To provide a range of services to Members and the general community within the defined area, including informational, technical, programming and staff training services;
- (e) To represent, as required, Members locally, nationally and internationally to government and other bodies;
- (f) To appoint a representative or representatives of the Association to any board, committee, authority or any other entity, whether corporate or unincorporated, and whether at local, State, Federal or international level, concerned with the objects of the Association.

### 2. *Definitions*

- (1) *In this constitution;*

**Director-General** means the Director-General of the Department of Services Technology and Administration.

**Committee member** means a member of the Committee of Management who is not a member of the Executive of the Committee of Management of the Association, as referred to in rule 16(2);

**Secretary** means:

- (a) The person holding office under these rules as Secretary of the Association, or
- (b) If no such person holds that office – the public officer of the Association.

**Special general meeting** means a general meeting of the Association other than annual general meeting and regularly scheduled meetings.

**The Act** means the Associations Incorporation Act 2009 and any other Act or Acts of Parliament under which incorporation or operation of the Association is applicable under law.

**The regulation** means the Associations Incorporation Regulation 2010.

**The Association** means Macarthur Community Radio Association Incorporated.

**Financial Year** means the period beginning on the first day of July in each year and ending on the thirtieth day of June following.

**Community Member** means any person, corporation, group, organisation, institution or other unincorporated body admitted to membership of the Association and who either as an individual lives within the local government areas of Camden, Campbelltown and Wollondilly or is a corporation, group, organisation, institution or other incorporated body who undertakes their activities

**Associate Member** means any person, corporation, group, organisation, institution or other unincorporated body admitted to membership of the Association and does not qualify for Community Membership because they live or carry out their activities outside of the local government areas of Camden, Campbelltown and Wollondilly.

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**Friends of the Association** means a person, corporation, group, organisation, institution or other unincorporated body who has no voting rights.

**Life Member** means any person admitted to membership pursuant to rule 5

**Month** means calendar month

**Office-bearer** means each of the President, the Vice President, Secretary *and Treasurer* of the Association

(2) *In these rules;*

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

(h) 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 these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.*

## Part 2 - Membership

### 3. **Membership Qualifications**

- (i) (1) The Association shall consist of Community Members, Associate Members, Life Members *Friends of the Association*
- (j) (2) Community members, Associate members *and Friends of the Association* shall be classified as:
  - (a) Personal members who are natural persons, and
  - (b) Group members who are corporations, groups, organisations, institutions or other unincorporated bodies.
- (k) (3) A person is qualified to be a member of the association if, but only if:
  - (a) The person is a person referred to in section 15(a) (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
  - (b) Is a natural person, corporation, group, organization, institution or other unincorporated body:

Who has applied for membership of the Association as provided by Rule 3, and  
Who has been approved for membership of the Association by the Committee of Management of the Association.

### 4. **Application for Membership**

- (1) An application for membership of the Association:
  - (a) Must be made in writing in the manner prescribed by the Committee of Management, and
  - (b) Must be lodged with the Secretary of the Association.
- (2) The Secretary will refer all applications for membership to the next meeting of the Committee of Management for determination with the proviso that it is referred within a maximum of 30 days of receipt.
- (3) An application for membership of the Association may only be rejected if there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the Association; or
  - (a) If required by law; or
  - (b) There are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
  - (c) There are reasonable grounds to believe that the applicant would pose a security risk to the members or assets of the Association; or
  - (d) The applicant is a political party.
  - (e) If the Committee of Management declines an applicant, the secretary must, within 7 days after the action is taken, cause written notice to be given to the applicant of the action taken, of the reasons given by the Committee of Management for having taken that action and of the applicants right of appeal to the committee of management.
  - (f) If the Committee of Management declines the appeal the secretary must within 7 days after the action is taken, cause written notice to be given to the applicant of the action taken, of the reasons given by the Committee of Management for having taken that action and of the applicant's right of appeal under clause 12.
- (4) As soon as practicable after the Committee of Management makes that determination, the Secretary must:

- (a) Notify the nominee, in writing, that the Committee of Management approved or rejected the application (whichever is applicable), and
  - (b) If the Committee of Management approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription:
  - (c) If the applicant is a corporation, group, organisation, institution or other unincorporated body, the secretary shall request that the corporation, group, organisation, institution, or other unincorporated body nominate a representative who shall exercise all the rights of the membership on behalf of the corporation, group, organisation, institution or other unincorporated body.
- (5) The Secretary must, on payment by the applicant of the amounts referred to in subclause (4)(b) within the period referred to in that provision, 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. Life Membership**

- (1) A nomination of a person for Life Membership of the Association -
  - (a) Must be made in writing, and
  - (b) Must be lodged with the Secretary of the Association, and
  - (c) Must be a member of the Association as defined in Part 2.
- (2) The Secretary will refer all applicants for Life Membership to the next meeting of the Committee of Management.
- (3) The Secretary will put the application for Life Membership to the next Annual General Meeting of the Association for determination by the members.
- (4) The Secretary shall notify all members and give notice of the motion to confirm Life Membership upon the nominated person. Said notice must be sent out with the Annual General Meeting notification.
- (5) At the meeting called in Clause 3 to confirm Life Membership, the rules as laid out in Part 4 will be followed with the exception that;
  - (a) The member nominated for Life Membership must not be present during any debate that takes place; and
  - (b) When the motion to confer Life Membership is put the poll must be conducted as a secret ballot;
  - (c) Life Membership is confirmed with a majority of 75% of the total eligible vote of members present.
- (6) Life Members will not be required to pay any levies, fees or subscriptions from the date Life Membership is conferred.
- (7) Life Membership shall be limited to no more than 6 members at any one time.

## **6. 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 clause 10(2) within 2 months after the fee is due.*

**7. 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, and
- (b) terminates on cessation of the person's membership.

**8. Resignation of Membership**

- (1) *A member of the Association 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.*
- (2) *If a member of the Association ceases to be a member under sub-clause (1), 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.*

**9. Register of Members**

- (1) The Public Officer and The Committee of Management must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) At the main premises of the Association, or
  - (b) If the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (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.
- (5) *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.*
- (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 Regulation.*

**10. Fees and subscriptions**

- (1) *A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Committee,*
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association an annual membership fee of \$2 or, some other amount as determined by the Committee -
  - (a) except as provided by paragraph (2), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.



### **11. 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 10.

### **12. Resolution of Disputes**

- (1) To minimise internal disputes the Association shall have guidelines in place that outline:
  - (a) The principles of volunteering, and
  - (b) The rights and responsibilities of volunteers within the Association.
- (2) The Association shall resolve all disputes between members (in their capacity as members) of the Association, and disputes between members, applicants and the Association, as per the requirements of the Conflict Resolution Code contained within the Community Broadcasting Code of Practice.
- (3) Disputes that cannot be resolved as per clause 2 are to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (4) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and to supply copies to the mediator.

### **13. Disciplining of Members**

- (1) A complaint may be made to the Committee of Management by any person that a member of the Association:
  - (a) Has persistently refused or neglected to comply with a provision or provisions of these rules and/or station rules, or,
  - (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint the Committee of Management:
  - (a) Must cause notice of the complaint to be served on the member concerned; and
  - (b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee of Management in accordance with the complaint; and
  - (c) Must meet with the member within 14 days, if so requested by the member, to receive any verbal submissions to the Committee of Management in connection with the complaint. The member may be represented by or supported in this submission by any person or evidence that the member determines;
  - (d) Must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Committee of Management 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*.
- (4) If the Committee of Management expels or suspends a member, the secretary must, within 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 of Management for having taken that action and of the member's right of appeal under clause 12.

- (5) 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 14, whichever is the later.

**14. Right of Appeal of Disciplined Member**

- (1) A member may appeal to the Association in a special general meeting against a resolution of the Committee of Management under clause 11, within 7 days after notice of the resolution is served on the 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 member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee of Management, 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.
- (4) At a special general meeting of the Association convened under subclause (3):

No business other than the question of the appeal is to be transacted, and

  - (a) The Committee of Management and the member must be given the opportunity to state their respective cases orally or in writing, or both,
  - (b) The member may be represented, by, or supported in this submission, by any person or evidence that the member determines, and
  - (c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - (d) *The appeal is to be determined by a majority of 75% of votes cast by members present at the meeting of the Association.*
- (5) If, at the special general meeting, the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **Part 3 - The Committee of Management**

#### **15. Powers of the Committee of Management**

*Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:*

- (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 this constitution 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.

#### **16. Composition and Membership of Committee**

- (1) Subject in the case of the first members of the Committee of Management to Section 21 of the Act, the Committee of Management is to consist of:

- (a) The office bearers of the Association, and
- (b) Six (6) committee members,

Each of whom is –

- (a) A Community Member and/.or Life Member of the Association, and
- (b) Does not hold any other office or is engaged in any employment relationship with the Association, whether paid or unpaid, other than those specified in these rules, with the Association.

And is to be elected at an annual general meeting of the Association under Rule 17.

- (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 office-bearer and committee member shall hold office until the conclusion of the next annual general meeting following the date of their appointment.
- (4) A committee member (may hold up to 2 offices other than that of President and Vice-president).
- (5) In the event of a casual vacancy occurring on the Committee of Management, the Committee of Management may appoint a member of the Association, who is qualified as per clause (1), to the remaining period of the original holder of the position. Members so appointed are eligible for election to any future Committee of Management.
- (6) In addition to the Members elected to the Committee of Management in accordance with this constitution, the Committee of Management shall also comprise any person co-opted to it by the Committee of Management but any person so co-opted shall not be entitled to vote at meetings of the Committee of Management.

#### **17. Election of Committee Members**

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

- (a) Must be made in writing, signed by 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
  - (b) Must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee of Management, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
  - (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
  - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
  - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
  - (6) The ballot for the election of the office-bearers and committee members of the Committee of Management shall be by secret ballot and is to be conducted at the annual general meeting in such usual and proper manner as the Committee of Management may direct.
  - (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.
  - (8) All officers are eligible to stand for re-election.

#### **18. 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 of Management.
  - (b) The names of members of the Committee of Management present at a Committee of Management meeting or a general meeting, and
  - (c) All proceedings at Committee of Management meetings and general meetings.
  - (d) All Correspondence In and Out.
- (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.
- (4) The Secretary is responsible for the calling of all meetings pertaining to the Association.

#### **19. Treasurer**

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

- (a) That all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) 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.

**20. Casual Vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the Committee of Management 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 21, or
- (f) Becomes a mentally incapacitated person, or
- (g) Is absent without the consent of the Committee of Management from 3 consecutive meetings of the Committee of Management, or
- (h) No longer is eligible to hold office under rule 16(1).

**21. Removal of Member**

- (1) The Association in a special general meeting may by resolution remove any member of the Committee of Management 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 of Management to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length of time) and requests that the representation be notified to the members of the Association, the Secretary or the President must send a copy of the representations to each member of the Association with the notice *of the special general meeting to be held within 21 days at which the resolution is to be considered.*
- (3) The member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**22. Meetings and Quorum**

- (1) The Committee of Management must meet at least 6 times in each period of 12 months at such place and time as the Committee of Management may determine.
- (2) Additional meetings of the Committee of Management may be convened by the President or Secretary of the Committee of Management.
- (3) Oral or written notice of a meeting of the Committee of Management must be given by the Secretary to each member of the Committee of Management at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee of Management) before the time appointed for the holding of the meeting.
- (4) Any six (6) of the members of the Committee of Management constitute a quorum for the transaction of the business of a meeting of the Committee of Management.
- (5) No business is to be transacted by the Committee of Management 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.
- (6) 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.
- (7) At a meeting of the Committee of Management:

- (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 of Management as may be chosen by the members present at the meeting is to preside.

**23. Delegation by Committee of Management to Sub-Committee**

- (1) The Committee of Management may, by instrument in writing, delegate to one or more Sub-Committee(s) the exercise of such of the functions of the Committee of Management 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 of Management by the Act or by any other law.
- (2) The sub-committee in accordance with the terms of the delegation may while the delegation remains unrevoked, exercise a function the exercise of which has been delegated to a sub-committee under this rule from time to time.
- (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 of Management 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 of Management.
- (6) Sub-committee members shall be elected at an annual general meeting of the Association as per Rule 17 for a period of 12 months unless the delegation is revoked as per clause (9) before the expiry of the 12 month period.
- (7) A sub-committee may meet and adjourn, as it thinks proper.
- (8) A sub-committee shall consist of;
  - (a) A chair (who must be a member of the Committee of Management) appointed by the Committee of Management
  - (b) *Any number of members, as determined by the Committee of Management, appointed by the Committee of Management, with the proviso that the number of appointed members shall not be greater than the number of elected members.*
- (9) *The membership of the Association upon a majority vote may, by instrument in writing, revoke wholly or in part any delegation under this rule.*

**24. Voting and Decisions**

- (1) Questions arising at a meeting of the Committee of Management or of any sub-committee appointed by the Committee of Management are to be determined by a majority of the votes of members present at the meeting.
- (2) Each member present at a meeting of the Committee of Management or of any sub-committee appointed by the Committee of Management (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 rule 22(5), the Committee of Management may act despite any vacancy on the Committee of Management.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee of Management or by a sub-committee appointed by the Committee of Management, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee of Management or sub-committee.

## Part 4 - General Meetings

### 25. *Annual General Meeting – 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) *Within 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.*

### 26. *Annual General Meetings – Calling of and Business at*

- (1) The annual general meeting of the Association is, subject to the Act and to rule 25, to be convened on such date and at such place and time as the Committee of Management thinks fit..
- (2) In addition to any other business which may ne 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 of Management reports on the activities of the association during the last preceding financial year;
  - (c) To elect office-bearers of the Association and ordinary committee members;
  - (d) To elect members of the Association's current sub-committees established by the Committee of Management under rule 23;
  - (e) To receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### 27. *Special General Meetings – Calling of*

- (1) The Committee of Management may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee of Management must, on the requisition in writing of at least 5 percent 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
  - (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 of Management 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 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee of Management any member who

consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

**28. 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 14 days before the date fixed for the holding of the general meeting, give a notice to each member 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 14 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under 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 rule 28(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.
- (5) The Association shall hold no less than four general meetings each financial year. The annual general meeting will not be counted as one of the four meetings for this purpose only. The Secretary shall notify all members in writing as per clause 28(1) of said meetings.

**29. 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) 10 members 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 such other case, 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 presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (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 5 members (being members entitled under these rules to vote at a general meeting) is to constitute a quorum.

**30. 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 numbers to preside as chairperson at the meeting.



### **31. 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 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.
- (3) Except as provided in 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.

### **32. Making of Decisions**

- (1) A question arising at a general meeting of the Association is to be determined by either
  - (a) A show of hands, or
  - (b) If, on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a ballot – a written ballot is to be conducted,
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person 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.

### **33. Special Resolution**

A resolution of the Association is a special resolution:

- (a) If it is passed by a majority which comprises at least seventy five percent (75%) of such members of the Association, as, being entitled under these rules so to do, vote in person at a general meeting of which at least 14 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) Where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

### **34. Voting Rights**

On any question arising at any meetings of the Association:

- (1) A Community member, that is a natural person, irrespective of the type of class of membership will have Two (2) votes.
- (2) An Associate member who is a natural person, irrespective of the type of class of membership will have One (1) vote.

- (3) A Group Community member, consisting of a Corporation, Group, Organization, institution or other unincorporated body will have Two (2) votes.
- (4) A Group Associate member, consisting of a corporation, group, organization, institution or other unincorporated body will have One (1) vote.
- (5) A Life member will have Two (2) votes.
- (6) A Friends of the Association will not be eligible to vote
- (8) In the case of equality of votes on a question at a general meeting the chairperson of the meeting is entitled to exercise a second or casting vote.
- (7) All votes must be given personally

**33. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

**Part 5 - Miscellaneous**

**36. Insurance**

- (1) The Association must effect and maintain insurance under section 44 of the Act. In addition to the insurance required under clause (1), the association may effect and maintain other insurances.

**37. Disclosure of Interest in Contracts or Arrangements**

- (1) A member of the committee or any sub-committee *who has a material or financial interest in any contract or arrangement* proposed to be made with the Association shall disclose that interest at the first meeting of the committee or sub-committee at which the contract or arrangement is first taken into consideration if the interest then exists or, in any other case, at the first meeting of the committee or sub-committee after the acquisition of the interest.
- (2) If such a member acquires and interest in a contract or arrangement after it is made or entered into, or becomes aware of any interest not previously known, he or she shall disclose the interest at the first meeting of the committee or sub-committee after becoming so interested or aware.
- (3) No member of the committee or sub-committee shall vote as a member of the committee or of a sub-committee in respect of any contract or arrangement in which that member has an interest and any vote so cast in contravention of the provisions of the sub-clause shall not be counted.

**38. Funds - Source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee of Management 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 or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**39. 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 of Management determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee of Management or employees of the association, being members or employees authorised to do so by the Committee of Management.

**40. Indemnity**

Every member of the Committee of Management, every sub-committee, every auditor, or employees for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which he or she is acquitted or in conjunction with any application under the Act in which relief is granted to him or her by the court.

**41. Alteration of Objects and Rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

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.

**42. Common Seal**

- (1) The common seal of the Association must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee of Management and the affixing of the common seal must be attested by the signatures of 2 members of the Committee of Management or of one (1) member of the Committee of Management and of the public officer or Secretary.

**43. Custody of Books etc**

Except as otherwise provided by this constitution, 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.

**44. Inspection of Books etc.**

- (1) The following documents must be made available for 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,
  - (c) Minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

**45. 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 address of the person, or

- (c) By sending it by facsimile transmission or some other form of electronic transmission (e.g. email) 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, (eg.email) 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.

**46. 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 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

*Note: Schedule 1 of the Act provides that an Association's constitution is to address the Association's financial year.*

## 2MCR Macarthur Community Radio Association Incorporated

### Appendix 1 Application for Membership of Association



**2MCR Macarthur Community Radio Association Inc.**  
 P.O. Box 1420 Campbelltown NSW 2560 Ph: 02 4625 2768 Fax: 02 4627 0670  
**Application for Membership - Individual or Group**

<b>Title</b>	<b>Surname</b>	<b>First Name</b>	<b>Group or Association Name</b>		
<b>Date of Birth</b> .... / .... / .....		<b>Membership Type</b> (tick)	<b>Full</b> <input type="checkbox"/>	<b>Concession</b> <input type="checkbox"/> <small>(Proof required)</small>	<b>Friend or Supporter</b> <input type="checkbox"/>
<b>Home Address :</b>					
<b>Suburb :</b>			<b>State :</b>	<b>Postcode :</b>	
<b>Postal Address :</b> <small>Leave blank if same as above.</small>					
<b>Suburb :</b>			<b>State :</b>	<b>Postcode :</b>	
<b>Contact Numbers</b>	<b>Home:</b>	<b>Work:</b>		<b>Mobile:</b>	
<b>Fax No:</b>	<b>Email:</b>				
<b>Field of Expertise</b> <small>Please specify</small>					
<b>Reason for Joining :</b>	<b>Presenter</b> <input type="checkbox"/>	<b>Volunteer</b> <input type="checkbox"/>	<b>Office Help</b> <input type="checkbox"/>	<b>Panel Operator</b> <input type="checkbox"/>	
<b>Type of Show you would like to present :</b>					
<b>Music format :</b>	<small>Programmes are allocated by the Programme Committee as they become available</small>				
<b>Declaration</b> I hereby make application to join Macarthur Community Association Incorporated and agree to abide by the Articles of Association and the Station Rules. I understand that any service given as a Member of the Association is on a voluntary basis in accordance with the Aims and the Objectives of the Association. I further agree to pay all charges and fees as authorised under the Articles and Rules of the Association. I further undertake to notify the Board of Management should any matter be likely to bring the Radio Station into disrepute." <i>When your application is approved - You will be given all relevant documents necessary for your information as per Membership rules.</i>					
<b>Print Name</b>	<b>Signature</b>		<b>Date</b> .... / .... / .....		
<b>Membership Fees &amp; Charges:</b>	All fees and charges quoted are inclusive of GST				
<b>Joining Fee:</b>	<b>\$ 5.50</b>	This is only a once off joining fee or re-joining fee			
<b>Concession Members :</b> <small>Conditions apply</small>	<b>\$ 27.00</b>	Annual Concession fee			
<b>Full Membership:</b>	<b>\$ 44.00</b>	Annual Full Membership fee			
<b>Group Membership</b>	<b>\$ 110.00</b>	Annual Group Membership fee			
<b>Support of 2MCR</b>	<b>\$ 10.00</b>	Annual Supporter Membership fee, <b><i>no voting rights.</i></b>			
<b>Note :</b> Should your membership expire due to annual fees not being paid by the due date, then the membership will expire. A new Membership application is to be completed and another joining fee to be paid. <b>Do not send any money with this application.</b> <i>You will be advised of the Association's decision on your Application and will be issued with an invoice at that time.</i>					
<b>Induction :</b> .... / .... / .....	<b>Membership No.</b>		<b>Receipt No.</b>	<b>Amount: \$</b>	
<small>Your Membership receipt must be retained as proof of payment                  All new members must attend an induction meeting. You will be advised of the date that you will be required to attend                  When attending the induction all fees and charges must be paid at that time.</small>					
<b>Office Use Only</b>	<b>Date Received</b>	<b>Date Accepted</b>	<b>Date Advised</b>		
	.... / .... / .....	.... / .... / .....	.... / .... / .....		