



**Macarthur Community Radio
Association Incorporated**

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Articles of Association

March 2021

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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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Articles of Association

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Macarthur Community Radio Association Incorporated
March 2021

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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.
- (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 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:

- a. **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.
- b. **Director-General** means the Director-General of the Department of Services Technology and Administration.
- c. **The Association** means MacArthur Community Radio Inc.
- d. **Committee** - means the Committee of Management of the Association required by Section 28 of the Act
- e. **AGM** means Annual General Meeting
- f. **General Meeting** means a meeting of the association other than an Annual General Meeting or a Special Meeting

- g. **Special Meeting** - means a meeting called at the behest of at least 5% of the membership of the association
- h. **Financial Member** means a member who has:
 - i. paid their Entrance Fee
 - ii. paid their Annual Membership fee for the current and previous membership years (July 1st – June 30th each year)
 - iii. paid any other money due and payable to the association
- i. **Life Member** means a person who has been duly elected as a life member of the association in accordance with these Rules.
- j. **Member** means a member of the association including a Life
- k. **Committee Member** means a member of the Committee who is not an office bearer of the association, as referred to in rule 16 (1).
- l. **The Regulation** means the Associations Incorporation Regulation 2010
- m. **Secretary** means:
 - i. the person holding office under these rules as secretary of the association, or
 - if no such person holds that office - the public officer of the association.

(2) In these rules:

- a. a reference to a function includes a reference to a power, authority and duty, and
- b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

Part 2. Membership

3. Membership Qualifications

- (1) A person is eligible to be a member of the association if:
 - a. the person is a natural person, and
 - b. the person has applied and been approved for membership of the association in accordance with clause 3.
- (2) A person is taken to be a member of the association if:
 - a. the person is a natural person, and
 - b. the person was a member of the unincorporated body immediately before the registration of the association.

4. Application for Membership

- (1) An application by a person for membership of the association:
 - a. must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the Committee, and
 - b. must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- (2) The Secretary will refer all applications for membership to the next meeting of the Committee, which will determine whether to approve or reject the application.
- (3) An application for membership of the association may only be rejected if:
 - a. there are reasonable grounds to believe that the applicant would:
 - i. not abide by the rules and objectives of the association; or
 - ii. not abide by the Broadcast Services Act, the Community Code of Practice or any other applicable law; or
 - iii. pose a security risk to other members of the assets of the association.
 - b. has previously been dismissed or expelled from the association.
- (4) If the Committee approves a membership application:
 - a. the applicant must be notified of their acceptance and invoices for their entrance and annual subscription fees (including the due date)
 - b. the applicant must pay any fees owing within 28 days from receipt of the notification to ensure their application does not lapse
- (5) The Secretary must, on payment by the application of their entrance and annual subscription fees upon receipt of the relevant fees from the Applicant the Secretary must cause the Member's name to be entered on the Register of Members.
- (6) If the Committee declines an applicant, within 7 days after the action is taken:
 - a. the Secretary must provide written notice of the action taken to the applicant
 - b. provide the reasons given by the Committee for having taken that action
 - c. notify the applicant of their right to appeal under clause 13.

5. Cessation of Membership

- (1) A person ceases to be a member if the person:
 - a. dies, or
 - b. resigns membership, or
 - c. is expelled or dismissed from the association, or
 - d. fails to pay the annual membership fee under Rule 10 (3) by July 1st each year

6. Membership Entitlements not Transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted to another person; and terminates on cessation of the person's membership.

7. Resignation of Membership

- (1) A member of the association may resign by providing at least one-month written notice to the Secretary. On the expiration of the period of notice, the member ceases to be a member.
- (2) If a member 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 the appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) A person who for any reason whatsoever ceases to be a member of the association shall not have any claim, monetary or otherwise, upon the association or its property.
- (4) Membership fees are not refundable at any time.

8. Life Membership

- (1) A member may nominate a member of the association, as defined in Part 2, for Life Membership of the association for exceptional service to the association.
- (2) The Secretary will include the nomination for Life Membership on the agenda for the next Annual General Meeting of the association for determination by the members.
- (3) At the meeting called in Clause 2 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.
- (4) Life Members will not be required to pay any levies, fees or subscriptions from the date Life Membership is conferred.
- (5) Life Membership shall be limited to no more than 6 members at any one time

9. Register of Members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email 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.
 - c.
- (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 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) Each member, existing or new, shall be deemed to have requested that any information contained in the register of members (other than the member's name and date on which the person became a member) must not be made available for inspection to any member.
- (6) A member must not use information about a person obtained from the register other than through the Secretary or with the express consent of the Committee and only 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
 - b. any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form it must be convertible into hard copy.

10. Entrance & Annual Membership Fees

- (1) The Committee will set the amount of the Entrance & Annual Membership fees.
- (2) A member of the association must, on admission to membership pay:
 - a. Entrance Fee
 - b. Annual Membership Fee (pro-rata for the remaining months in the year)
- (3) The Association Membership year runs from July 1st – June 30th each year.
- (4) Members other than Life Members must pay the association an Annual Membership Fee by July 1st each year.
- (5) The Secretary must notify all Members other than Life Members their Annual Membership Fee is due before May 1st each year.

11. Members' Liabilities

- (1) The liability of a member 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 in rule 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 written complaint may be made to the Committee by any person that a member of the association:
 - a. has refused or neglected to comply with a provision or provisions of these rules, or
 - b. has willfully acted in a manner prejudicial to the interest of the association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - a. must cause notice of the complaint to be served on the member concerned and
 - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - c. must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel or dismiss 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.
- (5) If the Committee expels, suspends or dismisses a member, the secretary must, within 7 days after the action is taken:
 - a. cause written notice to be given to the member of the action taken.
 - b. detail the reasons given by the Committee for having taken that action and
 - c. note the member's right of appeal under Rule 14.
- (6) The expulsion, suspension or dismissal 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 rule 14, whichever is the later.

14. Right of Appeal of Disciplined Member

- (1) A member may appeal to the association in general meeting against a resolution of the Committee under rule 13, 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 the member under clause (1), the secretary must notify the Committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - a. no business other than the question of the appeal is to be transacted,
 - b. the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members present at that meeting.

Part 3. Management Committee

15. Powers of the Management Committee

- (1) Subject to the Act, the Regulation and this constitution and 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, 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 Management Committee

- (1) The Committee is to consist of seven (7) Committee members:
 - a. the four (4) office bearers of the association,
 - i. the president
 - ii. the vice-president
 - iii. the treasurer,
 - iv. the secretary.
 - b. and three (3) ordinary Committee members
- (2) Each Committee member will be:
 - a. Elected at the Annual General Meeting of the Association (see clause 17) or Management Committee to fill a casual vacancy (see clause 20)
 - b. A financial member of the Association for at least 12 months at the time of nomination unless they are filling a casual vacancy.

- (3) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting.
- (4) There is no maximum number of consecutive terms for which a committee member may hold office.
- (5) The Secretary is responsible for maintaining a register of Committee members, as required by the Act and the Regulations
- (6) The Committee Register must:
 - a. be kept at the association's main premises or official address;
 - b. record any change in the Committee membership within one month of the change occurring; and
 - c. be made available for inspection by any person, free of charge, at all reasonable hours.

17. Election of Committee Member

- (1) Nominations of candidates for election as office-bearers or as ordinary Committee member:
 - a. must be made in writing in a form approved by the Committee from time to time, signed by 2 members and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), 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, 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 office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office- bearer or as an ordinary Committee member must had been a financial member of the association for at least 12 months at the time of nomination.

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,
 - b. the names of members of the Committee present at a Committee meeting or a general meeting,
 - c. all proceedings at Committee meetings and general meetings, and
 - d. maintain such other records or perform such other acts as are required by these rules or the Act or the Regulation.
- (3) Minutes of proceedings at a meeting can be kept in either written or electronic form, must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting either by hand or electronically.

19. Treasurer

- (1) 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 authorized 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

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member (as per sec 17 (1) a) to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting for election of officers next following the date of the appointment.
- (2) 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, or
 - c. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d. resigns office by notice in writing given to the secretary, or
 - e. is removed from office under clause 21, or
 - f. becomes a mentally incapacitated person, or
 - g. is absent without the consent of the Committee from three consecutive meetings of the Committee, or
 - h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

21. Removal of Committee Members

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

22. Committee Meetings

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

23. Delegation by Committee to a Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - a. this power of delegation, and
 - b. a function which is a duty imposed on the Committee by the Act or any other law.
- (2) A function the exercise of which has been delegated to a sub committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.
- (8) Committee and Sub-committee meetings can be held at 2 or more venues using any technology the Committee approves. Whatever technology is used, it must give each member a reasonable opportunity to participate.
- (9) A member who has served at least two years on a Sub-Committee appointed by the Committee is also eligible to be an office bearer of the Association

24. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the motion *lapses*.
- (3) Members of Committee or Sub-committees who participate at meetings using technology approved by Committee (refer Clause 23 (8)) have the same rights as members who are present at the meeting, including voting rights.
- (4) Subject to rule 22(5), the Committee may act despite any vacancy on the Committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any

defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub committee.

Part 4. Meetings

25. Annual General Meetings

- (1) The association must hold its annual general meeting:
 - 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.
- (2) The annual general meeting of the association is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the Committee thinks fit.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a. to confirm the minutes of the last annual general meeting;
 - b. to receive from the Committee reports on the activities of the association during the last preceding financial year;
 - c. to elect office-bearers of the association and ordinary members of the Committee; and
 - d. to receive and consider any financial statement or report required to be submitted to members under the Act.
- (4) An annual general meeting must be specified as such in the notice convening it.

26. General Meetings

- (1) The Committee may, whenever it thinks fit, convene a general meeting of the association.

27. Special Meetings

- (1) The Committee must, on the requisition in writing or by electronic means of at least 5 per cent of the total number of members, convene a special general meeting of the association.
 - a. A requisition of members for a special general meeting:
 - i. must state the purpose or purposes of the meeting, and
 - ii. must be signed by the members making the requisition, and
 - iii. must be lodged with the secretary, and
 - iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition
 - b. If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- c. A special general meeting convened by a member or members as referred to in clause (b) must be convened as nearly as is practicable and in the same manner as general meetings are convened by the Committee.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general or annual general meeting does not require 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 or annual general meeting requires a special resolution of the association, the secretary must, at least 28 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 or annual 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 or annual general meeting may give notice in writing of that business at least 30 days prior to the meeting to the secretary who must include that business in the next notice calling a general or annual general meeting given after receipt of the notice from the member.

29. Quorum for Meetings

- (1) No item of business is to be transacted at a general meeting or an annual general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten (10) members present in person (being members entitled under these rules to vote at a general meeting or annual 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 or annual general meeting a quorum is not present, the meeting:
 - a. if it is a Special Meeting convened on the requisition of members, it is to be dissolved, and
 - b. in any other case, it 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) are to constitute a quorum.

30. Meeting Chairperson

- (1) The president or, in the president's absence, the vice- president, is to preside as chairperson at each meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting

31. Adjournment

- (1) The chairperson of a 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 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 meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Decision Making

- (1) A question arising at any 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 written ballot, then a written ballot must take place.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- (4) A resolution put to a vote at any meeting being held using technology can be decided using a suitable method as determined by Committee.

33. Special Resolutions

- (1) A special resolution may only be passed by 75% of financial members present in accordance with section 39 (1)(c) of the Act.

34. Voting

- (1) Only a financial member may vote, and each financial member has **one** vote.
- (2) All votes must be given personally or by another method (refer Clause 35) as determined by the Committee.
- (3) In the case of an equality of votes on a question at any meeting, the motion will ***lapse***.

35. Proxy Voting

- (1) Proxy voting **must not** be undertaken at or in respect of any meeting of the Association.

36. Electronic Ballot

- (1) **Electronic Ballot** - The Association may hold an Electronic Ballot to determine any issue or proposal (other than an appeal under clause 14) as the Committee determines to be fit and proper.

Part 5. Miscellaneous

37. 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.

38. 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 an 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.

39. Funds

- (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 authorized deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) 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.
- (5) 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 authorized to do so by the Committee of Management.

40. Indemnity

- (1) 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. Changes to the Objects and Rules

- (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.
- (2) 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. Books

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

44. 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 (eg.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.

45. Financial Year

- (1) 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.

46. Distribution of Property on Winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

47. Inspection of Books

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - a. records, books and other financial documents of the association,
 - b. this constitution,
 - 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.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

48. Public Fund

1. The association will establish and maintain a public fund.
2. Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the ATO.
3. The public will be invited to contribute to the fund
4. The fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of [name of organisation]
5. No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
6. The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
7. Receipts for gifts to the public fund must state
 - (a) the name of the public fund and that the receipt is for a gift made to the public fund
 - (b) the Australian Business Number of the company
 - (c) the fact that the receipt is for a gift, and
 - (d) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

49. Winding-up Public Fund

1. If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997

49. Profits

1. It must not pay any of its profits or financial surplus, or give any of its property, to its members, beneficiaries, controllers owners (as appropriate)

50. Public Fund Compliance

1. The company must comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for the company's principal purpose.
2. The company must provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund every 6 months