

**OBJECTS AND RULES  
OF YASS COMMUNITY RADIO  
ASSOCIATION INCORPORATED**



**2.2.1. amended 19.11.07**

**1.3.1. amended 19.05.08**

**3.3.5. amended 19.05,08**

**Complete revision 2006**

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The seal of the Yass Community Radio Association Incorporated has been attached to this document in accordance with a resolution of the Association at a meeting held on 19<sup>th</sup> February 2007.

Signatories.

|           |                |                  |
|-----------|----------------|------------------|
| President | Geoff Frost    | ..... Date ..... |
| Secretary | Stuart Horsman | ..... Date.....  |

**This copy is number 0 of 4.**

## 1.0 PRELIMINARY

### 1.1 ASSOCIATION NAME

The name of the organisation shall be “Yass Community Radio Association Incorporated”

### 1.2 OBJECTS

The objects of the Association are to foster, establish and deliver community radio, and other community based electronic communication services to, and for the benefit of, the community of the Yass region.

### 1.3 DEFINITIONS

#### 1.3.1

In these rules:

“**an affiliate**” means a local, community, not for profit organisation, with aims and objects of promoting sporting, cultural, charitable and service ideals and any other organisation with similar principles and practices;

“**member**” means a person who has applied and been accepted by the Association as a member and has paid current membership fees with voting rights and responsibilities.’

“**ordinary member**” means a member of the Board who is not an office-bearer of the Association, as referred to in rule 3.2.2;

“**secretary**” means, the person holding office under these rules as secretary of the Association, and who is also the public officer of the Association;

“**the Association**” means Yass Community Radio Association Incorporated;

“**special general meeting**” means a general meeting of the Association called for a special purpose or called by members of the Association in terms of these rules, and other than an annual general or quarterly meeting;

“**the Act**” means the Associations Incorporation Act 1984;

“**the Regulation**” means the Associations Incorporation Regulation 1994.

#### 1.3.2

In these rules,

#### 1.3.2.1

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

#### 1.3.2.2

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

#### 1.3.3

The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would apply if these rules were an instrument made under the Act.

## 2 MEMBERS / AFFILIATES

### 2.1 MEMBERSHIP QUALIFICATIONS

#### 2.1.1

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

- 2.1.1.1 that person is a person referred to in section 15 (1) (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
- 2.1.1.2 the person is a natural person,
- 2.1.1.2.1 who has applied for membership of the Association as provided by rule 2.5.1; and,
- 2.1.1.2.2 who has been approved for that membership of the Association by the Board.

## **2.2 AFFILIATE QUALIFICATIONS.**

- 2.2.1 A local community organisation may become an affiliate of the Association. The fee for an affiliate is set or confirmed at each Annual General Meeting. An affiliate of the Association does not have voting rights at a meeting of the association nor can any member of the affiliated organisation be elected to any position in the Association, unless the person is a *bona fide* member of the Yass Community Radio Association Inc.

## **2.3 LIFE MEMBER.**

- 2.3.1 The Association may, at the recommendation of the Board, elect life members at its annual general meeting. Life membership should only be conferred upon those who are highly regarded in the Association, have given long and meritorious service to the Association, generally considered to be in excess of five years, and who have reached the situation in their life in the Association where they prefer to take a less active role in the affairs of the Association.

## **2.4 PATRON.**

- 2.4.1 The Association may, at its Annual General meeting, appoint a patron. There should be only one patron at any one time. The patron should be highly regarded and have long standing within the community.

## **2.5 APPLICATION FOR MEMBERSHIP**

- 2.5.1 An application for membership of the Association –
- 2.5.1.1 shall be made by the applicant in the form provided; and,
- 2.5.1.2 shall be lodged together with the current fee with the Officer of the Board responsible for membership, who will notify the Secretary of the details of any new application so that it may be dealt with in terms of these rules.
- 2.5.2 As soon as practicable after receiving an application for membership, the secretary shall, refer the application to the Board which shall determine whether to approve or reject the application. An application may only be rejected if –
- 2.5.2.1 the applicant is resident outside the defined broadcast area of the Association,
- 2.5.2.2 there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the Association,
- 2.5.2.3 required by law,
- 2.5.2.4 the applicant has been convicted of an indictable offence,
- 2.5.2.5 there are reasonable grounds to believe that the applicant would not abide by the community broadcasting code of practice, or
- 2.5.2.6 there are reasonable grounds to believe that the applicant would pose a security risk to the members, property or premises of the Association.
- 2.5.3 Where the Board resolves;
- 2.5.3.1 to approve an application for membership, the secretary shall, as soon as practicable

after that resolution, arrange for the notification of the applicant of that approval and enter the applicants name in the register of members, and upon the name being so entered, the applicant becomes a member of the Association;

2.5.3.2 to reject an application for membership, the applicant shall have rights of reply and appeal under clauses 2.6 and 2.15.1. Where the applicant exercises the right of reply, the resolution of the Board is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 21 days after the service on the applicant of a notice under clause 2.6.1, confirms the resolution in accordance with this rule.

2.5.4 The secretary shall, upon the resolution of the Board to reject an application being overturned on reply or appeal, enter the applicant's name in the register of members, and upon the name being so entered, the applicant becomes a member of the Association.

## **2.6 RIGHT OF REPLY OF REJECTED APPLICANT.**

2.6.1 Where the Board passes a resolution under clause 2.5.5.2 the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant,

2.6.1.1 setting out the resolution of the Board and the grounds on which it is based,

2.6.1.2 stating that the applicant may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice,

2.6.1.3 stating the date, place and time of that meeting, and,

2.6.1.4 informing the applicant that he may do either or both of the following,

2.6.1.4.1 attend and speak at that meeting,

2.6.1.4.2 submit to the Board, at or prior to the date of that meeting, written representations relating to the resolution.

2.6.2 At a meeting of the Board held as referred to in clause 2.6.1.2 the Board shall –

2.6.2.1 give to the applicant an opportunity to make oral representations,

2.6.2.2 give due consideration to any written representations submitted to the Board by the applicant at or prior to the meeting, and,

2.6.2.3 by resolution determine whether to confirm or to revoke the resolution.

2.6.3 Where the Board confirms a resolution under clause 2.5.5.2, the secretary shall, within 7 days after that confirmation, by notice in writing inform the applicant of the reasons for the confirmation and of the right of appeal under rule 2.15.

## **2.7 CESSATION OF MEMBERSHIP/AFFILIATESHIP**

2.7.1 A person ceases to be a member of the Association if the person,

2.7.1.1 dies, or

2.7.1.2 resigns membership, or

2.7.1.3 is expelled from the Association, or

2.7.1.4 has fees which have remained unpaid after 30<sup>th</sup> September.

2.7.2 An affiliation to the Association ceases, if fees remain unpaid after 30<sup>th</sup> September.

## **2.8 MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE**

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

2.8.1.1 is not capable of being transferred or transmitted to another person, and

2.8.1.2 terminates on cessation of the person's membership.

## **2.9 RESIGNATION OF MEMBERSHIP**

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

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

2.9.3 If a member of the Association ceases to be a member under clause 2.9.2, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **2.10 REGISTER OF MEMBERS**

2.10.1 The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

2.10.2 The register of members must be kept at the principal place of administration of the Association and must be open for inspection free of charge, by any member of the Association at any reasonable hour.

## **2.11 FEES AND SUBSCRIPTIONS**

2.11.1 A member of the Association must, on admission to membership, pay to the Association such entrance fee as may be determined from time to time at the annual general meeting of the Association.

2.11.2 In addition to any amount payable by a member under clause 2.11.1, a member of the Association must pay to the Association the annual fee as set at the previous Annual General Meeting,

2.11.2.1 except as provided by paragraph 2.11.2.2, before 1st October, being three months into the new financial year, or

2.11.2.2 if the member becomes a member after 1<sup>st</sup> July in any calendar year, on becoming a member, and then in the next year, as a renewal of membership in terms of 2.11.2.1 above.

2.11.3 The fees for an affiliate are set or confirmed at the Annual General Meeting and are payable at entry or at renewal time if the affiliate wishes to continue. Affiliateship lapses if fees remain unpaid after 30 September.

## **2.12 MEMBERS LIABILITY**

2.12.1 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 rule 2.11.

## **2.13 RESOLUTION OF INTERNAL DISPUTES**

2.13.1 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

## **2.14 DISCIPLINING OF MEMBERS**

2.14.1 A complaint may be made by any member of the Association that some other member of the Association:

2.14.1.1 has persistently refused or neglected to comply with a provision or provisions of these rules, or the policies and procedures of the Association, or

2.14.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association, or

2.14.1.3 on air, has persistently been non-compliant with the legal requirements of community broadcasting.

2.14.2 On receiving such a complaint, the Board:

2.14.2.1 must cause notice of the complaint to be served on the member concerned; and

2.14.2.2 must give the member at least 14 days from the time the notice is served with which to make submissions to the Board in connection with the complaint; and,

2.14.2.3 must take into consideration any submissions made by the member in connection with the complaint.

2.14.3 The Board may, by resolution, expel a 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.

2.14.4 If the Board 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 Board for having taken that action and of the member's right of appeal under rule 2.15.

2.14.5 The expulsion or suspension does not take effect:

2.14.5.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

2.14.5.2 if within that period the member exercised the right of appeal, unless and until the

Association confirms the resolution under rule 2.15.5 whichever is the later.

## **2.15 RIGHT OF APPEAL OF REJECTED APPLICANT OR DISCIPLINED MEMBER**

2.15.1 A member may appeal to the Association in a general meeting against a resolution of the Board under rules 2.6.2.3 and 2.14.3, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

2.15.2 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.

2.15.3 On receipt of a notice from a member under clause 2.15.1, the secretary must notify the Board 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.

- 2.15.4 At a general meeting of the Association convened under clause 2.15.3,
- 2.15.4.1 no business other than the question of the appeal is to be transacted; and
- 2.15.4.2 the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- 2.15.4.3 the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 2.15.5 If at the general meeting, the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **3.0 THE BOARD**

#### **3.1 POWERS OF THE BOARD**

- 3.1.1 The Board is the Board of management of the Association and subject to, the Act, the Regulation and these rules and to any special resolution passed by the Association in general meeting:
  - 3.1.1.1 is to control and manage the affairs of the Association; and,
  - 3.1.1.2 may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of the Association members; and,
  - 3.1.1.3 has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

#### **3.2 CONSTITUTION AND MEMBERSHIP OF THE BOARD.**

- 3.2.1 Subject in the case of the first members of the Board to section 21 of the Act, the Board is to consist of:
  - 3.2.1.1 the office-bearers of the Association; and
  - 3.2.1.2 seven (7) ordinary members, each of whom is to be elected at the annual general meeting of the Association under rule 3.3, and
  - 3.2.1.3 any member co-opted by the Board in addition to the above, in the interest of good governance.
- 3.2.2. The office-bearers of the Association are to be:
  - (a) the president
  - (b) the vice-president
  - (c) the treasurer; and
  - (d) the secretary
- 3.2.3 Each member of the Board is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 3.2.4 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **3.3 ELECTION OF MEMBERS OF THE BOARD**

- 3.3.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Board shall be made verbally at the annual general meeting at which the election is to take place.
- 3.3.2 If insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 3.3.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 3.3.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 3.3.5 The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the annual general meeting by secret ballot.

#### 3.4 **SECRETARY**

- 3.4.1 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.
- 3.4.2 It is the duty of the secretary to keep minutes of:
  - 3.4.2.1 all appointments of office-bearers and members of the Board;
  - 3.4.2.2 the names of members of the Board present at a Board meeting or a general meeting; and,
  - 3.4.2.3 all proceedings at Board meetings and general meetings.
- 3.4.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 3.4.4 The Secretary of the Association shall be the Public Officer for all purposes in the Act.

#### 3.5 **TREASURER**

- 3.5.1 It is the duty of the treasurer of the Association to ensure:
  - 3.5.1.1. that all money due to the Association is collected and received and that all payments, authorised by the Association are made: and
  - 3.5.1.2 that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- 3.5.2 The treasurer shall submit his accounts for audit in a timely fashion so that audited accounts are available for the August annual general meeting.
- 3.5.3 The treasurer shall prepare a budget for presentation to the annual general meeting for the ensuing year. This will include a recommendation for all fees and charges to apply to the coming year.

#### 3.6 **CASUAL BOARD VACANCIES**

- 3.6.1 For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:
  - 3.6.1.1 dies; or
  - 3.6.1.2 ceases to be a member of the Association; or
  - 3.6.1.3 becomes an insolvent under administration within the meaning of the Corporations law; or
  - 3.6.1.4 resigns office by notice in writing given to the secretary; or
  - 3.6.1.5 is removed from office under rule 3.7; or
  - 3.6.1.6 becomes a mentally incapacitated person; or

3.6.1.7 is absent without the consent of the Board from all meetings of the Board held during the period of 6 months.

### **3.7 REMOVAL OF BOARD MEMBER**

- 3.7.1 The Association in general meeting may by resolution remove any member of the Board 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 the office of the member removed.
- 3.7.2 If a member of the Board to whom a proposed resolution referred to in clause 3.7.1 relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **3.8 BOARD MEETINGS AND QUORUM**

- 3.8.1 The Board will meet monthly at such place and time as the Board may determine, except that during a month when an Association meeting has been held, the Board meeting may be deferred.
- 3.8.2 Additional meetings of the Board may be convened by the president or any member of the Board.
- 3.8.3 Oral or written notice of a special meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 3.8.4 Notice of a meeting given under clause 3.8.3 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 Board members present at the meeting unanimously agree to treat as urgent business.
- 3.8.5 Any four (4) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 3.8.6 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 3.8.7 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.
- 3.8.8 At a meeting of the Board:
- 3.8.8.1 the president or, in the president's absence, the vice-president is to preside; or
- 3.8.8.2 if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.
- 3.8.9 Any member of the Association may attend a Board meeting for a specific purpose provided the Secretary is notified of this attendance and the purpose, at least 48 hours before the scheduled start of the meeting. Also an Association member may attend in a general capacity. In both cases, the right to speak will be at the discretion of the

presiding member, no vote may be cast, and the member may be asked to leave the meeting at any time.

### **3.9 DELEGATION BY BOARD TO SUB-COMMITTEE**

- 3.9.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than;
  - 3.9.1.1 this power of delegation; and
  - 3.9.1.2 a function which is a duty imposed on the Board by the Act or by any other law.
- 3.9.2 A function of 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.
- 3.9.3 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.
- 3.9.4 Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- 3.9.5 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 Board.
- 3.9.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 3.9.7 A sub-committee may meet and adjourn as it thinks proper.

### **3.10 VOTING AND DECISIONS**

- 3.10.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of the members of the Board or sub-committee present at the meeting.
- 3.10.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (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.
- 3.10.3 Subject to rule 3.8.5, the Board may act despite any vacancy on the Board.
- 3.10.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **4.0 GENERAL MEETINGS**

### **4.1 HOLDING OF ANNUAL GENERAL MEETINGS**

- 4.1.1 With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general

meeting of its members. The financial year of the Association is from 1<sup>st</sup> July in one year to 30<sup>th</sup> June in the following year.

4.1.2 The Association must hold its first annual general meeting:

4.1.2.1 within the period of 18 months after its incorporation under the Act; and,

4.1.2.2 within the period of 6 months after the expiration of the first financial year of the Association.

4.1.3 Clauses 4.1.1 and 4.1.2 have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

## **4.2 CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETING**

4.2.1 The annual general meeting of the Association is, subject to the Act and to rule 4.1, to be convened on such date and at such place and time as the Board thinks fit.

4.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

4.2.2.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

4.2.2.2 to receive from the Board reports on the activities of the Association during the last preceding financial year;

4.2.2.3 to elect office-bearers of the Association and ordinary members of the Board;

4.2.2.4 to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.

4.2.3 An annual general meeting must be specified as such in the notice convening it.

## **4.3 CALLING OF SPECIAL MEETINGS**

4.3.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.

4.3.2 The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.

4.3.3 A requisition of members for a special general meeting:

4.3.3.1 must state the purpose or purposes of the meeting; and

4.3.3.2 must be signed by the members making the requisition; and,

4.3.3.3 must be lodged with the secretary; and,

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

4.3.4 If the Board 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.

4.3.5 A special general meeting convened by a member or members as referred to in clause 4.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expenses incurred.

## **4.4 ORDINARY GENERAL MEETINGS.**

4.4.1 Meetings of the Association are generally to be held at three month intervals, following the August annual general meeting, namely, November, February and May. Meetings are to be held on the third Monday in each of these months and unless there is any business requiring a special resolution of the Association to be transacted at

such meeting, notice is required in terms of rule 4.5 below. The Board may call a general meeting at any other time in the interests of good governance. No routine Board meeting is to be held in a month when a general meeting is held, but this does not preclude a Board meeting being called under the Association's Rules."

#### 4.5 **NOTICE**

- 4.5.1 The secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting cause notice, to be advertised as a public notice in the local paper and broadcast over Yassfm as a community notice, and displayed in the studio, specifying the place, date and time of the meeting and the nature of the meeting.
- 4.5.2 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 21 days before the date fixed for the holding of the general meeting cause notice to be sent in the manner provided in clause 4.5.1 specifying, in addition to the matter required under clause 4.5.1, the nature of the special resolution and the intention to propose the resolution as a special resolution.
- 4.5.3 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 is to be transacted under rule 4.2.2.
- 4.5.4 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.

#### 4.6 **PROCEDURE**

- 4.6.1 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.
- 4.6.2 Five 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.
- 4.6.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting:
  - 4.6.3.1 if convened on the requisition of members, is to be dissolved; and,
  - 4.6.3.2 in any 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.
  - 4.6.3.3 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 3) is to constitute a quorum.

#### 4.7 **PRESIDING MEMBER**

- 4.7.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- 4.7.2 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.

## 4.8 ADJOURNMENT

- 4.8.1 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 which the adjournment took place.
- 4.8.2 If a general meeting is adjourned for 14 days or more, the secretary must give newspaper, broadcast or oral notice of the adjourned meeting stating the place, date and time and the nature of the business to be transacted at the meeting.
- 4.8.3 Except as provided in clauses 4.8.1 and 4.8.2, 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.

## 4.9 MAKING DECISIONS

- 4.9.1 A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority, or lost, an entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 4.9.2 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.
- 4.9.3 If a poll is demanded at a general meeting the poll must be taken:
  - 4.9.3.1 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,
  - 4.9.3.2 in any other case in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 4.10 SPECIAL RESOLUTION

- 4.10.1 A resolution of the Association is a special resolution:
  - 4.10.1.1 if it is passed by a majority which comprises at least three-quarters of such members of the Association in attendance as, being entitled to do so under these rules, vote in person at a special general meeting called under rule 4.3. of which at least 21 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or,
  - 4.10.1.2 where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified above, if the resolution is passed in a manner specified by the Commissioner.

## 4.11 VOTING

- 4.11.1 On any question arising at a general meeting of the Association a fully paid financial member has one vote only.
- 4.11.2 All votes must be given personally. No proxy votes will be permitted.

- 4.11.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 4.11.4 A member is not entitled to vote at any general meeting of the Association unless all money due has been paid.

## **5.0 MISCELLANEOUS**

### **5.1 INSURANCE**

- 5.1.1 The Association must effect and maintain liability insurance under section 44 of the Act.
- 5.1.2 In addition to the insurance required under clause 5.1.1, the Association may effect and maintain other insurance.

### **5.2 FUNDS – SOURCE**

- 5.2.1 The funds of the Association are to be derived from entrance fees, annual subscriptions of members, affiliate fees, training fees, donations and subject to any resolution passed by the Association in general meetings, such other sources as the Board determines including sponsorships. Sponsorship fees are to be set or confirmed at an Annual General Meeting.
- 5.2.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 5.2.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **5.3 FUNDS - MANAGEMENT**

- 5.3.1 Subject to any resolution passed by the Association in general meetings, the funds of the Association are to be used in pursuance of the objects of the Association in such manners as the Board determines.
- 5.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Association, being members or employees authorised to do so by the Board.
- 5.3.3 The income and property of the Association however derived, shall, subject to any obligations under charitable trust or to any other statutory requirements, be used or applied solely in the promotion of its objectives and in the exercise of powers conferred upon it by these rules.
- 5.3.4 No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association.
- 5.3.5 The requirements contained in sub-clause 5.3.3.2 shall not, however, prevent the the payment in good faith of any remuneration to any officers or servants of the Association or other person in return for any services genuinely rendered to the Association.

### **5.4 ALTERATIONS OF OBJECTS AND RULES**

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

## **5.5 COMMON SEAL**

- 5.5.1 The common seal of the Association must be kept in the custody of the public officer.
- 5.5.2 The common seal must not be affixed to any instrument, except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two (2) members of the Board.

## **5.6 CUSTODY OF BOOKS**

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

## **5.7 INSPECTION OF BOOKS**

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

## **5.8 SERVICE OF NOTICES**

- 5.8.1 For the purposes of these rules, a notice may be served by or on behalf of the Association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 5.8.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **5.9 DISSOLUTION**

- 5.9.1. Should the Association be dissolved, all unused funds of the Association will be distributed to another Association or Associations with similar aims and objectives within Yass Valley Council area and, in the event that Yass Community Radio Association Incorporated ceases to operate, that all assets held, be vested in the community under the care, control and management of Yass Valley Council.