

THE CONSTITUTION

OF

MORETON MEDIA GROUP

INC.

ABN 61 923 055 179

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1. NAME

The name of the Association shall be "Moreton Media Group Inc." In these Rules, the management committee of the Association shall be referred to as the Board of Management, or the Board.

2. OBJECTS

The objects for which the Association is established are:

- (1) To enable groups and persons representing a wide range of community interests and concerns to broadcast to people in the Moreton Bay and Northern suburbs, matters predominately of special interest or relevance to people in that area.
- (2) To provide this service through an independent, non-profit radio station owned and operated by the Association.
- (3) To encourage community involvement in programme production.
- (4) To apply for and hold a license under the provisions of the *Wireless and Telegraph Act 1905* as amended, of the Commonwealth of Australia and under the provisions of the *Broadcasting and Television Act 1942* as amended.

3. POWERS

The powers of the Association are:

- (1) To subscribe to, and become a member of, and co-operate with any other Association, Club or Organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds, any Club, Association or Organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 25 (10).
- (2) In furtherance of the objects of the Association, to buy, sell, and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

- (6) To remunerate any person or body corporate for services rendered or to be rendered and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Association or in or about the Association or promotion of the Association or in the furtherance of its objects.
- (7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (8) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit; subject where applicable to Regulation 32 (14) of the Collections Regulations 1975.
- (9) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (10) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate.
- (11) In furtherance of the objects of the Association to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock, perpetual or otherwise or by mortgage, charge lien or other security upon the whole or any part of the Association's property or assets, present or future and to purchase, redeem or pay off any such securities.
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (13) In furtherance of the objects of the Association, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (14) To take hold or hold mortgages liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (15) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (3).
- (16) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 25(10).

(19) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one of the Incorporated Associations with which the Association is authorized to amalgamate.

(20) In furtherance of the objects of the Association to transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorized to amalgamate.

(21) To make donations for patriotic, charitable or community purposes.

(22) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

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

4. CLASSES OF MEMBERS

The membership of the Association shall consist of the following classes:

- (a) Ordinary members;
- (b) Life members;
- (c) Community organization members;
- (d) Honorary members;
- (e) Youth members;
- (f) Family members;
- (g) Subscriber.

(1) Ordinary Members:

The number of accepted Ordinary Members shall be unlimited. All Ordinary members shall be entitled to the rights and privileges of full membership.

(2) Life Members:

The Board may, if it deems fit, recommend to the Annual General Meeting that any person which in the opinion of the Board has rendered outstanding service to the Association, be elected Life Member of the Association with or without the payment of any fee and such person shall be deemed to be a Life Member of the Association if a resolution to that effect shall be passed by two thirds of the ordinary members present and entitled to vote at such Annual General Meeting. Life membership will be unlimited in number.

(3) Community Organisation Members:

Any non-profit Association, whether incorporated or unincorporated which operates solely or predominately in the Moreton Bay and Northern suburbs, shall be eligible for membership as a Community Organisation Member of the Association. Community Organisation Members shall not be entitled to any other of the rights and privileges of any other class membership as set forth in these rules including the rights to vote at any meeting of the Association and to receive notice of meetings, but may be entitled to such other of the benefits of membership as the Board of Management may from time to time determine. Community Organisation membership will be unlimited in number.

(4) Honorary Members:

Honorary Members may be appointed on the recommendation of the Board of Management at the Association's Annual General meeting for a period of twelve months, and may be re-appointed for a further term of twelve months at that time. Honorary Members would be persons who have shown special interest in the Association, have given service or have contributed patronage in some significant way. Honorary Members would be exempt from the payment of subscriptions, would have no vote and would not be eligible to hold any office in the Association. Honorary memberships will be unlimited in number.

(5) Youth Members:

Youth Membership shall be available to any person under the age of eighteen (18) years. All Youth members shall be entitled to the rights and privileges of full membership, excluding the right to vote at Association meetings. No youth member under the age of eighteen (18) years can hold a position on the Board of Management. No Youth member may engage in any activities prohibited to minors under State or Federal Law whilst on Association premises or engaged in Association affairs. Failure to comply with any reasonable and legal directive of any member of the Board of Management, Manager or other duly authorized person, shall result in immediate suspension of membership. On attaining eighteen (18) years, but not before, Youth Members must apply (within 30 days) for full Ordinary Membership of the Association by completing and signing the approved application form. Ratification of membership in these circumstances shall be at the absolute discretion of the Board of Management. Youth memberships shall be unlimited in number.

(6) Family Members:

Family membership shall be available to a family group consisting of one parent or two parents and children up to the age of eighteen (18) years. The parent or parents shall be entitled to the rights and privileges of full membership. Family memberships shall be unlimited in number

(7) Subscriber:

Subscribers shall be unlimited in number. A subscriber shall not be entitled to any other of the rights and privileges of any other class membership as set forth in these rules including the rights to vote at any meeting of the Association but may be entitled to such other benefits of membership as the Board of Management may from time to time determine.

5. MEMBERSHIP

(1) In the case of a Community Organisation, the application shall nominate a person intended to receive notices on behalf of the organisation.

(2) Any person nominated for Life Membership or Honorary Membership shall be proposed by one financial member of the Association and seconded by another financial member. The nomination shall be made in writing, signed by the nominee's proposer and seconder and shall be in such form as the Board from time to time prescribes.

6. MEMBERSHIP FEES

(1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any General Meeting so determine, provided that different fees may be fixed for each class of membership. Reduction in fees will be allowed to members who are unemployed or pensioners.

(2) Any member who has failed to renew membership by payment of the prescribed fee by the close of the financial year shall be deemed un-financial, and whilst un-financial shall not have any entitlement to the usual membership rights including voting rights. Any member deemed an un-financial member pursuant to this clause shall be required to reapply for membership.

7. ADMISSION AND REJECTION OF MEMBERS

(1) At the next meeting of the Board of Management after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Board which shall thereupon determine upon the admission or rejection of the applicant.

(2) Any applicant who receives a majority of the votes of the members of the Board of Management present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

(3) Upon the acceptance or rejection of an application for membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

(4) In the case of a rejection of an application for membership, the Secretary shall also forthwith refund the amount of any fee paid.

8. DISCIPLINING OF MEMBERS

(1) A complaint may be made by any member of the association that some other member of the association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these 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:

- (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.

(3) The committee 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.

9. RIGHT OF REPLY OF REJECTED APPLICANT OR DISCIPLINED MEMBER

(1) Where the committee passes a resolution under rule 7(3) or rule 8[3], the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution-

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the applicant or member subject of the resolution may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the applicant or member subject of the resolution that he may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

(2) At a meeting of the committee held as referred to in clause (1) the committee shall-

- (a) give the applicant or member subject of the resolution an opportunity to make oral representations
- (b) give due consideration to any written representations submitted to the committee by the applicant or member subject of the resolution at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

(3) Where the committee confirms a resolution under clause (2), the secretary shall, within 7 days after that confirmation, by notice in writing inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under rule 10.

(4) A resolution confirmed by the committee does not take effect:

- (a) until the expiration of the period within which the applicant or member subject of the resolution is entitled to appeal against the resolution where the applicant or member subject of the resolution does not exercise the right of appeal within that period; or
- (b) where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the association confirms the resolution under rule 10(4), whichever is the later.

10. RIGHT OF APPEAL OF REJECTED APPLICANT OR DISCIPLINED MEMBER

(1) A rejected applicant or member may appeal to the association at a general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the rejected applicant or 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 rejected applicant or member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a rejected applicant or 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; and
- (b) the committee and the rejected applicant or 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) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

11 TERMINATION OF MEMBERSHIP

(1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

(2) If a member:

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of these Rules; or
- (c) has membership fees in arrears; or
- (d) behaves in a manner considered to be injurious or prejudicial to the character or interests of the Association;

the Board of Management shall consider whether the membership shall be terminated.

(3) The member concerned shall be given a full and fair opportunity of presenting his, her or its case and if the Board of Management resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

(4) No appeal shall lie from any decision of the Board of Management to terminate any membership as provided in this rule.

12. REGISTER OF MEMBERS

(1) The Board shall cause a Register to be kept in which shall be entered the names, **residential and email addresses** of all persons admitted to membership of the Association and the dates of their admission.

(2) Particulars shall also be entered into the Register of names of all Community Organisation Members and the name and residential address of the person nominated by such members to receive notices and to exercise any rights of the community organisation.

(3) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board of Management or the members at any General meetings may require from time to time.

(4) The Register shall be open for inspection at all reasonable times by any member who previously applies in writing to the Secretary for such inspection. The Board of Management reserves the right to maintain confidentiality of information as requested by any individual member.

Model rules grievance procedure

12A Grievance procedure

1. This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
2. To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.
3. A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute: a) to the other party; and b) if the other party is not the management committee, to the management committee.
4. If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
5. Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
6. If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
7. Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.

12B Grievance procedure not continued in particular circumstances.

1. This rule applies if—
 - a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
 - b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 12A(6).
2. The management committee does not have to act under rule 12A(5) or (7) if—
 - a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
 - b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
 - c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
 - d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

12C Appointment of mediator

1. If a dispute under rule 12A is referred to mediation –

- a) the parties to the dispute must choose a mediator to conduct the mediation; or
 - b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be -
 - i) for a dispute between a member and another member - a person appointed by the management committee; or
 - ii) for a dispute between a member and the management committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.
2. An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
3. If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12D Conduct of mediation

1. If a mediator is appointed under rule 12A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
2. Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.
3. The mediator –
 - a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
 - b) must comply with natural justice; and
 - c) must not act as an adjudicator or arbitrator; and
 - d) during the mediation, may see the parties, with or without their representatives, together or separately.
4. The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1)
5. The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
6. If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12E Representation for grievance procedure

1. A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
2. If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
 - a) the other party to the dispute;

- b) the management committee;
 - c) if a mediator has been appointed before the party appoints the representative—the mediator.
3. A representative who acts for a party at a mediation must—
- a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - b) be authorised to negotiate an agreement for the party.

12(4)(f) Electronic communication for grievance procedure

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

13. MEMBERSHIP OF BOARD OF MANAGEMENT

(1) Eligibility: To be eligible for election to the Board of Management of the Association, members shall:

- (a) have been financial members of the Association for a period of not less than twelve months; and
- (b) be eligible to vote at Association meetings; and
- (c) have had direct involvement in furthering the objects of the Association.

(2) Employees of the Association and their immediate families shall not be eligible for election to the Board of Management.

(3) The Board of Management of the Association shall consist of a President, Vice-President, Secretary, Treasurer, Public Relations Director, Technical/IT and Grants Coordinator, all elected for a period of two years.

(4) At the Annual General Meeting of the Association in each year ending in an even number, the positions of **President, Treasurer, Public Relations Director and Technical/IT Coordinator** shall be declared vacant. At the Annual General Meeting of the Association in each year in an odd number, the positions of **Vice-President, Secretary and Grants Coordinator** shall be declared vacant.

To enable this to occur, in 2024, members voted that the roles of Vice President and Public Relations Director be swapped out to take effect from 2025. That is, in 2024 the Vice President was elected for a one-year period and in 2025, the role of Public Relations Director will be declared vacant, and the role will be elected for a one-year period, until the next even year, 2026. N.B. This explanatory clause will be removed after the 2025 election.

(5) A retiring member of the Board of Management may offer their nomination for re-election to the position they held previously, or any other position on the Board.

(6) The election of officers of the Board of Management shall take part in the following manner:

- (a) Any two members of the Association who are not employees of the Association shall be at liberty to nominate any other member to serve as an officer of the Board;
- (b) The nomination, which shall be in writing and signed by the member and the proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders'

names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the Annual General Meeting.

- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each financial member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (e) Should at the commencement of such meeting, there be no candidates nominated for a vacancy, nominations may be taken from the floor of the meeting.

(7) Any member of the Board of Management may resign from membership of the Board at any time by giving notice in writing to the Secretary but such resignations shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such a General Meeting.

14. VACANCIES ON THE BOARD OF MANAGEMENT

(1) The Board of Management shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Board until the next Annual General Meeting.

(2) The continuing members of the Board may act notwithstanding any casual vacancy on the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing member or members may act for the purpose increasing the number of members of the Board to that number or of summoning a General Meeting of the Association, but for no other purpose.

15. FUNCTIONS OF THE BOARD OF MANAGEMENT

(1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting the Board:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association.
- (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

(2) The Board may exercise all the powers of the Association:

- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (b) to borrow money from members at a rate not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and the issue of debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the Association may from time to time

determine.

- (3) The Chief Executive Officer shall be appointed by the Board:
- (a) for such term and on such conditions as it thinks fit.
 - (b) The Chief Executive Officer shall:
 - (i) as far as practicable attend all Board Meetings and General Meetings.
 - (ii) ensure the notice of and agenda for all Board Meetings and all General Meetings is prepared.
 - (iii) ensure that minutes of the proceedings of all Board Meetings and General Meetings are recorded and prepared.
 - (iv) regularly report to the Board on the activities of, and issues relating to Moreton Media Group Incorporated.
 - (c) Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of Moreton Media Group Inc. No resolution passed by the General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board, which would have been valid if that resolution had not been passed.
 - (d) The Chief Executive Officer, in consultation with the Board, may employ such personnel outsource and/or engage contractors as may be deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Chief Executive Officer and the Board determine.

16. MEETINGS OF THE BOARD OF MANAGEMENT

- (1) The Board of Management shall not meet less than once every two months.
- (2) A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by at least three members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Board a simple majority of the number equal to the number of members elected and/or appointed to the Board as at the close of the last General Meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this Rule, the Board may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.
- (6) Not less than fourteen days' notice shall be given by the Secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairman at every meeting of the Board, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Board meeting a

quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

(9) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every Board of Management meeting. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Board meeting verifying their accuracy.

17. COMMITTEES OF THE ASSOCIATION

(1) The Board of Management may delegate any of its powers to a committee consisting of such members of the Association as the Board thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

(2) Unless a chairman is appointed by the Board, a committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

(3) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

18. VALIDITY OF ACTS AND RESOLUTIONS

All acts done by any meeting of the Board of Management or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

19. BOARD OF MANAGEMENT RESOLUTIONS

A resolution in writing signed by all members of the Board of Management for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

20. ANNUAL GENERAL MEETINGS

(1) The Annual General Meeting shall be held within four months of the close of the financial year.

(2) The business to be transacted at every Annual General Meeting shall be:

- (a) the receiving of the Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year.
- (b) the receiving of the Auditor's report upon the books and accounts for the preceding financial year.
- (c) the election of members of the Board of Management.

- (c) the instrument appointing a proxy shall be deposited with the Secretary thirty minutes prior to the commencement of any meeting or adjourned meetings at which the person named in the instrument proposes to vote; and no proxy instruments shall be accepted by the Secretary after the commencement of any meeting or adjourned meeting.

(4) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Annual General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting. However, the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

21. GENERAL MEETINGS

(1) At any Annual General or General Meeting, the number of members required to constitute a quorum shall be double the number of members presently on the Board of Management plus one.

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

(3) If within half an hour from the time appointed for the commencement of an Annual General or General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

(4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(5) The Secretary shall convene all Annual General or General Meetings of the Association by giving not less than fourteen days' notice of any such meeting to the members of the Association.

(6) The manner by which such notice shall be given shall be determined by the Board of Management.

(7) Unless otherwise provided by these rules, at every Annual General or General Meeting:

- (a) The President shall preside as Chairman, or if there is no President or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act, the members present shall elect one of their number to be Chairman of the meeting;
- (b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- (c) Every question, matter or resolution shall be decided by a majority of votes of the members present.

- (d) Every member shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote, provided that no member shall be entitled to vote at any Annual General or General Meeting if his or her annual subscription is in arrears at the date of the meeting.
 - (e) Voting shall be by show of hands or a division of members, unless not less than one fifth of members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he or she shall determine, and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.
 - (f) Proxy voting shall not be permitted at General Meetings, except for Annual General Meetings as stated in Rule 17 (3).
 - (g) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting verifying their accuracy.
- (8) The Secretary shall convene a special General Meeting:
- (a) when directed to do so by the Board of Management; or
 - (b) on the requisition in writing signed by not less than three members presently on the Board or not less than the number of ordinary members of the Association which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such special General Meeting is being convened and the nature of the business to be transacted thereat.

22. BY-LAWS

The Board of Management may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a General Meeting of members.

23. ALTERATIONS OF RULES

Subject to the provisions of the *Associations Incorporated Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the Department administering the Act.

24. COMMON SEAL

The Board of Management shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

25. FUNDS AND ACCOUNTS

- (1) The funds of the Association shall be banked in the name of the Association in such bank, permanent building society, or credit union as the Board of Management may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars (\$100) or over shall be paid by Direct Debit or Direct Credit authorised by any two of the President, Secretary, Treasurer or other members authorised from time to time by the Board.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be left open.
- (6) The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Board meeting.
- (8) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
 - (a) the income and expenditure for the financial year just ended.
 - (b) the assets and liabilities of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the Auditor who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member of moneys advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

25a GIFT FUND

- (1) The purpose of the Gift / Public Fund has been established and is maintained to support the organisation's objects.
- (2) The fund must be managed by members of a committee, a majority of whom have a degree of responsibility to the general community and will be appointed to administer its activities and confirm that each purchase falls legitimately within the association objects criteria.
- (3) Members of the public are to be invited to make gifts of money or property to the fund for the objects of the organisation.
- (4) All donations, interest on donations, income derived from donated property, and money from the realization of such property are to be deposited into this separate gift fund apart from the other funds

of the organisation. A separate bank account is to be opened to deposit money donated to The Fund, including interest accruing thereon, and gifts to it are kept from other funds of the organisation.

(5) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund. Receipts for gifts to the public fund must state:

- the name of the public fund and that the receipt is for a gift made to the public fund.
- the Australian Business Number of the company
- the fact that the receipt is for a gift, and
- any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

(6) Withdrawals from the Gift Fund will be permissible for the purchase of items relating to the organisation's objects and subject to the Gift Fund Management Committee's approval.

(7) The Fund will be operated on a not-for-profit basis.

(8) If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a deductible recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

a. gifts of money or property for the principal purpose of the organisation

b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation

c. money received by the organisation because of such gifts and contributions.

(9) The Fund is subject to the provisions of the *Associations Incorporation Act 1981* and the resolutions of the management committee of the Association.

(10) No monies/assets in this fund will be distributed to members or office bearers of the organisation, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

(11) The organisation 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.

(12) The organisation must comply with any rules that the Treasury Minister and 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.

26. DOCUMENTS

The Board of Management shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

27. FINANCIAL YEAR

The financial year of the Association shall close on the thirtieth day of June in each year.

28. NOTICE TO MEMBERS

Any notice required by law or under the rules to be given to any member, shall be given either personally or by sending it by post to him/her at his/her registered address as listed in the register of members, or to the address supplied by him/her to the Association for the giving of notices. Where a

notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.

29. DISSOLUTION

The Organisation shall be dissolved if a resolution to that effect is carried by a vote of three-quarters majority of financial members present at a General meeting, convened to consider the question.

(1) In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

(2) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made and 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 and listed on the Register of Cultural Organisations maintained under the Act:

- a. gifts of money or property for the principal purpose of the organisation
- b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation.
- c. money received by the organisation because of such gifts and contributions.

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