



CONSTITUTION

**Rules Of Shoalhaven Community Radio Inc.
(2UUUFM) – Not For Profit**

11 December 2021

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PART 1 DEFINITIONS

1.1 In this Constitution:

Director General means:

The Director General of the Department of Services, Technology and Administration

Ordinary Committee Member means:

A member of the Management Committee who is not an office bearer (executive) of the Association.

Secretary means:

- a. the person holding office under this Constitution as Secretary of the Association, or
- b. if no such person holds that office, the Public Officer of the Association.

Special General Meeting means:

A General Meeting of the Association other than an Annual General Meeting

The Act means:

The Association's Incorporation Act 2009

The Regulation means:

The Association's Incorporation Regulation 2016

1.2 In this constitution:

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

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

PART 2 OBJECTIVES OF SHOALHAVEN COMMUNITY RADIO

- 2.1 To provide a public broadcasting service in the Shoalhaven area by forming and operating an independent community broadcasting station which will complement, and supplement existing radio services being provided in the area.
- 2.2 To meet the communication needs of those within the region by catering for and reflecting the widest possible spectrum of information, opinions, values, and interests in and about the Shoalhaven region, and provide the greatest possible amount of community access in broadcasting.
- 2.3 To extend the range of meaningful services available to the public, and to encourage public participation in programming, transmission, policy, and station management.
- 2.4 To provide programs for the listening enjoyment of all persons, including but not limited to music, news, general knowledge, educational, children's programs, special interests, and the spoken word.
- 2.5 To broadcast in high fidelity FM stereo.
- 2.6 To provide the opportunity for individual groups, organisations, associations, and elected representatives of Local, State and Federal Government to have access to produce or present programs, and to encourage all interested persons to use the station and to provide access to them.
- 2.7 To train persons in broadcasting technique, communications, and any other skills consistent with the aims of the Association.
- 2.8 To use any surplus money resulting from fundraising, promotion, subscription, donation, grant or otherwise to carry out the Association's objectives.
- 2.9 To abide by the Codes of Practice of the Community Broadcasting Association of Australia.
- 2.10 To observe the Codes and Standards of broadcasting as required by the Broadcasting Act and the Australian Communications and Media Authority (ACMA)
- 2.11 To encourage all persons in the community to assist in the general advancement of the Association's aims.
- 2.12 To publish a newsletter/magazine to publicise the Objectives of the Association.

PART 3 MEMBERSHIP

3. Membership qualifications

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

- a) the person is a natural person; and
- b) the person has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- c) the person has:
 - i. applied for membership of the Association as provided by Rule 4; and
 - ii. has been approved by the Management Committee of the Association as recommended by the Membership Sub-Committee or an officer appointed by the Management Committee of the Association.

4. Application for membership

1. An application for membership of the Association:
 - a) shall be made by the applicant in writing in the form as made available by the Association on request; and
 - b) shall be lodged with the Secretary of the Association; and
 - c) shall be vetted by the Membership Sub-Committee or an officer appointed by the Management Committee of the Association.
2. As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Membership Sub-Committee or an officer appointed by the Management Committee of the Association who will undertake required background checking before providing a recommendation to the Committee on whether to accept or reject the applicant. An application may only be rejected if:
 - a) there are reasonable grounds to believe that the applicant would not abide by the Rules and Objectives of the Association; or
 - b) required by law; or
 - c) the applicant has been convicted of an indictable offence; or
 - d) there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
 - e) there are reasonable grounds to believe that the applicant would pose a material, reputational or security risk to the members or premises of the Association.
3. Where the Management Committee resolves:
 - a) To approve an application for membership, the Secretary shall, as soon as practicable after the resolution, notify the applicant of that approval and request the applicant to pay within a period of 28 days after receipt by the applicant of the notification the sum payable under these Rules by a member as membership fee.
 - b) To reject an application for membership, the applicant shall have the right of reply and appeal under Rule 14 (1) and Rule 15. Where the applicant exercises the right of reply the resolution of the Committee is of no effect unless the Management Committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under Rule 14 (1) confirms the resolution in accordance with this Rule.
4. The Secretary shall:
 - a) on payment by the applicant of the amounts referred to in Rule 9 (1) within the period referred to in that Clause; or
 - b) upon resolution of the Management Committee to reject an application being overturned on reply or appeal and payment of the required membership fee by the applicant, enter the applicants name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

5. Cessation of Membership

A person ceases to be a member of the Association if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the Association, or
- d) fails to pay the annual membership fee under Rule 9 (1) within 3 months after the fee is due.

6. Membership Entitlements Not Transferable

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

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates on cessation of the person's membership.

7. Resignation of Membership

1. A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Management Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
2. If a member of the Association ceases to be a member under Clause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

8. Register of Members

1. The Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and postal, residential or email address of each person who is a member of the Association together with the date on which the person became a member.
2. The Register of Members must be kept 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.
3. If a member requests that any information contained on the Register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
4. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a) the purpose of sending the person a newsletter, a notice in respect of a meeting, or other event relating to the Association or other material relating to the Association; or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
5. If the Register of Members is kept in electronic form:
 - a) it must be convertible into hard copy, and
 - b) the requirement of Clauses (2) and (3) apply as reference to the Register of Members is a reference to a current hard copy of the Register of Members.

9. Fees and Subscriptions

1. A member of the Association must, pay to the Association an annual membership fee \$60 full membership, \$30 full membership concession, \$10 subscription members (supporters) or some other amount as determined by the Committee:
 - a) except as provided by paragraph b, before 1 July in each calendar year, or
 - b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
2. Only full membership members have full voting rights. Subscription members (supporters) do not have any voting rights relating to the Association.

10. Member's Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses if 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 9.

11. Non-Profit to Members

1. The Association shall direct its income and property solely towards the promotion of its objectives as set forth in this Constitution, and the transfer of any portion thereof, directly, or indirectly, by way of dividends, bonus or otherwise however by way of profit, to the members of the Association shall be prohibited.
2. Nothing herein shall prevent the payment in good faith of remuneration or reimbursement for out-of-pocket expenses to any member of the Association in return for services rendered to the Association.

12. Resolution of Internal Disputes

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be handled according to the Constitution and Code 1.6 of the Community Broadcasting Codes of Practice. In the first instance members must first attempt to resolve the issue themselves before escalating the issue to the Management Committee. The Management Committee may offer mediation to both parties.

13. Disciplining of Members

1. A complaint may be made to the Management Committee by any person that a member of the Association:
 - a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
2. The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature. The Committee is to notify the complainant in writing when it exercises this right.
3. If the Management Committee decides to deal with a complaint it:
 - 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 Management Committee in connection with the complaint; and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
4. The Management Committee may, by resolution, expel the member from the Association, or suspend the member from membership of the Association for a specified period if, after considering the complaint and any submissions made in connection to the complaint, it is satisfied that the facts alleged in the complaint have been proved.

14. Right of Reply of Rejected Applicant or Disciplined Member

1. Where the Management Committee passed a resolution under Rule 4 (3) (b) or Rule 13 (4) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the rejected applicant or disciplined member subject to the resolution:
 - a) setting out the resolution of the Management Committee and the grounds on which it is based; and
 - b) stating that the applicant or member subject of the resolution may address the Management Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - c) stating the date, place, and time of that meeting; and
 - d) informing the applicant or member subject to the resolution he/she may do either or both of the following:
 - i. attend and speak at the meeting; and/or
 - ii. submit to the Management Committee at or prior to the date of that meeting, written representations relating to the resolution.
2. At a meeting of the Management Committee held as referred to in Clause (1), the Management Committee shall:
 - a) give the applicant or member subject to the resolution an opportunity to make oral representations; and
 - b) give due consideration to any written representations submitted to the Management Committee by the applicant or member subject to the resolution at or prior to the meeting; and
 - c) by resolution, determine whether to confirm or to revoke the resolution.

3. Where the Management 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 to the resolution of the reasons for the confirmation and of the right of appeal under Rule 15.
4. A resolution confirmed by the Management Committee does not take effect:
 - a) until the expiration of the period within which the applicant or member subject to 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 to the resolution exercises the right of appeal, unless and until the Association confirms the resolution pursuant to Rule 15 (4), whichever is later.

15. Right of Appeal of Rejected Applicant or Disciplined Member

1. A rejected applicant or disciplined member may appeal to the Association at a General Meeting against a resolution of the Management Committee under Rule 4 (3) (b) or Rule 13 (4) within 7 days after notice of the resolution is served on the rejected applicant or disciplined 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 disciplined member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a rejected applicant or disciplined member under Clause (1), the Secretary must notify the Management 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 Management Committee and the rejected applicant or disciplined 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; and
 - d) the appeal is to be determined by a simple majority of votes cast by eligible members of the Association at the meeting.
5. If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

16. Life Memberships

The Association may, on the recommendation of the Management Committee, grant a Life Membership to any person who has shown outstanding commitment, effort, and dedication as well as significant years of service to the station. Nominations should be submitted in writing to the Management Committee, highlighting the reasons why the nominee should be considered. There must be a two thirds majority acceptance by the Committee for the Life Membership to be granted. Life Members shall not be liable to pay the annual membership fee if they are not a host or co-host broadcasting. If broadcasting they will only need to pay the concessional rate of full membership. Life members are subject to the same disciplinary actions which apply to other members under Rule 13 and have the same reply and appeal rights under Rules 14 and 15.

PART 4 THE MANAGEMENT COMMITTEE

17. Powers of the Management Committee

Subject to the Act, the Regulation, and this Constitution and to any resolution passed by the Association in General Meetings, the Management Committee:

- a) is to control and manage the affairs of the Association, and
- b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a General Meeting of members of the Association, and
- c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association.

18. Composition and Membership of Management Committee

1. The Management Committee is to consist of:
 - a) the Office Bearers of the Association, and
 - b) 3 Ordinary Committee Members to be elected at the Annual General Meeting of the Association under Rule 19.
2. The total number of Management Committee members is to be 7.
3. The Office Bearers of the Association are as follows:
 - a) the President;
 - b) the Vice-President;
 - c) the Treasurer; and
 - d) the Secretary
4. A member of the Management Committee may hold up to 2 offices (other than President and Vice-President).
5. Each member of the Management Committee 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.
6. The elected President may hold office for no more than 5 consecutive years.

19. Election of Management Committee Members

1. Nominations of candidates for election as Office Bearers of the Association or as Ordinary Committee Members:
 - a) must be made in writing, signed by 2 members of the Association, and
 - b) accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - c) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
2. If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
3. If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
6. The ballot for the election of Office Bearers and Ordinary Committee Members of the Management Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.
7. A person nominated as a candidate for election as an Office Bearer or as an Ordinary Committee Member of the Association must be a member of the Association for the 3 months preceding the Annual General Meeting.

20. Secretary

1. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
2. It is the duty of the Secretary to keep minutes of:
 - a) all appointments of Office Bearers and members of the Management Committee; and
 - b) the names of members of the Committee present at a Management Committee Meeting or a General Meeting; and
 - c) all proceedings at Management Committee Meetings and General Meetings.
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.

21. Treasurer

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

- a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

22. Casual Vacancies

1. In the event of a casual vacancy occurring in the membership of the Management Committee, the committee may appoint a member of the Association to fill the vacancy in the interim until an elected candidate can take the role. The committee must inform the membership of the casual vacancy and the interim person appointed and provide the membership with seven (7) days to nominate for the role. If no candidates other than the interim person are nominated, then the committee can confirm the interim person permanently in the vacancy until the next Annual General Meeting. If more candidates than the interim person are received, then the committee must call a Special General Meeting for a vote from the membership in accordance with Rules 33 and 37 to select the candidate to fill the vacancy permanently until the next Annual General Meeting.
2. A casual vacancy in the office of a member of the Management Committee occurs if the member:
 - a) dies; or
 - b) ceases to be a member of the Association, or
 - c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d) resigns office by notice in writing given to the Secretary, or
 - e) is removed from office under Rule 23, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the Management Committee from 3 consecutive meetings of the committee; or
 - h) is absent without the consent of the Management Committee from all meetings of the committee held during a period of 3 months (without permission); or
 - i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - j) is prohibited from being a Director of a company under Part 2D 6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

23. Removal of Management Committee Members

1. The Association in a General Meeting may by resolution remove any member of the Management Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the Management Committee to whom a proposed resolution referred to Clause (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.

24. Management Committee Meetings and Quorum

1. The Management Committee must meet at least 3 times in each period of 12 months (preferably every month) at such place and time as the committee may determine. Other members of the Association may attend but may not participate unless invited to do so. The Management Committee may determine that the meeting be closed and be attended by Management Committee members only.
2. Additional meetings of the Management Committee may be convened by any member of the Management Committee. These may include closed meetings.
3. Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
4. Notice of a meeting given under Clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.
5. Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
6. No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
8. At a meeting of the Management Committee:
 - a) the President or, in the President's absence, the Vice President, is to preside; or
 - b) if the President and the Vice President are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.

25. Appointment of Association Members as Management Committee Members to Constitute a Quorum

If at any time the number of Management Committee members is less than the number required to constitute a quorum for a Management Committee meeting, the existing committee members may appoint a sufficient number of members of the Association as Management Committee members to enable the quorum to be constituted.

26. Use of Technology at Management Committee Meetings

1. A Management Committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
2. A Management Committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

27. Delegation by Management Committee to Sub-Committee

1. The Management Committee may, by instrument in writing, delegate to one or more Sub-Committees which include a Programming Sub-Committee and/or other Sub-Committees (consisting of such member or members of the Association as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
 - a) this power of delegation; and
 - b) a function which is a duty imposed on the Management Committee by the Act or by another law.
2. A function the exercise of which has been delegated to a Sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
3. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Despite any delegation under this Rule, the Management Committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.
6. The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
7. A Sub-Committee may meet and adjourn as it thinks proper.

28. Voting and Decisions

1. Questions arising at a meeting of the Management Committee or of any Sub-Committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or Sub-Committee present at the meeting.
2. Each member present at a meeting of the Management Committee or of any Sub-Committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to Rule 24 (5), the Management Committee may act despite any vacancy on the Management Committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a Sub-Committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or Sub-Committee.

PART 5 GENERAL MEETINGS

29. Annual General Meetings - Holding of

1. The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
2. The Association must hold its Annual General Meetings:
 - a) within 6 months after the close of the Association's financial year; or
 - b) within such later time as may be allowed by the Director General or prescribed under Section 37 (2) (b) of the Act.

30. Annual General Meetings (AGM) - Calling of and Business at

1. The Annual General Meeting of the Association is, subject to the Act and to Rule 29, to be convened on such a date and at such a place and time as the Management Committee thinks fit.
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:
 - a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting, and
 - b) to receive from the Management Committee reports on the activities of the Association during the last preceding financial year; and
 - c) to elect Office Bearers of the Association and Ordinary Committee Members; and
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
3. Voting at AGMs - A member is not entitled to vote at an Annual General Meeting of the Association unless all money due and payable by the member to the Association has been paid. Members are not entitled to vote at an Annual General Meeting unless those members have held full paid membership pursuant to Part 3 for at least 1 month prior to the Annual General Meeting.
4. An Annual General Meeting must be specified as such in the notice convening it.

31. General Meetings

General Meetings to be held after the monthly Management Committee Meeting on each alternate month (i.e. bi-monthly). Notices and business to be tabled by members must be in accordance with Rule 33.

32. Special General Meetings - Calling of

1. The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
2. The Management Committee must, on the requisition in writing of at least 5% of the total number of members, convene a Special General Meeting of the Association.
3. A requisition of members for a Special General Meeting:
 - a) must state the purpose or purposes of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) must be lodged with the Secretary, and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the Management Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
5. A Special General Meeting convened by a member or members as referred to in Clause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Management Committee.
6. For the purpose of Clause (3):
 - a) a requisition may be in electronic form; and
 - b) a signature may be transmitted, and a requisition may be lodged by electronic means.

33. Notice

1. Except where the nature of the business proposed to be dealt with at an Annual General Meeting or a Special General Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the Annual General Meeting or Special General Meeting, cause to be sent by either email or prepaid post to each member at the member's email or postal address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of a General Meeting cause notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 30 (2).
4. A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

34. Quorum for General Meetings

1. No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
2. 10 members (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members, is to be dissolved; and
 - b) in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members - given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

35. Presiding Member

1. The President or, in the President's absence, the Vice President is to preside as Chairperson at each General Meeting of the Association.
2. If the President and the Vice President are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

36. Adjournment

1. The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

37. Making of Decisions

1. A question arising at a General Meeting of the Association is to be determined by either:
 - a) a show of hands, or if the meeting is one to which Rule 42 applies, any appropriate corresponding method that the Management Committee may determine, or
 - b) if on the motion the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot. – a written ballot.
2. If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or defeated or entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number, proportion or names being recorded in favour or against the resolution.
3. Clause (2) applies to a method determined by the Management Committee under Clause (1) (a) in the same way it applies to a show of hands.
4. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

38. Special Resolutions

A special resolution may only be passed by the Association in accordance with Section 39 of the Act in that it must be passed by the majority which comprises at least three-quarters of such members of the Association as being entitled to vote in person at a Special General Meeting of which 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

39. Voting

1. On any question arising at a General Meeting of the Association a full member who is present and eligible to vote has one vote only.
2. 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.
3. A member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member to the Association has been paid.
4. A member is not entitled to vote at any General Meeting of the Association unless they have held full and paid membership for at least one month prior to the meeting.
5. A member is not entitled to vote at any General Meeting of the Association if the member is under 18 years of age or a subscriber (supporter) member.

40. Proxy Votes Not Permitted

Proxy voting must not be undertaken at or in respect of a General Meeting. Note Schedule 1 of the Act provides that an Association's Constitution is to address whether members of the Association are entitled to vote by proxy at General Meetings.

41. Postal or Electronic Ballots

1. The Association (as determined by the Management Committee) may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal). Each full member may be allowed to lodge a postal or electronic ballot if they have held full and paid membership for at least one month.
2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

42. Use of Technology at General Meetings

1. A General Meeting may be held at 2 or more venues using any technology approved by the Management Committee that gives each of the Association's members a reasonable opportunity to participate.
2. An eligible member of an Association who participates in General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 6 MISCELLANEOUS

43. Insurance

1. The Association must effect and maintain insurance as required under the Act.
2. In addition to the insurance under Clause (1) the Association may effect and maintain other insurance.

44. Funds - Source

1. The funds of the Association are to be derived from full membership fees, annual subscriptions of supporters, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Management Committee determines.
2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

45. Funds - Management

1. Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Management Committee determines.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management Committee or employees of the Association, being members or employees authorised to do so by the Management Committee.

46. Association is Non-Profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the Objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members. Section 5 of the Act defines pecuniary gain for the purpose of this Clause.

47. Change of Name, Objects and Constitution

1. An application to the Director General for registration of a change in the Association's name, Objects or Constitution in accordance with Section 10 of the Act is to be made by the Public Officer.
2. An Association may change its Constitution by passing a special resolution. The change must be consistent with the Act (in that it must be passed by the majority which comprises at least three-quarters of such members of the Association as being entitled to vote in person at a Special General Meeting) and the rest of the Constitution.

48. Custody of Books etc.

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.

49. Inspection of Books etc.

1. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - a) records, books, and other financial documents of the Association; and
 - b) this Constitution; and
 - c) minutes of all Management Committee Meetings and General Meetings of the Association.
2. A member of the Association may obtain a copy of any of the documents referred to in Clause (1) on payment of a fee of not more than \$1 for each page copied.
3. Despite Clauses (1) and (2), the Management Committee should refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters.

50. Service of Notices

1. For the purpose of this Constitution, a notice may be served on or given to a person:
 - a) by delivering it to the person personally; or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by email, facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or service the notice.
2. For the purpose of this Constitution, a notice is taken, unless the contrary is proved to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - c) in the case of a notice sent by email, facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

51. Financial Year

The Financial Year of the Association is:

- a) the period commencing on the date of Incorporation of the Association and ending on the following 30 June; and
- b) each period of 12 months after the expiration of the previous financial year of the Association commencing on 1 July and ending on the following 30 June.

52. Winding-Up

The Association shall be wound up if a resolution to that effect is carried by a vote of a three-quarter majority of the financial members present at a Special General Meeting convened to consider the resolution.

53. Winding-Up – Surplus Assets

If the Association is wound up, and there remains surplus assets after satisfaction of its debts and liabilities, the same shall not be paid to or distributed among members or the Association but shall be transferred to an institution having objects similar to the objects of the Association. A suitable institution will be determined by the members of the Association.