

CONSTITUTION for 8CCC COMMUNITY RADIO INC.

Objects and purposes of the association

1. The name of the Association shall be **8CCC Community Radio Incorporated** (hereinafter called "the Association").
2. The basic objects of the Association are:
 - (1.) **Promote & foster a community and multicultural voice through the electronic media.**
 - (2.) **Endeavour to enrich people's lives with a diversity of programs and services that inform, educate and entertain.**
3. In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:
 - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
 - (c) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
 - (d) the accepting of any gifts, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
 - (e) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way of donation, subscriptions, or otherwise;
 - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or the members in a general meeting may think desirable for the promotion of the objects and purposes of the Association;
 - (g) subject to the Associations Incorporation Act, the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
 - (h) subject to the provisions of the Trustee Act, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such a manner as the Board may from time to time determine;
 - (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 1936, as amended, of the Commonwealth relates;
 - (j) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing

Rules of the Association

- provisions of this sub-rule.
4. (a) In these rules, unless the contrary intention appears “general meeting” means an Annual General Meeting or Special General Meeting of members convened in accordance with rules 12 and 13 respectively.
“Ordinary Board Member” means a member of the Board to whom paragraph (ii) of sub-rule (a) of rule 23 relates.
- (b) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (c) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act and that Act as in force on the date on which the Association adopts these rules.

Membership of Association

5. (a) A person who has applied for membership as provided in these rules shall become a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.
- (b) An application of a person for membership of the Association -
- (i) shall be made in writing on the appropriate form and signed by the applicant
 - (ii) shall be lodged with the Public Officer of the Association or delegate thereof
- (c) Upon receipt of the application and membership fee the Public Officer or delegate thereof shall enter the applicant’s name in the register of members.
- (d) Single membership fees shall be determined by the Board. Any variation to these fees shall be subject to the prior approval of the Board of 8CCC FM.
- (e) The membership fee for a (single) individual entitles that individual to one (1) vote on all motions and matters at any Special General or Annual General Meeting.
- (f) The membership fee for an individual under 18 years of age, (50% of the single), shall entitle that individual to one (1) vote on all motions and matters at any Special General or Annual General Meeting.
- (g) The membership fee for unwaged persons and persons receiving old aged, disabled or invalid pensions, (50% of the single), shall entitle that individual to one (1) vote on all motions and matters at any Special General or Annual General Meeting.
- (h) The membership fee for an organisation or family, (150% of the single), shall entitle that organisation as a whole, to only one (1) vote on all motions and matters at any Special General or Annual General Meeting.
- (i) All persons who use and or operate the equipment / property of radio station 8CCC FM, must at all times be financial members of the Association.
- (j) A right, privilege, or obligation of a person by virtue of their membership of the Association -
- (i) is not capable of being transferred or transmitted to another person; and

Income and Property of Association

- (ii) terminates upon the cessation of their membership, whether by death, resignation, or otherwise.
- 6. (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Association.
- (b) The Association shall not -
 - (i) appoint a person who is a member of the Board to any office to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
 - (ii) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (c) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:
 - (i) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
 - (ii) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

Accounts of receipts, expenditure etc

- 7. (a) True accounts shall be kept –
 - (i) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place and
 - (ii) of the property, credits, and liabilities of the Association;and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, these accounts shall be open to the inspection of the members of the Association.
- (b) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the association in such form and manner as the Board may direct.
- (c) The Accounts, books, and records referred to in sub-rule (a) and (b) of this rule shall be kept at the Association's office or at such other place as the Board may decide.

Banking and Finance

- 8. (a) The Treasurer of the Association shall, on behalf of the Association, receive all monies paid to the Association.
- (b) The Board shall cause to be opened with such bank, building society or credit union as the Board selects, an account in the name of the Association into which all moneys received shall be paid by the Treasurer, or delegate thereof, as soon as possible after receipt.
- (c) Except with the authority of the Board, no payment of a sum exceeding two dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the Board may provide the Treasurer, or delegate thereof, with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure

thereof as the Board may impose.

- (d) No cheques shall be drawn on the Association's account except for the payment of expenditure that has been authorised by the Board.
- (e) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in their absence, by two other members of the Executive of the Board as the Board may nominate for that purpose.

Auditor

- 9. (a) At each Annual General Meeting of the Association, the members present shall appoint as the auditor of the Association, a person who is neither a member nor the Public Officer of the Association.
- (b) A person so appointed shall hold office until the next Annual General Meeting, and after that at which they are appointed, will be eligible for re-appointment.
- (c) The first auditor of the Association may be appointed by the Board before the first Annual General Meeting, and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first Annual General Meeting.
- (d) If an appointment is not made at an Annual General Meeting the Board shall appoint an auditor of the Association for the then current financial year of the Association.
- (e) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint another person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

Audit of Accounts

- 10. (a) Once at least in each financial year of the Association, the auditor shall examine the accounts of the Association.
- (b) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
- (c) In their report, and in certifying to the accounts, the auditor shall state:
 - (i) whether they have obtained the information required by them;
 - (ii) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at their disposal and the explanations given to them and as shown by the books of the Association; and
 - (iii) whether the rules relating to the administration of the funds of the association have been observed.
- (d) The Public Officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (e) The auditor:
 - (i) has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - (ii) may require from the servants of the Association such information and explanations as may be necessary for the performance of their duties as auditor;

(iii) may, in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

Annual General Meeting

11. (a) The Association shall, in each year, hold An Annual General Meeting.
- (b) The Annual General Meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the Board may determine.
- (c) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
- (d) The Annual General Meeting shall be specified as such in the notice convening it.
- (e) The ordinary business of the Annual General Meeting shall be -
- (i) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (ii) to receive from the Board, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
 - (iii) to elect the Officers of the Association and the Ordinary Board Members;
 - (iv) to appoint the auditor and determining their remuneration; and
 - (v) to determine the remuneration of servants of the Association.
- (f) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (g) All general meetings other than the Annual General Meeting shall be called Special General Meetings.

Special General Meeting

12. (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Board shall, on the requisition in writing of not less than ten members, convene a Special General Meeting of the Association.
- (c) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by at least ten requisitionists and deposited at the office of the Association.
- (d) If the Board does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition thereof is deposited at the office of the Association, the requisitionists, or any of them may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (e) A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

Notice of Annual General Meetings

13. The Public Officer of the Association shall, at least fourteen days before the date fixed for holding an Annual General Meeting of the Association, cause to be inserted in a newspaper published in the Northern Territory an advertisement specifying the place, day, and time for the holding of

the meeting.

Business and Quorum at General Meetings

14. (a) All business that is transacted at special general meetings and all business that is transacted at the Annual General Meeting, with the exception of that specifically referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (b) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) 5% of total membership or 5 members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (d) If within 30 minutes, after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

President to preside at General Meetings

15. (a) The President, or in his/her absence, the Vice President shall preside as chairperson at every general meeting of the Association.
- (b) If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as chairperson thereat.

Adjournment of General Meetings

16. (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.

Determination of questions arising at General Meetings

17. A question arising at a general meeting of the Association shall be determined on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is demanded. A declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

Votes

18. (a) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (b) All votes shall be given personally.
- (c) In the case of an equality of voting on a question the chairperson of

the meeting is entitled to exercise a second or casting vote.

- Taking of Poll** 19. If at a general meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- When Poll to be taken** 20. A poll that is demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.
- Affairs of Association to be managed by a Board** 21. (a) A Board of Management constituted as provided in rule 23 shall manage the affairs of the Association.
- (b) The Board -
- (i) shall control and manage the business and affairs of the Association;
- (ii) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
- (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- Officers of the Association** 22. (a) The Officers of the Association shall be -
- (i) a President;
- (ii) a Vice-President;
- (iii) a Treasurer;
- (iv) a Secretary; and
- (v) a Public Officer (who is a person resident in the Northern Territory) for the purposes of the Associations Incorporation Act;
- (b) The provisions of sub-rules (c) and (d) of rule 24 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (a) of this rule.
- (c) Each Officer of the Association shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.
- (d) In the event of a casual vacancy in any office mentioned in sub-rule (a) of this rule, the Board may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of their appointment.
- Constitution of the Board** 23. (a) The Board shall consist of –
- i) the Officers of the Association,
- ii) 3 other Ordinary Board Members, all of whom shall be elected

at the Annual General Meeting of the Association in each year and

iii) the station manager, or equivalent thereof, ex officio, with no voting rights

- (b) Each Ordinary Board Member shall, subject to these rules, hold office until the Annual General Meeting next after the date of their election, but is eligible for re-election.
- (c) In the event of a casual vacancy occurring in the office of an Ordinary Board Member, the Board may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting next, following the date of their appointment.

**Election of
Members of
Board**

24. (a) Nominations of candidates for election as Officers of the Association or as an Ordinary Board Member -
- (i) shall be made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the Public Officer of the Association before or at the Annual General Meeting.
- (b) If insufficient nominations are received to fill all Ordinary vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (c) If the number of nominations received for Ordinary Board Members is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (d) If the number of nominations for Officers and Ordinary Board Members exceeds the number of vacancies to be filled, a ballot shall be held.
- (e) The ballot for the election of Officers and Ordinary Board Members shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

**Vacation of
Office**

25. For the purposes of these rules, the office of an Officer of the Association or of an Ordinary Board Member becomes vacant if the Officer or Ordinary Board Member -
- (a) dies;
 - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors;
 - (c) becomes of unsound mind;
 - (d) resigns their office by writing under their hand addressed to the Board;
 - (e) ceases to be resident in the Northern Territory;
 - (f) fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
 - (g) ceases to be a member of the Association; or
 - (h) fails to pay all arrears of subscription due by them within fourteen days after they have received a notice in writing signed by the

- Public Officer stating that they have ceased to be a financial member of the Association.
- Meetings of the Board and Sub-Committees**
26. (a) The Board shall meet at least once every six weeks at such places and at such times as the Board may determine.
- (b) The President or any four of its members may convene special meetings of the Board.
- (c) Notice shall be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (d) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (e) No business shall be transacted 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 shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (f) At meetings of the Board -
- (i) the President, or in his/her absence the Vice-President, or in the absence of both the President and the Vice-President, one of the remaining members of the Board as may be chosen by the members present shall preside.
- (g) Questions arising at meetings of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (h) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.
- (i) Written notice of each Board meeting shall be served on each member of the Board by delivering to them at a reasonable time before the meeting; or otherwise served by telephone.
- Disclosure of Interest in Contracts etc**
27. (a) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose their interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if their interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of their interest.
- (b) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first meeting of the Board after they become so interested.
- (c) No member of the Board shall vote, as a member of the Board, in respect of any contract or arrangement in which they are interested and if they do so, their vote shall not count.
- Sub-Committees and Executive**
28. (a) The Board may at any time appoint a sub-committee from the Board as it may think fit and shall prescribe the powers and functions thereon.

- (b) The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association but a person so co-opted is not entitled to vote.
- (c) Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering to them at a reasonable time before the meeting; or otherwise served by telephone.
- (d) The President, the Vice-President, the Station Manager, or equivalent thereof, the Treasurer and the Secretary constitute the Executive, which may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Board, and where any such instructions are issued shall report thereon to the next meeting of the Board.

Annual Subscriptions

29. (a) Until otherwise fixed pursuant to sub-rule (b) of this rule, the Board shall prescribe the annual subscription payable by members.
- (b) The annual subscription of a member is due on the first day of March each year and payable no later than the last day of March each year.

Financial Year

30. The financial year of the Association is the period beginning on July 1 in each year and ending on June 30 next following.

Notices

31. A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a registered letter addressed to the member at their usual or last-known place of abode.

Expulsion of Members

32. (a) Subject to these rules, the Board may expel a member from the Association if the member has been guilty of conduct detrimental to the interests of the Association.
- (b) The expulsion of a member pursuant to sub-rule (a) of this rule does not take effect:
- (i) until the expiration of fourteen days after the service on the member of a notice under sub-rule 32 (c) of this rule; or
 - (ii) where the member chooses to exercise rights of reply and/or appeal at the conclusion of that reply or appeal process.
- (c) Where the Board expels a member from the Association, the Public Officer of the Association shall, without undue delay cause to be served on the member, a notice in writing -
- (i) setting out the resolution of the Board and the grounds on which it is based;
 - (ii) stating that the member subject of the resolution may address the Board at a meeting to be held not later than 21 days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member subject of the resolution that he/she may do either or both of the following:
 1. attend and speak at that meeting
 2. submit to the Board at or prior to the date of that meeting written representations relating to the resolution

- (d) At a meeting held as referred to in clause (c) the Board shall -
 - (i) give to the member subject of the resolution an opportunity to make oral representations
 - (ii) give due consideration to any written representations submitted to the Board by the member subject of the resolution at or prior to the meeting; and
 - (iii) by resolution determine whether to confirm or to revoke the resolution.
- (e) Where the Board confirms a decision under clause (d), the Public Officer shall, within 7 days after that confirmation, by notice in writing inform the member subject of the decision of the reasons for the confirmation and the right of appeal under rule 33.

Right of Appeal

- 33. (a) A member on whom a notice under rule 32 (e) is served may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the Public Officer of the Association, within fourteen days after service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing an appeal.
- (b) Upon receipt of a requisition under rule 33 (a), the Public Officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a Special General Meeting of members to be held within 21 days after the date on which the requisition is received by the Public Officer.
- (c) At a Special General Meeting convened for the purpose of this rule-
 - (i) no business other than the question of the expulsion shall be transacted;
 - (ii) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
 - (iii) the expelled member shall be given an opportunity to be heard and
 - (iv) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (d) If at the Special General Meeting a majority of the members present vote in favour of the Board's decision, it is confirmed; if not, it is revoked.

Alteration of the Constitution

- 34. (a) The Rules of the Association may be amended by resolution passed by a two-thirds majority of financial members present voting at a Special General Meeting.
- (b) Notice of the proposed amendment shall be included in the notice calling the Special General Meeting.
- (c) An amendment to the objects and purposes of the Association shall not be effective until approved by the Registrar.
- (d) An alteration of the objects, purposes or rules is of no effect until a copy of the alteration is lodged with the Registrar of Associations in the Northern Territory.

Seal of the Association

- 35. (a) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
- (b) The seal of the Association shall not be affixed to any instrument

except by the authority of the Board and the affixing thereof shall be attested by the signatures either of two members of the Board or of one member of the Board and the Public Officer of the Association or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.

(c) The seal shall remain in the custody of the Public Officer.

**Dissolution of
Association**

36. (a) In the event of the Association being wound up, any surplus assets remaining after payment of the Association's liabilities shall be transferred to another entity, which prohibits distribution of assets and income to at least the same extent.

*INSTRUCTIONS TO ASSOCIATIONS (ON DISSOLUTION PROVISIONS)
PREPARED ON THE BASIS OF TAXATION OFFICE INFORMATION:*

Paragraph (a) would be acceptable for organisations not seeking income tax exemption or tax deductibility status, but wanting recognition as a non-profit organisation.