

# CONSTITUTION

(formerly known as Articles of Association)

OF

ILLAWARRA COMMUNITY FM  
BROADCASTERS LIMITED  
VOX FM 106.9

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<i>(Approved at General Meeting 20/02/07)</i>	

## **Section 1 – Interpretation**

### **1.1 Definitions**

In this Constitution, unless indicated otherwise:

“the Act”	means the Corporations (New South Wales) Act 1990;
“the Board”	means the Board of Directors;
“Board Meetings”	mean Executive Meetings, Ordinary Board Meetings and Special Board Meetings;
“the Company”	means The Illawarra Community FM Broadcasters Limited;
“Company Meetings”	mean Ordinary General Meetings, Extraordinary General Meetings and Annual General Meetings;
“ordinary resolution”	means a decision agreed upon by over half of the voting members at a meeting;
“Member”	means a person or group who has been accepted as a member by the Board and who has paid to the Company all current fees;
“Retired Member”	means a member who is over the age of 55 years and does not ordinarily work more than 10 hours per week;
“special resolution”	means a decision agreed upon by three quarters of the voting members at a meeting. Members who are eligible to vote in a special resolution must have twenty one days notice of such a resolution.
“Public Officer”	means the person answerable for all actions on behalf of the Company. This role is filled by the Secretary.

### **1.2 Legislation and Other Relevant Documentation**

Broadcasting Services Act 1992.

Australian Communications and Media Authority (the ACMA)

- Community Broadcasting Participation Guidelines 24 June 2010.

Community Broadcasting Association of Australia (CBAA)

- Code of Ethics
- Strategic Plan 2008-2011
- Codes of Practice 23 October 2008.

## **Section 2 – Aims of the Company**

### **2.1 Company Aims**

The aims of the Company are to:

- a) Operate a community access broadcasting station;
- b) Develop community media activity;
- c) Support community involvement in media activity;
- d) Promote and encourage innovative and experimental use of radio;
- e) Encourage and develop use of radio by all sections of the community, especially those which are denied effective access to, or are not adequately serviced by, the existing media;
- f) Ensure that the laws of broadcasting and the CBAA Code of Ethics are adhered to and are accessible to members;
- g) Target, reflect and give access to Illawarra's diverse community;
- h) Format programs in such a way as to maximise overall program balance, maximise station identity and maximise audience;
- i) support and develop the local arts and music by means of activities such as fund raising and relationship building.

The assets and income of the Company shall be applied solely in furtherance of its above mentioned aims and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

## **Section 3 – Membership**

### ***3.1 Types of Membership***

The Board may determine the membership type of any member. The types of membership are:

- a) **FOUNDING MEMBERS**  
Founding Members are those who subscribed to the Memorandum of Association and the Constitution at the date of Incorporation of the Company.
- b) **ORDINARY MEMBERS**  
Ordinary Members are individuals who are not entitled to be Concession Members.
- c) **INDIVIDUAL CONCESSION MEMBERS**  
Concession Members:
  - i. hold current Health Care Card supplied by Centrelink;
  - ii. are full-time students;
  - iii. are unemployed;
  - iv. receive a pension from Centrelink or Department of Veterans' Affairs; or
  - v. are retired.
- d) **GROUP MEMBERS**  
Group Members are non-profit groups and are not tertiary educational institutions, licensed clubs or political parties.
- e) **CORPORATE MEMBERS**  
Corporate Members are State and Federal Government departments and agencies, tertiary educational institutions or business organisations.
- f) **FAMILY GROUP MEMBERS**  
Family Group Members are:
  - i. one or two adults; and
  - ii. up to three children under eighteen years of age who are dependent upon the adult(s)
- g) **SUBSCRIBER MEMBERS**  
Subscriber Members are associated with the Company, but are not actively engaged in its activities.
- h) **HONORARY MEMBERS**  
Honorary Members are individuals, businesses or community organisations who have rendered significant assistance to the Company in the interests of the Community.
- i) **LIFE MEMBERS**  
Life Members are individuals or community organisations who have rendered outstanding service to the Company over a substantial period of membership.

The admission of Life Members must be by resolution at an Annual General Meeting and nominations must be proposed and seconded by two financial members of the Company. Such nominations must be submitted to the Company Secretary at least ten days prior to an Annual General Meeting.

### **3.2 Application for Membership**

Each applicant must be nominated and seconded by members of the Company at the time the application is made.

Applications for membership must be:

- a) made on the form approved by the Board; and
- b) accompanied by payment of the applicable joining fee and first annual membership fee.

### **3.3 Approval or rejection of applications for Membership**

The Board has the right to accept or reject an application for membership. However, an application for membership must not be rejected because of the race, religion, political beliefs, sex, marital status, disability, sexual preference or age of the applicant.

The Board will consider an application for membership at the first meeting of the Board after it has been received.

The Secretary will inform an applicant in writing if their application has been accepted or rejected.

Applicants whose application for membership is accepted will have their name added to the Membership Register.

Applicants whose application for membership is rejected have the right of reply and appeal. The Secretary shall, as soon as practicable, write to the applicant setting out the resolution of the Board and the grounds on which it is based, and informing the applicant that they may appeal in writing or in person within one month.

The decision of the Board may be appealed to a General Meeting (of which 21 days notice has been given), after being informed of the Board's decision, but stands unless overturned by that meeting.

### **3.4 Membership Register**

- a) The Public Officer of the Company must establish and maintain a Register of Members specifying the name and address of each member of the Company

together with the date on which the person or organisation became a member. This Register will remain private and confidential.

- b) A Register of Membership names must be kept at the principal place of administration of the Company and must be open for inspection, free of charge, by any member of the Company at any reasonable hour.

### **3.5 Annual Membership and Joining Fees**

The Board sets the annual membership, airtime fees and joining fees. The Board may change the annual membership, airtime fees or joining fees. Such changes must be approved by the members at the Annual General Meeting. Annual membership and joining fees may be different for different types of membership.

Members must pay annual fees by 1<sup>st</sup> of July each year. Those who have become members and have paid the annual fee within the last twelve weeks before 1<sup>st</sup> of July do not have to pay.

There is a two month period of grace permitted for payment of annual fees. Members who have not renewed their membership by payment of the prescribed fees by the 31<sup>st</sup> of August each year will have their names removed from the membership register.

Non payment of airtime fees within a two month period of grace will result in the loss of airtime.

### **3.6 Representation and Voting Rights**

Only members are entitled to vote.

In the passing of a resolution at a Company Meeting:

- a) Ordinary Members are allowed one vote;
- b) Concession Members are allowed one vote;
- c) Any two representatives of a Group Member are each allowed one vote;
- d) Any two representatives of a Corporate Member are each allowed one vote;
- e) The adults of a Family Group Member are each allowed one vote;
- f) Subscriber Members are not allowed to vote;
- g) Honorary Members are allowed one vote; and
- h) Life Members are allowed one vote.

Members must attend meetings to vote.

Members may only vote if they have been members for more than 12 weeks.

### **3.7 Dual Representation**

A representative of more than one Group or Corporate Member may only vote on behalf of one of these Members. A member may only vote in one capacity.

### **3.8 Training Rights**

The Executive has the right to determine who should have training. A member rejected for training has the right to appeal to a regular meeting of the Board.

### **3.9 Conduct of Members**

- a) A member is guilty of misconduct if they:
  - i. do not comply with the Memorandum or Constitution; or
  - ii. act in a manner prejudicial to the interest of the Company.
  
- b) The Board, if they have evidence to believe that a member is guilty of misconduct, will:
  - i. inform the member in writing;
  - ii. ask the member to explain his or her conduct at a Board Meeting held more than seven days after the Member is informed; and
  - iii. give the member seven days notice of this meeting.
  
- c) The Board has the power to suspend or expel a member found guilty of misconduct.

A member suspended or expelled for misconduct:

- i. must be informed by the Board;
- ii. has the right to appeal to an Extraordinary General Meeting (of which 21 days notice has been given) after being informed of the Board's decision; and
- iii. must be informed by the Board of this right

If a member does appeal, the matter will be determined by secret ballot. A majority of two thirds of the votes is required to overturn the decision to suspend or expel the Member.



### **3.10 Members Liability**

If the Company is wound up each person who has been a member within the past year may be required to pay up to one dollar. This money will be used to satisfy the debts of the company incurred before the time the person stopped being a member.

### **3.11 Termination of Membership**

A person is no longer a member if that person:

- a) fails to pay membership fees within eight weeks after they become due;
- b) advises the Secretary in writing of their resignation;
- c) is expelled from the Company for misconduct; or
- d) becomes an employee of the Company.

### **3.12 Transfer of Membership**

Membership can not be transferred.

## **Section 4 – The Executive**

### **4.1 Selection and Composition**

The Executive consists of the:

- a) President;
- b) Vice President;
- c) Treasurer;
- d) Secretary; and
- e) Assistant Treasurer/Secretary.

The Board must select the members of the Executive at its first meeting after the Annual General Meeting. Members of the Executive must be Directors.

### **4.2 Responsibilities and Power**

The Executive has the power to make decisions on behalf of the Company. The decisions must be reviewed at the next Board Meeting and will remain in force unless rejected by that meeting.

A Director will cease to be a member of the Executive if:

- a) the Director resigns from their position in the Executive;
- b) a majority of the Board vote the Director is not carrying out their duties and responsibilities in a satisfactory manner; or
- c) the Director ceases to be a Director.

## **Section 5 – The Board of Directors**

### **5.1 Election of the Board**

The members will elect Directors to the Board at the Annual General Meeting.

Directors will retire at the second Annual General Meeting after their election.

Half, or as near as possible to half of the Directors are elected at each Annual General Meeting.

Where there are more candidates than vacancies a secret ballot will be held to determine the successful candidates. The successful candidates will be those who have received the greatest number of votes.

### **5.2 Number of Directors on the Board**

The members may increase or decrease the number of Directors on the Board by special resolution at a Company Meeting.

### **5.3 Who Can be on the Board**

Any Member who can vote at an Annual General Meeting can be nominated and elected to the Board.

Retiring Directors may be nominated for re-election.

### **5.4 Vacancies on the Board**

A person is not longer a Director if that person:

- a) resigns in writing to the Company Secretary;
- b) can not manage the Company because of mental incapacity, as determined by an appropriate external authority;
- c) becomes an employee of the Company;
- d) stops being a member; or
- e) fails to attend Board Meetings for more than 3 months without the Board's consent.

### **5.5 Removing a Director**

The members may remove a Director from office by special resolution at a Company Meeting.

The Director concerned has the right to speak at that meeting.

A Director removed from office is still a member.

### **5.6 Power to Appoint**

When a vacancy on the Board arises between Annual General Meetings, the Board has the power to appoint members to fill the vacancy.

### **5.7 Conflicts of Interests**

Directors must disclose all potential conflicts of interests to the Board.

The Board will determine if a Director has a conflict of interest.

Directors must not vote on issues in which they are found to have a conflict of interest.

### **5.8 General**

All Director positions are unpaid.

The Board must repay Directors for expenses approved by the Board which were incurred on behalf of the Company.

## **Section 6 – Powers of the Board**

The Board will manage the Company.

a) This includes, but is not limited to, the power to:

- i. deal with the property of the Company;
- ii. vary the rates and charges for air time and sponsorship;
- iii. hire and dismiss employees;
- iv. set up and remove sub-committees and portfolios

by ordinary resolution at an Ordinary Board Meeting.

b) The Board must:

- i. keep adequate financial records;
- ii. ensure:
  - adequate insurance coverage;
  - reasonable working conditions and environment; and
  - that the aims of the Company as stated in Section 2 are followed.

## **Section 7 – Board Meetings**

### **7.1 Executive Meetings**

The President or Secretary can arrange Executive Meetings.

Executive Meetings may be held between Ordinary Board Meetings to process urgent business.

All Directors must be given one weeks notice of the:

- i. place;
- ii. day;
- iii. time; and
- iv. agenda

of the meeting.

Quorum is three members of the Executive.

### **7.2 Ordinary Board Meetings**

The Secretary will arrange an Ordinary Board Meeting on the request of a Director.

a) Ordinary Board Meetings will be held:

- i. in the four weeks prior to Company Meetings;
- ii. at least every twelve weeks; and
- iii. more often if required.

b) All Directors must be given one weeks notice of the:

- i. place:
- ii. day;
- iii. time; and
- iv. agenda

of the meeting.

Only Directors may attend and participate unless the approval of the Chairperson is given.

Quorum is five Directors.

### **7.3 Special Board Meetings**

The Secretary may arrange a Special Board Meeting on the request of the majority of the Board.

All Directors must be given one weeks notice of the:

- i. place;
- ii. day;
- iii. time; and
- iv. agenda

of the meeting.

Quorum is five Directors.

## **Section 8 – Company Meetings**

### **8.1 Ordinary and Extraordinary General Meetings**

- a) General Meetings will be arranged by:
  - i. the Board;
  - ii. the Secretary upon written request of fifteen members.

Ordinary General Meetings must be held twice annually, but may be held more often if required.

- b) Members must be given three weeks notice of the:
  - i. place;
  - ii. day;
  - iii. time; and
  - iv. agenda

of the meeting.

Only members and Company Auditors may attend and participate unless the approval of the Chairperson is given.

Quorum is fifteen members.

The Chairperson or three members can require an issue to be determined by secret ballot at an Ordinary or Extraordinary General Meeting.

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.

### **8.2 Annual General Meetings**

The Board will arrange Annual General Meetings.

The Annual General Meeting must be held by the 31<sup>st</sup> of October each year.

Members must be given three weeks notice of the:

- a)
  - i) place;
  - ii) day;



- iii) time; and
  - iv) agenda
- of the meeting; and

b) how to make nominations for Directors.

All annual reports and audited financial statements must be made available for members to view at least one week before the Annual General Meeting.

Only members and Company Auditors may attend and participate unless the approval of the Chairperson is given.

Quorum is fifteen members.

### **8.3 Notice of Meetings**

Notice of meetings are to be sent by pre-paid post to each member at the member's address appearing in the Register of Members.

### **8.4 Sub Committee Meetings**

Members of Sub Committees may meet at their discretion.

Recommendations of Sub Committees must be presented to the Board at the next Board Meeting.

## **Section 9 – Meeting Procedure**

### **9.1 Chairperson of Meetings**

The President must be the Chairperson of Board and Company Meetings, subject to availability.

The President may chair Sub Committee Meetings.

If the President is unavailable, the Vice President, Treasurer or Secretary, in that order, must chair the meeting.

The Chairperson has the right to exercise a casting vote.

### **9.2 Quorums**

Board Meetings will be cancelled if quorum is not met within half an hour after the meeting is scheduled to start.

Company Meetings will be adjourned if quorum is not met within half an hour after the meeting is scheduled to start. Adjourned Company Meetings must be rescheduled.

Rescheduled Company Meetings may proceed if quorum is not met within half an hour after the meeting is scheduled to start, providing at least five members are present.

### **9.3 Method of Voting**

Voting at all Meetings will generally be by show of hands. The Chairperson or three members can require an issue to be determined by secret ballot.

The Chairperson at all meetings has the right to exercise a casting vote when votes are equal.

### **9.4 Minutes of Meetings**

Accurate minutes of all Meetings must be kept.

Minutes of Special Board Meetings, Executive Meetings and Sub Committee Meetings must be read at the next Ordinary Board Meeting.

## **Section 10 – Public Fund**

### **10.1**

Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the Association's objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

### **10.2**

The fund will be administered by a management committee or a subcommittee of the management, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Illawarra Community FM Broadcasters Ltd.

### **10.3**

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

### **10.4**

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

### **10.5**

Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

## **Section 11 – Administration**

### ***11.1 Alteration to Constitution***

The Constitution can only be altered by special resolution at a Company Meeting.

Alterations are effective from the time they are passed at a Company Meeting, unless specified otherwise.

The Secretary will supply a copy of the Constitution to members and Directors if requested.

### ***11.2 Dissolution***

The Company is deemed to have passed a special resolution to dissolve the Company if there are less than ten members.

The Company may be dissolved by special resolution at an Extraordinary General Meeting.

In the event of the Company being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

### ***11.3 Indemnity***

The members may indemnify a Director out of the assets of the Company against any liability arising out of the execution of their duties, by special resolution at a Company Meeting.

### ***11.4 Auditor***

If the position of auditor is vacant it must be filled at the Annual General Meeting.

All Company Records will be made available to the Company auditor upon three weeks notice.

All Company records will be kept in a manner approved by the Company auditor.

### ***11.5 Company Seal***

Every document to which the Company Seal is affixed must be signed by two Directors.