

**Multicultural Radio and
Television Association
of Western Australia Inc.**



Constitution

As approved 6 May 2003
As amended 18 October 2009

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2. Name of Association

- 1.1 The name of the Association shall be the Multicultural Radio and Television Association of Western Australia (Inc) (hereinafter referred to as “the Association”)

3. Definitions

- 2.1 For the purpose of this Constitution the following definition of “ethnic group” will be adopted:

“A group with a common cultural tradition and a sense of identity, which exists as a sub-group of a larger society. Members of an ethnic group differ from other members of society by having certain cultural characteristics. They may have their own language and religion as well as certain distinctive customs. Probably most important is their feeling of identification as a traditionally distinctive group. Usually, the term is applied only to minority groups, but if there are a number of culturally distinct groups within society, the dominant cultural group can also be referred to as an ethnic group. It is also acknowledged that within an ethnic group there may exist a number of sub-groups, which differ from one another because of their distinct cultural, regional, religious or linguistic affiliation.”

- 2.2 In these rules, unless the contrary intention appears:

“The Association” means The Multicultural Radio and Television Association of Western Australia (Inc).

“Council Meeting” means meeting referred to in Rule 18.1;

“Council Member” means person referred to in paragraphs (a), (b), (c), (d), (e), and (f) of Rule 10.1;

“Financial Year” has the meaning given by section 3 (1) of the Act, a reference in that section to:

(a) “an incorporated association” or “the association” being construed as a reference to the Association; and

(b) “the Committee” being construed as a reference to the Council;

“He” or “His” refers to both genders, and can be read as “he or she” or “his or her” respectively

“General Meeting” means meeting convened under Rule 19;

“Member” means member of the Association as detailed in paragraphs (a), (b), and (c) of Rule 5.1;

“Ordinary Resolution” means resolution other than a Special Resolution;

“Special Resolution” has the meaning given by section 24 of the Act;

“The Act” means the Associations Incorporation Act 1987;

“The Chairperson” means:

(a) in relation to the proceedings at a Council Meeting or General Meeting, the person presiding at the Council Meeting or General Meeting in accordance with Rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 10.1 (a) or, if that person is unable to perform his functions, the Vice-Chairperson;

“The Council” means the Council of Management of the Association referred to in Rule 10.1;

“The Secretary” means the Secretary referred to in Rule 10.1 (c), and Rule 13;

“The Treasurer” means the Treasurer referred to in Rule 10.1 (e), and Rule 15;

“The Vice-Chairperson” means the Vice-Chairperson referred to in Rule 10.1 (b) and Rule 12;

“The Returning Officer” means the person referred to in Rule 10.9;

“Office” means the registered office from time to time of the Association;

“Executive” means the Executive Members of the Council referred to in Rule 10.1 (iii);

3. Objects of Association

The objects of the Association are:

- 3.1 To negotiate and maintain public radio, television, internet, or other broadcasting licence's.
- 3.2 To acquire, equip, maintain, and manage premises for use as a radio, television, internet, or other broadcasting station by and for the ethnic communities of Western Australia.
- 3.3 To develop and transmit radio, television, internet, or other programmes of cultural, educational and social significance in accordance with the provision of the Broadcasting and Television Act.
- 3.4 To establish and maintain communication and liaison between ethnic communities and broadcasting groups in order to achieve through radio, television, internet, or other broadcasting an exchange of information and ideas, greater understanding of the diversity of cultures within the Australian community as well as to promote multiculturalism, and maintenance of languages other than English and to combat racism.
- 3.5 To broadcast on radio, television, internet, or other medium in languages other than English as well as in English.
- 3.6 To encourage participation, developing, and provide training for members of ethnic communities at all levels of radio, television, and relevant technologies, dependant on the Association's abilities.
- 3.7 It is hereby expressly declared that the Association is not carried on for profit and any income of the Association shall be applied in the promotion of its objects as set out in this Constitution. No part of its property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith for the promotion of those objects.

4. Powers of Association

- 4.1 To apply funds and assets of the Association towards any of the objects of the Association.
- 4.2 To accept grants, subscriptions, donations and bequests (whether of real or personal estate) for all, or any of the objects of the Association.
- 4.3 To seek financial assistance from government and non-government bodies, for the implementation of the Associations' projects/objects, including, but not restricted to performing fundraising activities.
- 4.4 To borrow or raise money with or without giving security, in furtherance of the objects of the Association.
- 4.5 To do, or cause to be done, all such other acts and things as may be properly considered incidental or conducive to the attainment of the objects of the Association.
- 4.6 To purchase, construct, maintain, and/or alter building(s) or works necessary or suitable for any of the objects of the Association.
- 4.7 The purchasing, selling, supplying of, or dealing in goods related to the objects of the Association.
- 4.8 To appoint, remunerate, and dismiss such officers, employees and representatives as it shall from time to time deem necessary.
- 4.9 To do all such things that are necessary or convenient to be done, or in connection with, the objects set out in Clause 3 above.

5. Membership

5.1 Types of Membership

There shall be three types of memberships of the Association:

- (a) “Broadcasting Member” which shall be defined as a group regardless of ethnic origin which produces its own programmes to be broadcast. Members in this category shall have one vote for each group.
- (b) “Non-Broadcasting Member” shall be defined as another group, organisation or individual, which does not produce its own programmes to be broadcast, but who may nevertheless participate in programme production. Members in this category shall have no voting rights whatsoever.
- (c) “Life Member” which shall be defined as individuals recommended by the Council for such membership, and presented to the General Membership for voting in.
 - (i) The required criteria for Life Membership shall be:
 - a) Outstanding/Longstanding service to the Association
 - b) Extraordinary deed(s) performed for the benefit of the Association
 - (ii) Such individuals shall have voting rights only as part of a Broadcasting Group they belong to.
 - (iii) The number of Life Members shall not exceed 10% of the total number of members.

5.2 The number of members of the Association is declared to be unlimited

5.3 The following Applicants shall be eligible to become members of the Association:

- 5.3.1 any person who satisfies the Council that he subscribes to the objects of the Association;
- 5.3.2 any duly elected or appointed representative of any unincorporated body that satisfies the Council that it subscribes to the objects of the Association.
- 5.3.3 any incorporated body that satisfies the Council that it subscribes to the objects of the Association.

5.4 Applications for membership shall be made to the Association in the prescribed form supplied by the Association and accompanied by (i) the prescribed non-refundable application fee, (ii) annual membership fee, and (iii) such information as is necessary to satisfy the Association of the applicants eligibility for membership.

5.5 The Council members shall consider each application made under sub-rule 5.4 at a Council meeting and shall at the Council meeting or a subsequent Council meeting accept or reject that application.

- 5.5.1 If an application for membership to the Association is refused by the Council, then short reasons for rejection of the application shall be supplied to the applicant
- 5.5.2 Should the applicant be dissatisfied with the short reasons pursuant to sub-rule 5.5.1, the unsuccessful applicant shall be entitled to require the application for membership to be referred to the next Annual General Meeting of the Association for reconsideration. If the application for membership to the Association is again refused, such decision shall be final, and no further right of appeal or reconsideration of application for membership to the Association shall be provided.
- 5.5.3 Should the application be rejected, the annual membership fee paid under sub-rule 5.4 (ii) shall be refunded.

- 5.6 Upon admission of the person, group, or organization as a member of the Association in any of the categories of membership referred to in paragraph 5.1 of this Constitution, his (its) name and address shall be recorded in the Register of Members.
- 5.7 All members of the Association shall have the same rights except where specifically otherwise provided within this Constitution.
- 5.8 Neither the Association nor any member of the Association may use the name of the Association in support of any political and/or religious campaign, or in support of any candidate for public office.

6. Register of Members of Association

- 6.1 The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the registered office of the Association.
- 6.2 The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7.3, 8.1, or 9 to be deleted from the register of members referred to in 6.1.

7. Subscriptions of Members of Association

- 7.1 The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- 7.2 Each member, be it an individual, incorporated, or unincorporated Association, shall pay to the Treasurer, annually on or before 1 July or such other date as the Council from time to time determines, the amount of the subscription determined under 7.1.
- (a) The membership fee for Non-Broadcasting Members shall be set to 50% the rate for Broadcasting Members.
- (b) Life Members shall be exempt from any membership fees whatsoever.
- 7.3 A member is a financial member for the purposes of these rules if his subscription is paid on or before the relevant date fixed by or under sub-rule 7.2, or within 3 months thereafter.
- 7.4 A member whose subscription is not paid within 3 months after the relevant date fixed by or under 7.2 ceases on the expiry of that period to be a member, unless the Council decides otherwise.

8. Resignation of Members of Association

- 8.1 A member who delivers notice in writing of his resignation from the Association to the Secretary or another member of the Executive Committee ceases on that delivery to be a member.
- 8.2 A person who ceases to be a member under sub-rule 8.1 remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9. Expulsion of Members of Association

- 9.1 If the Council considers that a member should be expelled from membership of the Association because of his conduct detrimental to the interests of the Association, the Council shall communicate in writing to the member:
- (a) notice of the proposed expulsion and of the time, date and place of the Council meeting at which the question of that expulsion will be decided; and

- (b) particulars of that conduct, not less than 30 days before the date of the Council meeting referred to in paragraph (a).
- 9.2 At the Council meeting referred to in a notice communicated under sub-rule 9.1, the Council may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Council, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- 9.3 Subject to sub-rule 9.5, a member who is expelled under sub-rule 9.2 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him is communicated to him under sub-rule 9.2.
- 9.4 A member who is expelled under sub-rule 9.2 from membership of the Association shall, if he wishes to appeal against that expulsion, give notice to the Secretary of his intention to do so within the period of 14 days referred to in sub-rule 9.3.
- 9.5 When notice is given under sub-rule 9.4:
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Council to expel that member; and
- (b) the member who gave that notice does not cease to be a member unless and until the decision of the Council to expel him is confirmed under this sub-rule.

10. Council of Management – “The Council”

- 10.1 (i) The affairs of the Association shall be managed exclusively by a Council of Management consisting of:
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) not less than nine other persons; but
 - (f) not more than twelve other persons.
- (ii) The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall constitute the Office Bearers of the Association. An Office Bearer shall hold only one position from those listed in sub-rule (i) above.
- (iii) The Office Bearers along with 3 ordinary Council members shall constitute the Executive Council. The purpose of the Executive Council shall be:
- to meet upon short notice, in an emergency, and make decisions, where the Council is unable to meet. In such instances, the Executive Council shall be held accountable before the Council in subsequent meetings for all decisions it has taken. The Council shall have the power to repeal such decisions should they be deemed unprofitable for the good of the Association; and
 - to meet at other times for the purpose of planning and presenting various business items for the Council to discuss and decide upon. The purpose of such meetings would be to help expedite and simplify the execution of such business by the Council.
- (iv) At a Meeting of the Executive Council, five (5) members constitute a Quorum.

10.2 The Council shall have the power:

10.2.1 to determine the policy of the Association and to carry on the business of the Association.

10.2.2 to give directions binding on any persons or committees acting on behalf of the Association.

10.2.3 from time to time to pass by resolution and publish such by-laws as it deems expedient to the carrying out of the objects of the Association. Such by-laws may be repealed only by a resolution of a General Meeting of the Association or by the Council. Such by-laws are binding on every member of the Association.

10.2.4 to appoint as advisors to the Council, persons with the following functions - Legal Advisor, Financial Advisor, Radio Engineer, Station Manager, as are needed from time to time at the discretion of the Council. Such appointments will be of a non-voting nature.

10.3 If a Council member is unable to attend to his duties for any length of time, his Broadcasting Group shall have the right to appoint a proxy for that period, or alternatively, the Council may co-opt a member of that Group. Such appointment shall remain in place until the member of the Council returns to his duties, or until the election of a new Council, whichever occurs first. The following provisions shall apply to any such alternative member.

10.3.1 He may be removed or suspended from office by the Council in writing.

10.3.2 He shall be entitled to receive notices of meetings of the Council and to attend and vote there as if the member by whom he was appointed were present.

10.3.3 He shall be entitled to exercise all the powers (except the power to appoint an alternative member).

10.3.4 He shall ipso facto vacate office if the member of the Council by whom he was appointed vacates office or dies.

10.3.5 He shall, whilst acting as a member of the Council, be responsible to the Association for his own acts and defaults.

10.4 (a) The office of a member of the Council shall be vacated:

(i) If he becomes bankrupt or makes any arrangements or composition with his creditors.

(ii) If he is found mentally incapable of performing his duties satisfactorily.

(iii) If by notice in writing he resigns his office.

(iv) If he acts in such a way which is deemed by a General Meeting or a Special General Meeting to be detrimental to the interests of the Association.

(b) If the office of an Office Bearer becomes vacant, the Council shall appoint a suitable replacement from within the Council to care-take the position until the next General Meeting, where the office shall be voted upon by the Members of the Association.

10.5 Council may elect from its membership other than the executive members the following officers: Assistant Secretary, Assistant Treasurer, Technical Coordinator, Publicity Officer, Newsletter Editor, Finance Coordinator, Community Liaison Officer and Programming Coordinator and such others as the Council shall from time to time consider necessary. These officers shall be known as non-executive members and they may be relieved of their

office by a decision of a two-third majority of the full membership of the Council passed at a Special Meeting of the Council called for the purpose of dealing with the matter.

- 10.6 No public statement may be made in the name of the Association or of the Radio Station by any member of the Association regarding any of the activities of the Association except when such a statement has first been approved by the Council or by a person or persons appointed by the council.
- 10.7 The Council may at its discretion suspend any member of the Council who fails to attend two consecutive meetings or a total of three in any twelve (12) months period without submitting to Council an apology in writing for their absence.
- 10.8 The Council may appoint, remunerate and dismiss such officers, employees and representatives as it shall from time to time deem necessary and may delegate to any one or more of them such powers as it shall see fit.
- 10.9 The Council shall appoint a Returning Officer for an Election year one month before the sending of notification of that Annual General Meeting. Such Returning Officer:
 - (a) shall be a neutral person; and
 - (b) shall not be a member of the Council, or nominated for the upcoming Election.
- 10.10 The election for Councilors shall take place by secret ballot at the Biennial General Meeting for a term of two (2) years.
- 10.11 The following provisions apply to the members of the Council:
 - (a) Each Council member shall hold position for two years or until the General Meeting at which Councilors are elected. A retiring member of the Council shall retain office until the dissolution or adjournment of the General Meeting at which he retires.
 - (b) No person shall be nominated for or continue to be a member of the Council if he is employed or retained by the Association or any of its committee.

11. Chairperson

- 11.1 Subject to this rule, the Chairperson shall preside at all general meetings and Council meetings.
- 11.2 In the event of the absence of:
 - (i) The Chairperson, the Vice-Chairperson shall preside; or
 - (ii) both the Chairperson and the Vice-Chairperson, a Council member elected by the other Council members present, shall preside at the general meeting or Council meeting, as the case requires.
- 11.3 A member has the right to be elected to the office of Chairperson for a maximum of two (2) consecutive terms, unless no other nominations are available.
- 11.4 The outgoing Chairperson becomes the immediate Past Chairperson who would sit on the Council as an Advisor to the newly elected Chairperson, and shall have no voting rights. Such Past Chairperson shall remain in this position for no longer than the remainder of that Council term.

12. Vice-Chairperson

The Vice-Chairperson shall:

- (a) perform all the duties of the Chairperson in his absence; and
- (b) perform all such duties as are requested by the Chairperson.

13. Secretary

The Secretary shall:

- (a) co-ordinate the correspondence of the Association;
- (b) be responsible that full and correct minutes of the proceedings of the Council and of the Association be taken;
- (c) comply on behalf of the Association with:
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association; and
 - (iii) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), (other than those required by rule 15 to be kept and maintained by, or in the custody of, the Treasurer) which shall be kept at the registered office of the Association; and
- (e) Perform such other duties as are imposed by these rules on the Secretary.

14. Assistant Secretary/Minutes Taker

The Assistant Secretary is an ordinary Council Member elected by the Council (if required); and shall:

- (a) perform all the duties of the Secretary in his absence;
- (b) take full and correct minutes of the proceedings of the Council and of the Association; and
- (c) perform all such duties as are requested by the Secretary.

15. Treasurer

The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Council may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Council and in so doing ensure that all cheques are signed by himself and one other Office Bearer as defined per Rule 10.1 (ii);
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson, submit to the Council a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e), which shall be kept at the registered office of the Association; and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

16. Assistant Treasurer

The Assistant Treasurer is an ordinary Council Member elected by the Council (if required); and shall:

- (a) perform all the duties of the Treasurer in his absence; and
- (b) perform all such duties as are requested by the Treasurer.

17. Casual Vacancies in Membership of Council

A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Council member is the Chairperson, to the Vice-Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health; or
- (e) ceases to be a member of the Association.

18. Proceedings of Council

- 18.1 The Council shall meet together for the dispatch of business not less than once in each calendar month except for the month of January (optional). The Chairperson may at any time convene a special meeting of the Council.
- 18.2 Each Council member has a deliberative vote.
- 18.3 A question arising at a Council meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Council meeting shall have a casting vote in addition to his deliberative vote.
- 18.4 At a Council meeting, 50 per cent of the Council members plus one, constitute a quorum.
- 18.5 Subject to these rules, the procedure and order of business to be followed at a Council meeting shall be determined by an Agenda set out by the Secretary, in consultation with the Chairperson.
- 18.6 A Council member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

19. General Meetings

- 19.1 The Council:
 - (a) shall convene Annual General Meetings within three (3) months after the end of the Financial Year, as per section 23 of the Act;
 - (b) may at any time convene a Special General Meeting; and
 - (c) shall, within 30 days of:
 - (i) receiving a request in writing to do so from not less than five (5) Broadcasting Members, convene a Special General Meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under sub-rule 9.4, convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.

- 19.2 The members making a request referred to in sub-rule 19.1 (c) (i) shall:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- 19.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to:
- (a) in sub-rule 19.1 (c) (i), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Council; or
 - (b) in sub-rule 19.1 (c) (ii), the member who gave the notice concerned may himself convene a Special General Meeting as if he were the Council.
- 19.4 When a Special General Meeting is convened under sub-rule 19.3 (a) or (b):
- (a) the Council shall ensure that the members or member convening the Special General Meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.
- 19.5 Subject to sub-rule 19.8, the Secretary shall give to all members not less than 28 days.
- (a) notice of an Annual General Meeting;
 - (b) if it is an Election year, notice of opening of nominations for the Council; and
 - (c) any motions to be moved at the General Meeting.
- 19.6 A notice is given under sub-rule 19.5 shall specify:
- (a) when and where the General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 19.7 In the case of an Annual General Meeting, the order in which business is to be transacted is:
- (a) if it is an Election year (held biennially):
 - (i) first, the consideration of the accounts and reports of the Council;
 - (ii) second, the appointment of an Auditor for that Financial Year;
 - (iii) third, the election of Council members to replace the outgoing Council; and,
 - (iv) fourth, any other business requiring consideration by the Association in a General Meeting.
 - (b) if it is a non-Election year:
 - (i) first, the consideration of the accounts and reports of the Council;
 - (ii) second, the appointment of an Auditor for that Financial Year;
 - (iii) third, any other business requiring consideration by the Association in a General Meeting.
- 19.8 The Secretary shall give to all members not less than 21 days notice of a special General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.
- 19.9 The Secretary may give a notice under sub-rule 19.5 or 19.8 by:
- (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.

19.10 When a notice is sent by post under sub-rule 19.9 (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

20. Election Proceedings

20.1 Nominations proceedings shall be as follows:

20.1.1 Nominations shall be on a prescribed form set out by the Council from time to time.

20.1.2 The Nomination form should include:

- (a) the proposal of an individual by the Broadcasting Member he belongs to subject to sub rules 20.1.5;
- (b) the seconding of any other Broadcasting Member; and
- (c) the signature of the individual being nominated.

20.1.3 Nominations shall be delivered to the Secretary no later than 14 days before the date of the Annual General Meeting in which the elections shall take place. A list of such nominees shall be posted at the Association's Registered Office.

20.1.4 Subject to Subrules 20.1.5, an Individual may nominate for more than one position.

20.1.5 To be eligible for election to the Council:

- (a) as an Ordinary Council Member, the Individual must have been a representative for a Broadcasting Member for at least the preceding 12 months, and be nominated by that member;
- (b) as an Office Bearer, the Individual must have previously served on the Council for a period of at least the preceding 12 months.

20.2 Subject to Rule 19.7 (a) (iii), the order of the Election proceedings shall be as follows:

- (i) The Chairperson,
- (ii) The Vice-Chairperson,
- (iii) The Secretary,
- (iv) The Treasurer; and finally
- (v) The Ordinary Council Members

20.3 In the event where no nominations are received for a position by the closing date, or as a result of a nomination being withdrawn, then nominations shall be taken from the floor.

20.4 If an Election is conducted by Ballot, all related Ballot Papers shall remain in the custody of the Secretary for a period not less than 90 days.

21. Quorum in Proceedings at General Meetings

21.1 At a General Meeting 30 voting members present in person or by proxy constitute a quorum.

(a) Should there be no Quorum 30 minutes after the time specified for the holding of the General Meeting, 25% of the registered voting members shall constitute a Quorum.

(b) If after the 30 minutes in paragraph (a) lapses and the 25% Quorum is not present, the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(c) If within 30 minutes of the time appointed by Sub-rule 21.1 (b) for the resumption of an adjourned General Meeting a Quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a Quorum is present.

- 21.2 At a Special General Meeting, if within 30 minutes after the time specified for the holding of that meeting in a notice given under Rule 19.5 or 19.8:
- (a) as a result of a request or notice referred to in Rule 19.1 (c) or as a result of action taken under Rule 19.3 a Quorum is not present, the Special General Meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the Special General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 21.3 The Chairperson may, with the consent of a General Meeting at which a Quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 21.4 There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the Agenda at the time when the General Meeting was adjourned.
- 21.5 When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Rule 19 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 21.6 At a General Meeting:
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands, or by ballot paper, as directed by the Chairperson; and
 - (b) a special resolution put to the vote shall be decided in accordance with Section 24 of the Act.
- 21.7 A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Sub-rule 21.9.
- 21.8 At a General Meeting, a poll may be demanded by the Chairperson at the General Meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 21.19 If a poll is demanded and taken under Sub-rule 21.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 21.10 A poll demanded under Sub-rule 21.9 on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- 21.11 In the case of an equality of votes, the Chairperson of the meeting shall have a Casting Vote in addition to his deliberative vote.

22. Minutes of Meetings of Association

- 22.1 The Secretary shall cause proper minutes of all proceedings of all General Meetings and Council Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Council Meeting, as the case requires, in a Minute Book kept for that purpose.

- 22.2 The Chairperson shall ensure that the minutes taken of a General Meeting or Council Meeting under Sub-rule 22.1 are checked and signed as correct by the Chairperson of the General Meeting or Council Meeting to which those minutes relate or of the next succeeding General Meeting or Council Meeting, as the case requires.
- 22.3 When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that:
- (a) the General Meeting or Council Meeting to which they relate (in this Sub-rule called “the Meeting”) was duly convened and held;
 - (b) all proceedings recorded as having taken place at the Meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the Meeting have been validly made.
- 22.4 All resolutions taken at a General Meeting or a Council Meeting shall be entered within 30 days in a dedicated Resolution Book, kept by the Secretary for that purpose.

23. Voting Rights of Members of Association

- 23.1 Subject to these rules, each Broadcasting Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- 23.2 A Broadcasting Member which is a body corporate may appoint in writing a natural person, whether or not he is a member, to represent it at a particular General Meeting or at all General Meetings.
- 23.3 An appointment made under Sub-rule 23.2 shall be so made by a resolution of the board or governing body of the body corporate concerned:
- (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Secretary.
- 23.4 A person appointed under Sub-rule 23.2 to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.

24. Proxies of Members of Association

A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any General Meeting.

25. Rules of Association

- 25.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Sections 17, 18, and 19 of the Act.
- 25.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

26. Common Seal of Association

- 26.1 The Association shall have a Common Seal on which its corporate name shall appear in legible characters.

- 26.2 The Common Seal of the Association shall not be used without the express authority of the Council and every use of that Common Seal shall be recorded in the Minute Book referred to in Rule 22.
- 26.3 The affixing of the Common Seal of the Association shall be witnessed by any two of the Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer.
- 26.4 The Common Seal of the Association shall be kept in the custody of the Secretary, at the registered office of the Association, or of such other person as the Council from time to time decides.

27. Inspection of Records, etc. of Association

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

28. Indemnity of Members

Every member of the Council, agent, auditor, Secretary or other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the court in respect of any negligence default, breach of duty or breach of trust.

29. Distribution of Surplus Property on Winding up of Association

- 29.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:
- (a) to another association incorporated under the Act; or
 - (b) for charitable purposes which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Council under Section 33 (3) of the Act to prepare a distribution plan of the surplus property of the Association.
- 29.2 In the event of the winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.