

## C O N T E N T S

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**RULE 1.** (1) The Name of the Association shall be  
**NAME** COMMUNITY RADIO 2XX INCORPORATED  
(in these rules called the Association)

**RULE 2.** (1) In these rules, unless the contrary intention appears:

**DEFINITION** "MEMBER" means individual members as provided for by rule 5 thereof.

"INTERIM PERIOD" means the period from the date of incorporation of the Association to the first Annual General Meeting.

"BOARD OF MANAGEMENT" means the governing body of the Association appointed in accordance with rule 24 hereof.

"CO-ORDINATING TEAM" means the body elected in accordance with rule 28 hereof.

"STATION" means any broadcasting station operated by or in conjunction with the Association pursuant to rule 3 hereof.

2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Ordinance 1937-1959 and that Ordinance as in force on the date on which these rules are adopted by the Association.

(3) These Rules shall in every respect be read and construed as subject to any special conditions which may from time to time be set out in or attached to any licence issued to the association by the Minister responsible for administration of the Wireless Telegraphy Act 1905 or any Act in substitution therefor and nothing contained in these Rules shall be construed as empowering the association to do anything which would breach such special conditions.

### **RULE 3.**

#### **BASIC OBJECTS OF THE ASSOCIATION**

The basic objects of the Association are:

(1) To apply for obtain and hold a community broadcasting license in order to promote and foster the educational, recreational, social and cultural interests of the community of Canberra and surrounding regions and of the community of the Association by the provision of radio broadcasts and related activities.

2) To promote participation by the community in the creation and maintenance of an alternative and innovative radio service, with particular emphasis on the following:

- i) Music, particularly by local and other Australian artists
- ii) Community and current affairs
- iii) Arts
- iv) Education
- v) Indigenous affairs and culture
- vi) Multicultural/community language programs

#### **RULE 4.**

#### **ADDITIONAL OBJECTS OF THE ASSOCIATION**

In addition to the basic objects of the Association the objects and purposes of the Association shall be deemed to include:

- (a) To carry on the business of a broadcaster which, but without limiting the generality of the expression, includes the receiving and transmitting by any means whatsoever of all or any one or more of music and music performances of all types drama poetry readings and any spoken material whatever including talks lectures sermons speeches news broadcasts whether live or pre-recorded and whether by wireless or television or any other method of broadcasting and whether for educational purposes or otherwise and advertising and any other matter whatsoever.
- (b) To carry out any business related to or connected with any business referred to expressly or by implication in rule 4(a) hereof and without limiting the generality thereof to purchase or otherwise acquire any licence option rights or other property in or concerning or in connection with wireless telegraphy, telephony, television or any such other appliance or invention or associated appliance or invention, whether known or unknown at the date hereof, if such is considered by the Association in General Meeting to be in the best interests of the Association.
- (c) 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;
- (d) the buying, selling, and supplying of, and dealing in goods of all kinds;
- (e) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
- (f) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects and purposes of the Association;
- (g) the taking of such steps from time to time as the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations subscriptions, or otherwise;
- (h) the borrowing and raising of money in such a manner on such terms as the Association in General Meeting 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;
- (i) subject to the provisions of the Trustee Ordinance 1957, the investment of any moneys of the Association not immediately required for any of the objects or purposes in such manner as the Association in General Meeting may time to time determine;
- (j) the establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their and the making of payments towards insurance in relation to any of those purposes-;
- (k) the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) 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 provisions of this rule.

*As amended 5/5/04.*

**RULE 4A.**

**AFFAIRS OF  
ASSOCIATION**

- (1) The affairs of the Association shall be managed by the Association in general meeting which shall have final authority with respect to all affairs of the Association but which may delegate to the Board of Management at such times as the Association is not in general meeting the power to manage and control all the affairs of the Association and specifically the Board of Management:
  - (a) shall control and manage the business affairs, financial affairs, legal affairs and staffing affairs of the Association.
  - (b) 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) may, subject to the Ordinance and these Rules, perform all such acts and things as appear to the Board of Management to be essential for the proper management of the business and affairs-of the Association.

**RULE 5.**

**MEMBERSHIP  
OF THE ASSOCIATION**

- (1) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.
- (2) Membership is open to any person who agrees with the basic objects of the Association. A person shall be admitted to membership if –
  - (a) he/she is nominated as provided in sub-rule (3) of this rule; and
  - (b) his/her admission as a member is approved by the Board of Management; and the following provision shall apply:
    - (i) he/she is a renewing subscriber for at least twelve months or such lesser period as the Board may determine
- (3) A nomination of a person for membership of the Association
  - (a) shall be made in writing, signed by two members of the Association;
  - (b) shall be accompanied by the written consent of the person nominated (which shall be endorsed on the form of nomination); and
  - (c) shall be lodged with the public officer of the Association.
- (4) As soon as is practicable after the receipt of a nomination, the public officer shall refer the nomination to the Board of management.
- (5) Upon a nomination being approved by the Board of Management, the public officer shall, with as little delay as possible, notify the nominee, in writing, that he/she has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the nominee as his/her first year's subscriptions. shall enter the nominee's name in a register of members to be kept by the public officer, whereupon the nominee becomes a member of the Association.
- (6) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the public officer a written notice of resignation.

- (7) Upon receipt of a notice under sub-rule (6) of this rule, the public officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- (8) A right, privilege, or obligation of a person by virtue of his/her membership of the Association
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of his/her membership whether by death, resignation, or otherwise
- (9) Members shall be liable to contribute towards payment of liabilities of the Association on a winding up to the extent only of the amount owing in arrears or otherwise by each member for membership fees.
- (10) If a member fails to pay the annual membership fee payable by her or him from the due date, provided that the member is given notice, the public officer shall remove that member's name from the Register of Members where upon that member ceases to be a member of the Association.

*As amended 23/11/05*

**RULE 6.**

**INCOME AND  
PROPERTY OF  
ASSOCIATION**

- (1) 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 bonus or otherwise, to any member of the Association.
- (2) The Association shall not
  - (a) appoint a person who is a member of the Board of Management to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - (b) pay to such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of –
  - (a) 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;
  - (b) interest at a rate not exceeding the current bank overdraft rate from time to time on moneys lent to the Association by the servant or member; or
  - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

**RULE 7.**

**ACCOUNTS OF  
RECEIPTS,**

- (1) True accounts shall be kept –
  - (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure

## EXPENDITURE

takes place; and

- (b) 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, those accounts shall be open to the inspection of the members of the Association.
- (2) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the association in such form and manner as the Board of Management may direct.
- (3) The accounts, books, and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Board of Management may decide.

## RULE 8.

### BANKING AND FINANCE

- (1) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefor.
- (2) The Board of Management shall cause to be opened with such bank or banks as the Board of Management selects a bank account or banking accounts in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) (a) 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.
  - (b) 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 Community Radio 2XX Incorporated.
  - (c) 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.
- (4) The Board of Management may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (5) Except with the authority of the Board of Management, no payment of a sum exceeding two dollars shall be made from the funds of the Association otherwise than by cheque drawn on or electronic transfer from a bank account of the Association, but the Board of Management may provide the Treasurer 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 of Management may impose.
- (6) No cheques shall be drawn on a bank account of the Association except for the payment of expenditure that has been authorised by the Board of Management.
- (7) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by, the Treasurer or, in his/her absence, by such other member or of the

Board of Management as the Board of Management may authorise for that purpose, and shall be countersigned by such other person authorised by the. Board of Management for the purpose.

*As amended 23/11/05*

**RULE 9**

**AUDITOR**

- (1) At each annual general meeting of the Association, the members present shall appoint a person who is not a member or the public officer of the Association as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed, and is eligible for re-appointment.
- (3) The first auditor of the Association may be appointed by the Board of Management 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.
- (4) If an appointment is not made at an annual general meeting the Board of Management shall appoint an auditor of the Association for the then current financial year of the Association.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board of Management may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

**RULE 10**

**AUDIT OF  
ACCOUNTS**

- (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- (2) 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.
- (3) In his/her report, and in certifying to the accounts, the auditor shall state –
  - (a) whether he/she has obtained the information required by him/her;
  - (b) whether, in his/her 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 his/her disposal and the explanation given to him/her and as shown by the books of the Association; and
  - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) 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.
- (5) The auditor –
  - (a) has a right of access to the accounts, books, records, vouchers, and documents of the Association.
  - (b) May require from the servants of the Association such information and explanations as may be necessary for the performance of his/her duties as auditor;
  - (c) may employ persons to assist him/her in investigating the accounts of the Association; and

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

**RULE 11**

**ANNUAL  
GENERAL  
MEETING**

- (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (not being later than three months after the close of the financial year of the Association) as the Board of Management may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be –
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Board of Management, auditor and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
  - (c) to appoint the Board of Management of the Association;
  - (d) to appoint the auditor and determine his remuneration; and
  - (e) to determine the remuneration of servants of the Association.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the annual general meeting shall be called special general meetings.
- (8) The public officer of the Association shall, not less than one calendar month before the date fixed for the holding of the annual general meeting of the Association, cause to be inserted in at least one newspaper published and circulated in the Australian Capital Territory an advertisement specifying the place, day and time for holding of the meeting and the nature of the business to be transacted thereat.

**RULE 12.**

**SPECIAL  
GENERAL  
MEETING**

- (1) The Board of Management may, whenever it thinks fit, convene a special general meeting of the Association
- (2) In addition to the powers conferred on the Board of Management by rule 12(1) hereof not less than ten per cent of the individual members may requisition by notice in writing a special general meeting of the Association.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.

- (4) If the Board of Management does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefor is deposited at the office of the Association, 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.
- (5) 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 of Management, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

**RULE 13**

**NOTICES OF  
GENERAL  
MEETINGS OTHER  
THAN ANNUAL  
GENERAL MEETINGS**

The public officer of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the association other than the annual general meeting, cause to be inserted in at least one newspaper published and circulating in the Australian Capital Territory an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat except that this rule shall not apply to meetings convened by the Chair of the Association pursuant to Rule 5 (2) (c) (i).

**RULE 14.**

**BUSINESS AND  
QUORUM AT  
GENERAL  
MEETINGS**

- (1) All business that is transacted at special general meeting, and all business that is transacted at the annual general meeting, with the exception of that specifically referred to in these as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) 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.
- (3) Twenty (20) members or 30% (to the lowest number) of members whichever is the least personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (4) If, within one hour 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 week, at the same time and (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 one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

**RULE 15**

**CHAIR TO  
PRESIDE AT  
GENERAL  
MEETINGS**

- (1) The Chair, or in his/her absence, the Vice Chair, or in the absence of both the Chair and the Senior Vice-Chair, the other Vice-Chair shall preside as chairperson at every general meeting of the Association.
- (2) If the Chair and both Vice-Chairs are absent from a general meeting, the members present shall elect one of their number to preside as chairperson thereat.

**RULE 16**

**ADJOURNMENT  
OF GENERAL**

- (1) 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.

## **MEETINGS**

- (2) Where a 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.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.

## **RULE 17**

### **DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

A question arising at a general meeting of the Association shall be determined by ballot and a declaration by the chairperson that a resolution has 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.

## **RULE 18**

### **VOTES**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question the chairperson of the meeting is entitled to exercise a casting vote.

## **RULE 19**

### **TAKING A POLL**

If at a 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.

## **RULE 20**

### **WHEN POLL TO BE TAKEN**

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.

## **RULE 21**

### **OFFICERS OF THE ASSOCIATION**

- (1) The officers of the Association shall be elected by the – newly elected Board from amongst its members at its first meeting and shall be:
  - (a) a Chair;
  - (b) two Vice-Chairs;
  - (c) a Treasurer; and
  - (d) a Secretary.
- (2) One of the Vice-Chairs shall be known as the Senior Vice-Chair.
- (3) The provisions of sub-rules (2), (3) and (4) of rule 25, 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 (1) of this rule.
- (4) Each officer of the Association shall hold office until the annual general meeting next after the date of his/her election but is eligible for re-election.

*As amended 23/11/05*

**RULE 22**

**CASUAL  
VACANCY  
OFFICERS**

In the event of a casual vacancy in any office mentioned in sub-rule (1) of Rule 21, the Board of Management 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 general meeting next following the date of his/her appointment.

**RULE 23**

**CONSTITUTION  
OF THE BOARD  
OF MANAGEMENT**

- (1) The Board of Management shall consist of fourteen (14) members: eight (8) individual association members and six (6) institutional members representing the following:

- (i) Arts
- (ii) Education
- (iii) Multicultural
- (iv) Indigenous
- (v) Workers interests
- (vi) Welfare and Social Services

*As amended 28/11/02.*

- (2) Each member of the Board of Management shall, subject to these rules, hold office until the annual general meeting next after the date of his/her election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring on the Board of Management, the Board of Management 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 general meeting next following the date of his/her appointment.

**RULE 24**

**APPOINTMENT  
OF BOARD OF  
MANAGEMENT**

- (1) The Board of Management shall be appointed at the annual general meeting.
- (2) The appointees for the Board of Management shall –
- (a) for institutional representatives as listed in Rule 23 (1) (i) – (vi),
    - (i) be the duly appointed nominees of the institutional representatives,
    - (ii) whose nomination has been received by the Public Officer of the Association in writing by a person authorised in that behalf by the respective Group Members and which nomination has been received, and
    - (iii) each body shall be entitled to nominate only one person for appointment to the Board of Management.
  - (b) for individual members there be eight representatives of the individual members whose nomination as appointees to the Board of Management shall be through election by the individual members as follows:
    - (i) prospective appointees to the Board of Management from the individual members (hereinafter called the candidates) shall be nominated in writing by a proposer and seconder both of whom shall be individual members of the Association and such nomination shall be required to be received by the Public officer no later than two weeks prior to the annual general meeting PROVIDED THAT any individual member whose nomination is not received by the Public officer within the time prescribed may as ordinary business of the annual general meeting under rule 11(5)(c) of these Rules put his/her

nomination to the annual general meeting with a verbal explanation and if such nomination is accepted by a two-thirds majority of all members present and voting at the annual general meeting such nomination shall be deemed to have been received within the prescribed time.

- (ii) The public officer shall prior to the annual general meeting notify the Chair of the Association of the names of the candidates.
  - (iii) When all matters, if any, arising out of rule 24 (2) (b) (I) have been disposed of by the annual general meeting the Chair of the Association or Chairperson of the annual general meeting shall read to the meeting the list of candidates.
  - (iv) If the said list of candidates comprises exactly eight candidates those eight candidates shall be the appointees.
  - (v) If the said list comprises more than eight candidates an election shall be held forthwith. This election shall be by one secret optional-preferential ballot among individual members present to determine the eight representatives for the individual members.
  - (vi) On completion of the balloting by individual members the Chairperson shall reconvene the annual general meeting and shall read the list of appointees to the meeting.
- (3) When the list of fourteen appointees to the Board of Management, as pursuant to rule 24 (2) (a) and rule (24) (2) (b) been ascertained, the Board of Management shall be deemed to have been appointed by the annual general meeting.

*As amended 28/11/02.  
As amended 23/11/05*

## **RULE 25**

For the purpose of these rules, the office of a member of the Board of Management becomes vacant if the member -

### **VACATION OF OFFICE**

- (1) dies;
- (2) becomes bankrupt or applies to take or take advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors;
- (5) becomes of unsound mind;
- (6) resigns office by writing under his/her hand addressed to the Board of Management;
- (7) fails, without leave granted by the Board of Management, to attend three consecutive meetings of the Board of Management;
- (6) ceases to be a member of the Association; or
- (7) fails to pay all arrears of subscription due by him/her within fourteen days after he/she has received a notice in writing signed by the Public officer stating that he/she has ceased to be a financial member of the Association; or
- (8) recalled or replaced by the body from which they were elected or otherwise appointed; or
- (9) removed by a two-thirds (2/3) majority of members present and voting at a special general meeting convened for that purpose.

PROVIDED THAT where such member holds office by virtue of rule 24(2)(a) hereof and the preceding sub-rules of this rule apply to the individual not the group member he/she represents then prior to the Board of Management exercising its power under rule 23(3) hereof the group member shall for a period of fourteen days after the vacancy so caused occurs have the option of appointing a replacement on the Board of Management from within its own ranks.

**RULE 26.**

**MEETINGS OF  
THE BOARD OF  
MANAGEMENT  
AND OF  
SUB-COMMITTEE**

- (1) The Board of Management shall meet at least once in each month at such times as the Board of Management may determine.
- (2) Special meetings of the Board of Management may be convened by the Chair, or any four of its members.
- (3) Notice shall be given to members of the Board of management 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.
- (4) Any two-third (2/3) of the membership (to the lowest number) of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- (5) 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.
- (6) At meetings of the Board of Management –
  - (a) the Chair, or in his/her absence the Senior Vice-Chair, or in the absence of both the Chair and the Senior Vice-Chair, the other Vice-Chair; or
  - (b) If the Chair and the two Vice-Chairs are absent, such one of the remaining members of the Board of Management as may be chosen by the members present, shall preside.
- (7) Questions arising at meetings of the Board of Management or of any sub-committee appointed by the Board of Management shall be determined on a show of hands, or, if demanded by a member thereof, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member of the Board of Management present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (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.
- (9) Written notice of each meeting of the Board of Management shall be served on each member thereof by delivering to him/her at a reasonable time and no less than three (3) days before the meeting or by sending it by post in a prepaid letter addressed to him/her at his/her usual or last-known place of abode in time to reach him/her in due course of post before the date of the meeting.

*As amended 23/11/05*

**RULE 27.**

**SUB-COMMITTEES  
AND EXECUTIVE**

- (1) The Board of Management may at any time appoint a sub-committee from the Board of Management as it may think fit and shall prescribe the powers and and functions thereof.

## **COMMITTEE**

- (2) The Board of Management 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.
- (3) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) The Chairperson of any sub-committee appointed under these rules is responsible for calling meetings of that sub-committee.
- (5) Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering it to him/her at a reasonable time before the meeting or by sending it by post in a pre-paid letter addressed to him/her at his/her usual or last known place of abode in time to reach him/her in due course of post before the date of the meeting.
- (6) The Chair, the Vice-Chair, the Treasurer, and the Secretary constitute an executive committee, 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 of Management, and where any such instructions are issued shall report thereon to the next meeting of the Board of Management.

## **RULE 28.**

### **CO-ORDINATING TEAM**

- (1) The Board of management shall prior to each annual general meeting formulate a Co-ordinating Team structure for the ensuing year which formulation shall include the number of members of the Co-ordinating Team and the functions to be performed by the respective members.
- (2) The Co-ordinating Team structure shall be put to the annual general meeting under rule 11(6) of these Rules or special general meeting convened for that purpose and may be amended thereby and then approved or approved without amendment and in either case shall be approved by a simple majority of votes cast by secret ballot at the annual general meeting or special general meeting convened for that purpose.
- (3) When one or more positions within the Co-ordinating Team falls vacant, or one or more new positions are created, the Board shall convene an appointments Sub-committee in accordance with Rule 27, the majority of whom shall be station workers as defined in Rule 23(1) group B.
- (4) The functions of the appointments sub-committee shall be to collect and interpret sufficient relevant information about candidates for the Co-ordinating Team and to make recommendations as it sees fit to the Board.
- (5) Paid members of the Co-ordinating Team shall be appointed by the Board who shall take into account the recommendations of the appointments Sub-committee.
- (6) Applications of candidates shall be taken and kept in confidence by the members of the appointments Sub-committee and the Board.

## **RULE 29.**

### **DISCLOSURE OF INTEREST IN CONTRACTS, ETC.**

- (1) A member of the Board of Management who is Interested in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the first meeting of the Board of Management at which the contract of arrangement is first taken into consideration, if his/her interest then exists, or, in any other case, at the first meeting of the Board of Management after the acquisition of his/her interest.

- (2) If a member of the Board of Management becomes interested in a contract or arrangement after it is made or entered into he/she shall disclose his/her interest at the first meeting of the Board of Management after he/she becomes so interested.
- (3) No member of the Board of Management shall vote as a member of the Board of Management in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall not be counted.

**RULE 30.**  
**ANNUAL**  
**MEMBERSHIP FEE**

- (1) The amount of the annual membership fee shall be set at the AGM.
- (2) The annual membership fee of a member is due and payable on or before the first day of the financial year of the Association.

**RULE 31.**  
**FINANCIAL YEAR**

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

**RULE 32.**  
**NOTICES**

Any notice required under these Rules may be served by or on behalf of the Association upon any member either personally, or by sending it through the post in a prepaid letter addressed to the member at his/her usual or last-known place of abode.

**RULE 33.**  
**EXPULSION OF**  
**MEMBERS**

- (1) Subject to this rule, the Board of Management may expel a member from the Association if, in the opinion of the Board of Management the member has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect –
  - (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
  - (b) if the member exercises his/her right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (3) Where the Board of Management 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
  - (a) stating that the Board of Management has expelled the member;
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member that if he/she so desires he/she may, within fourteen days after the service of the notice on him/ her, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule 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 the service of that notice, a

requisition in writing demanding the convening of such a meeting for the purpose of hearing his/her appeal.

- (5) Upon receipt of a requisition under sub-rule (3) of this rule, the public officer shall forthwith notify the Board of Management of its receipt and the Board of Management shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the public officer.
- (6) At a special general meeting convened for the purpose of this rule -
  - (a) no business other-than the question of the expulsion shall be transacted;
  - (b) the Board of management may place before the meeting details of the grounds of the expulsion and the Board of Management's reasons for the expulsion;
  - (c) the expelled member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting-of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his/her membership of the Association.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

#### **RULE 34.**

- (1) The rules may be amended by resolution passed by a two thirds majority of financial members voting at a special general meeting

#### **ALTERATION OF THE RULES**

- (2) Notice of the proposed amendment shall be in the notice calling the special general meeting.
- (3) An amendment to the objects and purposes of the Association shall not be effective until approved by the Registrar.

#### **RULE 35.**

#### **SEAL**

- (1) 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".
- (2) The seal of the Association shall not be affixed to any instrument except by the authority of the Board of Management and the affixing thereof shall be attested by the signatures either of two members of the Board of Management or of one member of the Board of Management and of the public officer of the Association or such other person as the Board of Management may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board of Management.
- (3) The seal shall remain in the custody of the public officer.

#### **RULE 36.**

#### **WINDING UP**

- (1) If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, and 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 the objects of 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.

- (2) Any proposed amendments of 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.

*As amended 5/5/04.*

**RULE 37.**

**COPIES  
OF RULES**

All members of the Association shall be entitled to receive one copy of these Rules free of charge but shall pay such fee as is fixed from time to time by the Board of Management for further copies. Ignorance of the provisions of these Rules shall not be accepted as an excuse for non-compliance therewith.

**RULE 38.**

**PUBLIC  
OFFICER**

- (1) The Board of Management of the Association shall within fourteen days after the Incorporation of the Association under the Associations Incorporation Ordinance appoint a person resident in the Territory to be the Public Officer of the Association. And if that office at any time becomes vacant, shall within fourteen days after it becomes vacant appoint a person resident in the Territory to fill that vacancy.
- (2)
  - (a) The office of public officer of the Association becomes vacant if the person holding that office dies; become bankrupt, applies to take the benefit of a law for the relief of bankrupt or insolvent debtors or compounds with his/her creditors; becomes of unsound mind; resigns his/her office by writing under his/her hand addressed to the Board of Management of the Association; or ceases to be resident in the Territory.
  - (b) The public officer may subject to the Rules of the Association. hold any other office in the Association.
- (3)
  - (a) The public officer shall, within fourteen days after his/her appointment, give notice in writing to the Registrar of his/her appointment and of his/her full name and address.
  - (b) If the public officer changes his/her address he/she shall within fourteen days after the change. give notice in writing to the Registrar of the change.