

THE CONSTITUTION

This is the 2024 version of the Constitution. Changes to the 2016 version were voted in by over 75% of members at a Special General Meeting, held on the 1st of May 2024 at Wauchope and lodged with the Department of Fair Trading.

2 WAY FM 103.9

PART I

PRELIMINARY

Interpretation.

1. (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires.
"The association" means The Hastings Community FM Radio Association Incorporated.
"Ordinary member" means a member of the committee who is not an office-bearer of the association, as referred to in Rule 15(2).
"secretary" means.
 - (a) the person holding office under these rules as secretary of the association; or
 - (b) where no such person holds that office - the public officer of the association."Special general meeting" means a general meeting of the association other than the annual general meeting.
"The Act" means the Association Incorporation Act 1984.
"The Regulation" means the Associations Incorporation Regulation 1994.
- (2) In these rules -
 - (a) a reference to a function includes a reference to a power, authority, and duty, and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

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PART II

MEMBERSHIP

Association Objectives and Memberships.

2. (1) New members will be recruited to meet the following objectives:
 - (a) To provide a high-quality community media service including broadcasting, publishing, and networking for the dissemination of information comment and entertainment.
 - (b) To operate a Community Radio Station serving the Hastings and surrounding region.
 - (c) To raise funds through the activity of members, from public donation and by grants.
 - (d) To operate the association as a non-profit association.
 - (e) To encourage community participation in the activities of the association.
 - (f) To assist all groups and individuals, who don't normally have an opportunity to make their points of view heard, to participate in the activities of the association.
 - (g) To promote community discussion and greater awareness of social, political, cultural, educational, religious, health, environmental and other issues.
 - (h) To promote and encourage innovation and experimentation on radio.
 - (I) To do all things necessary for and incidental to the achievement of the objects of the Association, provided that the income and property of the Association must be applied solely towards the promotion of the objects set down above.
- (2) In pursuit of these objectives the following code of ethics will apply:
 - (a) Public broadcasters are primarily accountable to the communities defined in their Promises of Performance.
 - (b) Public broadcasters should recognise an obligation to cater to the needs of those denied effective access to, and those not adequately served by, the existing media.
 - (c) Members of the association working in or for the station should be able to be involved in decision and policy making.
 - (d) Public broadcasters should aim to satisfy the needs of their communities.
 - (e) Stations should seek the highest standard in programming consistent with the widest possible community participation.
 - (f) Subject to the legal requirements and to station policy, any kind of censorship should be avoided.
 - (g) Station policy should be regularly and clearly stated on air and publicly through other outlets.
 - (h) The Association shall have regard to and comply with the Community Broadcasting Association of Australia (CBAA) Codes of Practice for Community Radio in force or as amended from time to time.
 - (I) Membership of the association is to be open to individuals and groups willing to act to promote the aims and objectives of the association. Such members will be individuals, or groups represented by one nominated individual.

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Membership qualifications.

3. (1) A person is qualified to be a member of the association if,
 - (a) the person is a natural person; or
 - (b) a company whose nominee is a natural person; or
 - (c) a group or association whose nominee is a natural person.
- (2) There shall be three classes of membership, viz.
 - (a) Ordinary members (those defined in Clause 3 (1) (a).
 - (b) Life members (who shall be appointed by Special Resolution of the Association in General Meeting to recognize and honour long and valuable service to the Association in whatever manner that may have been provided).
 - (c) Group members (those defined in Clause 3 (1) (b) and (c), and the Management Committee of the Association shall determine joining fees, membership fees, and other fees it considers appropriate, as defined in Clause 9.
- (3) As required for Special Resolutions, candidates for Life Membership must be made in writing, and additionally must contain the written consent of the candidate (which may be endorsed on the Special Resolution presented to the Association's Secretary).

Application for Membership.

4. (1) Application for membership of the association.
 - (a) must be made in writing, and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee which will then determine whether to approve or reject the application.
- (3) Where the committee determines to approve an application for membership,
 - (a) The secretary must, as soon as practicable after that determination, notify the applicant of that approval, and
 - (b) request the applicant to pay, within a period of 28 days after such notification, the annual subscription fee (if such fee was not received with the application), and
 - (c) upon receipt of such fee the public officer must enter the applicant's name in the register of members.

Cessation of Membership.

5. A person ceases to be a member of the association if the person -
 - (a) dies; or
 - (b) resigns that membership; or
 - (c) is expelled from the association; or
 - (d) fails to pay membership fees within 90 days of the due date.

Membership entitlements not transferable.

6. A right, privilege, or obligation which a person has by reason of being a member of the association
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

Resignation of membership.

7. (1) A member of the association may only resign that membership in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to Clause (2), and in every other case where a member ceases to hold membership, the public officer shall make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.
- (4) Membership fees are not refundable.

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Register of members.

8. (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member. The register may also contain the email address of association members.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection free of charge, by any member of the association at any reasonable hour.
- (3) The association's Secretary is responsible for maintaining the register of members.

Fees and subscriptions.

9. (1) On or before the 31st of August, in each calendar year the committee is to determine a fee payable by the members hereinafter referred to as "the annual membership fee" which falls due on the 30th. of September of that year.
- (2) The provisions of these clauses do not preclude the committee from determining from time to time such other amounts as may become payable by a member.

Member's liabilities.

10. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges, and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 9.

Resolution of internal disputes.

11. Disputes between members (in their capacity as members) of the association, and disputes between members and the association, if not resolved by the association's own "Problem Solving Procedures" are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

Disciplining of members.

12. (1) Where the committee or any other member of the association complains that another member has.
 - (a) persistently refused or neglected to comply with a provision of these rules; or
 - (b) persistently or wilfully acted in a manner prejudicial to the interests of the association,
- (2) The committee, on receiving or making such a complaint.
 - (a) must cause notice of the specific nature of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) If, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved the committee may, by resolution.
 - (a) expel the member from the association; or
 - (b) suspend the member from membership of the association for a specified period.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 13.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 13(4), whichever is the later.

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Right of Appeal of disciplined member.

13. (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) Upon receipt of a notice from a member under clause (1), the secretary must notify the committee within 14 days or at the next committee meeting, whichever is the earlier, which is to convene a general meeting of the association to be held within 21 days after that date.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted.
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

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PART III

THE COMMITTEE

Powers of the committee.

14. The committee is to be called the committee of management of the association and, subject to the Act, the Regulation, and these rules, and to any resolution passed by the association in general meeting,
- (a) is to control and manage the affairs of the association; and
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and membership.

15. (1) The committee is to consist of seven members, each of whom is to be elected at the annual general meeting of the association pursuant to Rule 16.
- (2) The office-bearers of the association are to be:
- (a) the president.
 - (b) the vice-president.
 - (c) the treasurer; and
 - (d) the secretary.
- No member shall hold any one position of office-bearer for a period exceeding three consecutive years.
- Following nominations, the office-bearers shall be elected from the members of the incoming committee by a secret ballot of that committee at its first meeting following election, presided over by the Returning Officer from the Annual General Meeting.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

Election of members.

16. (1) Nominations of candidates for election as committee members:
- (a) must be made in writing signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are deemed to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are deemed to be casual vacancies. (See also Rule 19)
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The secret ballot for election of members of the committee is to be conducted at the annual general meeting as required by Standing Orders.
- (7) There must not be more than 2 members of any other community broadcasting association on the Committee at any one time.

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Secretary.

17. (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address,
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee.
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings either in writing or electronically.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or the chairperson of the next succeeding meeting either in writing or electronically.

Treasurer.

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

(NOTE: See also Rules 36 & 37)

Casual vacancies.

19. For the purposes of these rules a casual vacancy in the office of a member of the committee occurs if the member -
 - (a) dies; or
 - (b) ceases to be a member of the association; or
 - (c) becomes insolvent under administration within the meaning of the Corporations Law; or
 - (d) resigns office by notice in writing given to the secretary; or
 - (e) is removed from office under Rule 20; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent for three consecutive committee meetings without registering an apology either written or verbal with the committee.

Removal of member.

20. (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding reasonable length) and requests that the representations be notified to the members of the association, the secretary or president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

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Meetings and quorum.

21. (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the Committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if within 30 minutes of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day of the following week. (See also Rule 26).
- (7) If at the adjourned meeting a quorum is again not present within 30 minutes of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee -
 - (a) the president, or in the president's absence the vice-president, is to preside, or
 - (b) if the president and the vice-president are absent or are unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- (9) If the number of Committee members is less than the number required to make a quorum (i.e. less than 3) then the existing committee members may appoint enough association members to establish a quorum.
- (10) Committee meetings can be held at 2 or more venues using technology the committee approves. The technology used must give each committee member reasonable opportunity to participate.

Committee members who participate at a committee meeting using such technology have the same rights as members who are present at the meeting, including voting rights.

Delegation by committee to sub-committee.

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

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Voting and decisions.

23. (1) Issues arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 21(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any! member of the committee or sub-committee.

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PART IV

GENERAL MEETINGS

Annual General Meetings - holding of.

24. (1) With the exception of the first annual general meeting of the association, the association must at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting -
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

Annual General Meetings - calling of and business at.

25. (1) The annual general meeting of the association is, subject to the Act and to Rule 24, to be convened on such a date and at such a place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year.
 - (c) to elect office bearers of the association and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act, all financial statements having been duly audited.
- (3) An annual general meeting must be specified as such in the notice convening it.

Special General Meetings - calling of.

26. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing or electronically of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisitions; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special meeting to be held within 1 month after the date on which a requisition of members of meeting for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after the date.
- (5) A special general meeting convened by a member, or members as referred in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.
- (6) Ordinary general meetings may be held as required, with dates, venues and agenda determined by the committee.

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Notice.

27. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or email to each member at the member's address or email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1), specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 25 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Procedure.

28. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business at a general meeting.
- (3) If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened upon the requisition of members is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the time of the meeting or communicated by written notice given to members before the day to which the meeting has been adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than 3) is to constitute a quorum. See also Rule 21.

Presiding member.

29. (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and vice-president are absent from a general meeting or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

Adjournment.

30. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) & (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

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Making of decisions.

31. (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 persons present in person at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of adjournment; or
 - (b) in any other case, in such a manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- (4) A resolution put to a vote at a general meeting being held using technology can be decided using a suitable method that the committee determines.

Special resolution.

32. A resolution of the association is a special resolution.
 - (a) if it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules: or
 - (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

Voting.

33. (1) Upon any question arising at a general meeting of the association a financial member has one vote only.
- (2) All votes must be given personally or by proxy, but no member is to hold more than 1 proxy.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
- (5) Electronic ballots can be conducted to determine any issue or proposal as decided by the committee. NOTE: A combination of general meeting and electronic ballot or postal ballot is not allowed.

Appointment of proxies.

34. (1) Each financial member is to be entitled to appoint another financial member as proxy by notice given to the secretary no later than 5 pm. on the business day immediately preceding any meeting at which a proxy is permitted.
- (2) The notice appointing the proxy is to be in the form set out in Annexure 2 to these rules.
- (3) Should the member granting a proxy be present in person at the meeting for which the proxy is granted, such proxy will be invalid.

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PART V

MISCELLANEOUS

Insurance.

35. (1) The Association must affect and maintain insurance under Section 44 of the Act.
(2) In addition to the insurance required under Clause (1), the association may affect and maintain other insurance.

Funds – source.

36. (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, grants and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
(2) All monies received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds – management.

37. (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorized to do so by the committee.
(3) **The Company/Association will maintain a Gift Fund called Hastings Community FM Radio Association Gift Fund.**
i. which will be used only for the principal purpose of the Company/ Association, Hastings Community FM Radio Association Inc.
ii. all gift and deductible contributions of money or property for that purpose id made to it.
iii. any money received because of such gifts or deductible contributions are credited to it; and
iv. it does not receive any other money or property.

Funds – Control.

- (4) Except as otherwise provided in this rule the income and property of the association derived must be applied solely towards the objects of the association. No portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus, discount, rebate or otherwise howsoever by way of profit to the members of the association provided however, that.
(a) nothing here contained is to prevent the payment of fair wages to employee members of the association; nor
(b) prevent the payment of a fair price for goods supplied or services rendered to the association by a member; nor
(c) prevent the letting of the association's premises or facilities to members at reasonable rents or charges; nor
(d) prevent the conveying of awards or prizes to which a member may become entitled through participation in an activity sponsored by the association in such usual and proper manner as the association may direct; nor
(e) prevent the payment of reasonable interest on money lent, or a reasonable rent on property let to the association by a member, nor
(f) prevent the payment of reasonable and proper fees for copyright or original material supplied to the association by one of its members; nor
(g) prevent a member of the association from benefiting directly or indirectly from the services provided to the community at large.

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- (h) any surplus resulting from the association's operations during any financial year, after providing for depreciation in the value of the association's property or for contingent liability for loss, is to be applied for carrying out the association's objects, provided that an amount not exceeding ten percent (10%) of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement.

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Audit.

- (4) Relating to the duties of the Auditor:
- (i) One or more auditors will be appointed at each annual general meeting to hold office until the next annual general meeting.
 - (ii) If an appointment of auditors is not made at an annual general meeting the board is to appoint auditors of the association for the current year.
 - (iii) The members may at any general meeting terminate the appointment of the auditors and, at such meeting elect auditors to fill the vacancy so created.
 - (iv) None of the following persons are qualified for appointment or to act as auditors of the association.
 - (v) an officer of the association.
 - (vi) a person who is a partner of, or close relative of a partner of, or the employer of an officer or servant of the association.
 - (vii) a body corporate.
 - (viii) A person other than a retiring auditor, is not capable of being appointed auditor at an annual general meeting unless notice of intention to nominate that person to the office of auditor has been given by a member of the association not less than 21 days before the annual general meeting, and the association is to send a copy of any such notice to the retiring auditor, and must give notice thereof to the members, either by advertisement or in any other mode allowed by the rules, not less than 7 days before the annual general meeting.
 - (ix) The committee may fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing auditor if any may act.
 - (x) The remuneration of the auditor of the association is to be fixed by the association in general meeting except in that the remuneration of any auditor appointed by the association may be fixed by the Committee.
 - (xi) The committee is to cause the auditor to have access to all books, accounts, vouchers, securities, and documents of the association, and to be furnished with such information and explanation by themselves or any other officers as may be necessary for the performance of their duty as auditor.
 - (xii) The auditor of the association is entitled to attend any general meetings of the association and to receive all notices of any other communications relating to any general meeting which any member of the association is entitled to receive and to be heard at any general meeting which is attended on any part of the business of the meeting which concerns the auditors.

Financial year.

- (5) The financial year will end on 31st August of each year.

Alteration of Objects and Rules.

38. The statement of objects and these rules may be altered, rescinded, or added to only by a special resolution of the association.

Common Seal.

39. (1) The common seal of the association must be kept in the custody of the public officer.
(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixation of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or the secretary.

Custody of books.

40. Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

Inspection of books.

41. The records, books and other documents of the association must be open to inspection, free of charge, by a financial member of the association at any reasonable hour at the office of the Association, provided that reasonable notice is given.

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Service of notices.

42. (1) For the purpose of the rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post or email to the member at the member's address or email address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying, and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. Where a document is sent by email it is considered delivered when a read receipt is received.

Use of technology at general meetings.

43. General meetings can be held at 2 or more venues using any technology that the committee approves. Whatever technology is used, it must give each association member a reasonable opportunity to participate.
Members who participate at a general meeting using such technology have the same rights as members who are present at the meeting, including voting rights.

Winding up of the Association.

44. If the company /association is wound up or if the endorsement (if any) of the company/ association as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a charity with a similar charitable purpose to which income tax-deductible gifts can be made.

PART VI

STANDING ORDERS

45. (1) Any member desiring to speak at General Meetings or in the Committee of the Whole is to raise their hand and when called upon by the Chairperson will address the Chair. If two or more members raise their hands simultaneously, the Chairperson will call upon the member who first caught their eye.
- (2) When the Chairperson rises to speak, any member speaking must defer to the chair.
- (3) Except in committee, no member other than the proposer of a motion or an amendment is to speak to it until it has been seconded. A motion or amendment lapsing for want of a seconder will not be recorded in the minutes.
- (4) No motion can be accepted by the Chairperson which is the same in effect as one already negated except on notice of motion.
- (5) A motion or amendment before the Chair cannot be withdrawn except by its mover and by leave of the meeting. No motion can be withdrawn while any amendment is under discussion or after any amendment has been adopted.
- (6) If required to do so by the Chair, the proposer of any motion or amendment is to submit it in writing.
- (7) A motion or amendment before the Chair may be reworded by the mover subject to leave of the meeting.
- (8) Except in Committee, no member is to speak more than once to any question, except that the mover of a motion (but not of an amendment) has a right of reply, which reply will close the debate. An amendment will constitute a separate question from the original motion and from any other amendment.
- (9) A member moving a motion or amendment is deemed to have spoken to it. A member seconding a motion or amendment without speaking to it may reserve his right to speak to it subsequently.
- (10) When an amendment is before the Chair discussion will be confined to that amendment. No further amendment can be proposed until the amendment before the Chair has been disposed of.
- (11) An amendment must be relevant to the question, and so framed that it forms, with the part of the original motion unaffected by it, a sensible and consistent proposal. It must not be a direct negation of the original proposal.

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- (12) The Chairperson must, as far as practicable, call on speakers for and against a motion or amendment alternately, subject to the right of the seconder to speak immediately after the mover. If two consecutive speakers have both argued for or against a motion or an amendment, and there is no member wishing to argue the opposite view, or, in the case of a motion, to move an amendment, it must (subject, in the case of a motion, to the mover's right of reply) be put without further debate.
- (13) Any member may raise a point of order, which will take precedence over all business, and which will then be open to discussion. The point must be raised at the time the alleged irregularity occurred. An explanation or contradiction cannot constitute a point in order.
- (14) Any member disagreeing with the Chairperson's ruling on a point of order may move a dissent. The Chairperson must then vacate the Chair and such a motion is to be put forthwith without debate.
- (15) On an equality of voting, the Chairperson is to have a casting vote as well as a deliberate vote.
- (16) Voting is to be by the voices or by show of hands except where a ballot is specified in the constitution.
- (17) A member who has not already participated in the debate may at any time, whether another speaker has the floor or not, move "That the question be now put", which motion, if accepted by the Chair, is to be put without amendment or debate. The Chairperson has absolute discretion to accept or refuse the motion. The Chairperson may also of their own volition put the question if they feel that adequate discussion has taken place. In either case the mover of a motion is to retain their right of reply. If an amendment is before the Chair, the closure motion will be deemed to close the debate on the amendment only.

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- (18) A member may at any time move, "That the speaker be no longer heard" or "That the speaker be heard for a further limited period only". Such motion is to be put without amendment or debate. No other motion, except the closure motion or a motion dealing with the speaker's time, is to be moved while a speaker has the floor.
- (19) During the discussion of a motion (but not of an amendment), a member who has not already participated in the debate on the motion may move, "That the question be not now put". This motion is to be open to debate and must be debated together with the original motion. If carried, the original motion cannot be dealt with further. If lost, the original motion is to be put forthwith, subject to the mover's right of reply. The motion may be foreshadowed while an amendment is before the Chair, but in no case can it be put till all amendments have been disposed of.
- (20) A member may move, "That the debate (or meeting) be now adjourned". Discussion is in order, but only amendments as to time and/or place is to be permitted. The motion is to take precedence over other business before the Chair except points of order.
- (21) A General Meeting may at any time during the discussion of a motion or an amendment resolve itself into a Committee of the Whole.
- (22) No member is to reflect on the vote of a meeting, except on a motion for the rescission of any resolution previously adopted. No member is to reflect on a section of the constitution or a standing order, except on a motion (of which due notice was given) to amend or repeal such section or order.
- (23) Resolutions may not be rescinded until one month has elapsed, except on notice of motion.
- (24) Elections for the committee must occur in accordance with these rules:
 - (a) The Committee is to elect one person (who must not be a candidate for election to committee) to act as returning officer.
 - (b) The returning officer will at the annual general meeting inform all members present of the names of the candidates standing for election.
 - (c) The returning officer will cause an attendance register to be kept of the members in attendance at the meeting. No member may cast more than one valid vote.
 - (d) Voting is to be by a simple majority ballot. Each financial member present and each financial member holding a proxy will mark an appropriate number of candidates for committee positions.
 - (e) A ballot paper is informal if the voter marks the boxes of more candidates than are to be elected.
 - (f) In the case of an equality of votes, the returning officer is to select by lot from such candidates the candidate who is elected.
 - (g) Any disputes will be adjudicated by the returning officer.
 - (h) The returning officer is to declare elected the committee members and such declaration will take effect from the end of the Annual General Meeting.

Regarding the Committee proceedings.

- (25)
 - (a) All meetings of the committee or its sub-committees will be open to members of the association except where the chairperson of the meeting, with the consent of the majority of the voting members of the group concerned, resolves that the meeting, or any part of the meeting is to be closed to members not entitled to be present whereupon the chairperson will close the meeting to such members for that length of time as the members of the committee or sub-committee members determine.
 - (b) Any member may attend and with the chairperson's permission, may speak at meetings of the committee or sub-committees, subject to Clause (3) of this rule.
- (26) Any matters not dealt with in the above Standing Orders will be governed by the customary procedure at meetings.
- (27) The Standing Orders or any of them may be suspended by a majority of those present at a particular meeting. A motion to this effect is to be open to debate.
- (28) Notwithstanding anything herein before contained, any decision made by a validly constituted meeting will not be void by reason only of a departure from these Standing Orders which was not detected until after the decision had been made.
- (29) Alterations to the Standing Orders can only be made by a General Meeting after 21 (twenty-one) days' notice has been given of the calling of such a meeting for the specific purpose of making such amendments and the details of those amendments.

HASTINGS COMMUNITY FM RADIO ASSOCIATION INCORPORATED

**Hastings Community FM Radio Association Inc.
Application for Membership.**

Please find enclosed cheque / cash for \$20 for 12 months membership.
A membership card will be forwarded to you.

Name _____
(please print)

Address _____

Post Code _____

Phone _____

Email-----

I wish to become a presenter

I wish to become a volunteer.

I hereby agree to abide by the rules and regulations of the association.

Signed _____

Please forward with stamped, self-addressed **business** size envelope to: -

The Membership Officer
PO Box 603
Wauchope 2446

or deliver it in person at the Station building in Wauchope during business hours.

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ANNEXURE 2 (RULE 34. (2))

HASTINGS COMMUNITY FM RADIO ASSOCIATION INC.

Form of Appointment of Proxy

I, _____

(full name)

of.....

(address)

being a financial member of the above incorporated Association hereby appoint

.....

(full name of proxy)

Of

(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting as the case may be) to be held on the day of, 20 and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution:

* To be inserted if desired

Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.