

Swan Hill Community Radio

99.1 Smart FM

CONSTITUTION

ASSOCIATIONS INCORPORATION ACT 1981

Swan Hill & District Community FM Radio Inc

STATEMENT OF PUPOSES

- 1 The Association intends to apply for a licence to operate and maintain a Community FM Radio Station based in Swan Hill in the State of Victoria to serve the people residing in the municipality known as the Rural City of Swan Hill.
- 2 The Association's first objective is to cater for the needs of isolated people and those who are not adequately served by existing media in the aforementioned municipality. The Association hopes to cater for those needs in four broad areas – viz
 - (a) The provision of community access to a media outlet
 - (b) General entertainment and musical programs
 - (c) Information News and musical programs for special interest, Aboriginal and ethnic groups.
 - (d) Education and News
- 3 Programs, both musical and spoken word, will aim to extend the range of experience and interests of the community of the Rural City of Swan Hill.
- 4 Programs will discriminate in favour of local culture and production. The station will seek to engender a sense of pride and excitement about the Rural City of Swan Hill's achievements and creativity.
- 5 The station will observe the codes and standards of broadcasting (including those concerning libel and defamation) as detailed in documents produced by the Community Broadcasting Association of Australia, the Australian Broadcasting Authority and the Broadcasting Services Act 1992.
- 6 The station will provide the greatest possible amount of community access to its airways and will allow for the expression of all genuine and coherent views on social, political and cultural affairs.
- 7 The station will have a commitment to providing high quality education, young adult and children's programs.
- 8 Programs will not discriminate against any groups within the community and will in fact adopt a programming policy which opposes and breaks down prejudices on the basis of race, nationality, ethnic background, sex, religion, sexual preference or mental condition.
- 9 Every effort will be made to maintain the highest quality standards in presentation and content in keeping with the voluntary nature of the station's operation.
- 10 Programming and standards will be reviewed regularly by the Program Committee and any disputes or discrepancies with the station's policy will be adjudicated by this Committee.

- 11 The Program Committee will be responsible for ensuring that potentially offensive and disturbing material will not be broadcast.
- 12 The station will reserve the right of reply to any group or individual who claims that particular programs have unjustly or wrongly promoted a point of view counter to their belief. The Program Committee will have the final adjudication on this matter.
- 13 The station will provide for community service announcements to be broadcast with the proviso that the station must survive through paid sponsorship announcements. The Finance Committee will mediate on this point.
- 14 Religious programs shall be in conformity with the objectives of religious broadcasting as referenced in the Australian Broadcasting Authority's self-regulating publication.

ASSOCIATIONS INCORPORATION ACT 1981

Swan Hill District Community FM Radio Inc.

RULES

1. The name of the incorporated association is Swan Hill & District Community Radio Incorporated. (in these rules called “the Association”)
2. (1) In these rules unless contrary intention appears:
 - ‘Committee’ means the Committee of Management of the Association.
 - ‘Financial year’ means the year ending on each 31 day of December
 - ‘General Meeting’ means a general meeting of members convened in accordance with Rule 11.
 - ‘Member’ means a member of the Association
 - ‘Ordinary Member of the Committee’ means a member of the committee who is not an officer of the Association under Rule 21.
 - ‘The Act’ means the Association Incorporated Act 1981 and any duly enacted amendment thereof.
 - ‘The Regulations’ means Regulations under the Act.
- (2) In these Rules, a reference to the Secretary of an Association is a reference
 - (a) Where there is a person currently holding office under these Rules as Secretary of the Association – to that person; and
 - (b) In any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.
3. (1) An application for membership of the Association shall be made by the applicant in writing in the form set out in appendix 1 to these rules.

- (2) The applicant shall lodge the completed Application form accompanied by the required fee. The Committee will then consider the Application and may either accept or reject the Application. If the Application is rejected by the Committee the completed Application form must be returned to the Applicant along with the enclosed fee. The Applicant may then appeal the decision vide rule 7(3) (a), (b), (c), (d) (i) (ii) (iii)
 - (3) Upon receipt of the application form and membership fee the Secretary shall enter the applicant's name in the register of members.
 - (4) A right, privilege, or obligation of a person by reason of membership of the association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
4.
 - (1) The entrance fee shall be set by the committee
 - (2) The annual subscription shall be as determined by the committee and shall be paid at such time and in such manner as the committee determines.
5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary.
6.
 - (1) A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his intention to resign and upon expiration of that period of notice, the member shall cease to be a member.
 - (2) Upon the expiration of a notice given under sub-clause (1) the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
7.
 - (1) If a member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, then subject to these rules the committee may by resolution –
 - (a) Expel that member from the Association; or
 - (b) Suspend that member from membership of the Association for a specified period; or
 - (c) Fine that member in accordance with the Regulations.
 - (2) A resolution of the Committee under sub-clause (1) of this rule shall not take effect unless the Committee, at a meeting held not sooner than 14 days and not later than 28 days after the service on the member of a notice under sub-clause (3) of this rule confirms the resolution in accordance with sub-clause 4(c) of this rule provided always where the member exercises a right of appeal to the Association under sub-clause 3(4)(111) of this rule a resolution of the Committee under sub-clause (1) of this Rule shall not take effect unless the Association confirms such resolution in accordance with sub-clause (7) of this Rule.

- (3) Where the Committee passes a resolution under sub-clause (1) of this Rule the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing –
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not sooner than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of the meeting;
 - (d) informing the member that he may do one or more of the following:
 - i. Attend that meeting;
 - ii. Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - iii. Not later than 24 hours before the date of that meeting, lodge with a Secretary a notice to the effect that he wishes to appeal against the resolution to a general meeting of the Association.
- (4) At a meeting of the committee held in accordance with sub-clause (2), the Committee -
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or revoke the resolution.
- (5) Where the Secretary received a notice under sub-clause (3) of this Rule he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5) of this Rule
- (a) no business other than the question of appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting –
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case the resolution is revoked.
8. (1) The Association shall in each financial year convene an annual general meeting of its members.

- (2) The annual general meeting shall be held on the first Monday in every month of March or on such other day as near as practicable thereto as the Committee in its discretion shall appoint.
 - (3) The annual general meeting shall be specified as such in the notice convening it.
 - (4) 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 Committee reports upon the transaction of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
 - (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
 - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year
9. All general meetings other than the annual general meeting shall be called special general meetings.
10. (1) The Committee may, whenever it thinks it fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objectives of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making requisition.
- (4) A special general meeting convened by members' requisition, in pursuance of these rules, shall be convened in the same manner, mutatis mutandis, as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
11. (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- (2) Notice may be sent –
 - (a) by prepaid post to the address appearing in the register of members; or -
 - (b) if the member requests, by facsimile transmission or electronic transmission.
 - (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
 - (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.
- 12.
- (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules 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) Five members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 - (4) If within half an 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 deemed cancelled, and any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being no less than 3) shall be a quorum.
- 13.
- (1) If the President, or in his absence, the Vice-president, shall preside as Chairman at each general meeting of the Association.
 - (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 14.
- (1) The Chairman 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.
 - (2) Where a meeting is adjourned for 21 days or more, a like notice of the adjourned meeting shall be given as required by these Rules for convening a general meeting.

- (3) Except as provided in sub-clauses (1) and (2) of this rule, no other notice reconvening an adjourned meeting or of the business to be transacted at an adjourned meeting shall be given or required.
15. A question arising at a general meeting of the Association shall 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 Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) Subject to sub-clause (3) of this rule, upon any question arising at a general meeting of the Association, each member shall have one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairman of the meeting shall be entitled to exercise a second or casting vote.
17. (1) If at any meeting a poll of any question is demanded by not less than three members, it shall be taken at the meeting in such manner as the Chairman may direct and the result of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question or an 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 Chairman may direct.
18. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
19. (1) Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix II.
20. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21, and herein referred to as "The Committee".
- (2) The Committee:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules the regulations and the Act, 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 the members of the Association; and
 - (c) subject to these rules, the regulations and the Act, shall have power to perform all such acts and things to appear as to the committee to be essential for the proper management of the business and affairs of the Association.

- (d) If an office bearer or Committee person does not attend 3 consecutive meetings he/she, at the discretion of the committee shall be given notice in writing to offer reasons for their absence or shall be removed from office.

21. (1) The officers of the Association shall be:

- (a) A President
- (b) A Vice-President;
- (c) A Treasurer;
- (d) A Secretary;
- (e) A public Officer;

(2) The provision of rule 23 so far as they are applicable and within necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1) of this rule.

(3) Each officer of the Association shall hold office for a normal term of two years but to stagger the expiry dates of officers terms, the president and Treasurer elected at the first elections following the inclusion of this Sub-Rule in these Rules shall hold office for a special term of only one year. Upon expiration of term of office, Officers shall be eligible for re-election except that no person shall hold the office of President, Secretary or Treasurer for more than three normal terms consecutively.

(4) In the event of a casual vacancy occurring for any office referred to in sub-clause (1) the Committee may appoint one of it's members to the vacant office and the member so appointed may continue in that office up to and including the conclusion of the Annual General meeting next following the date of his/her being so appointed.

22. (1) Subject to section 23 of the act, the Committee shall consist of:

- (a) The officers of the Association; and
- (b) No more than 10 ordinary members, each of whom shall be elected to the Annual General meeting of the Association in each year.

(2) Each ordinary member of the Committee shall, subject to these rules, hold office for a normal term of two years, but to stagger the expiry dates of Committee Members' terms, the two ordinary Committee Members first elected at the first elections following inclusion of this Sub-Rule in these Rules shall hold office for a special term of only one year. Upon expiration of the term of office, ordinary Committee members shall be eligible for re-election.

(3) In the event of a casual vacancy occurring for the office of ordinary members of the Committee, the Committee may appoint a member of the Association to fill the vacancy for the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of such appointment.

23. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:

- (a) Shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) Shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting.
 - (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates shall be deemed to be elected and further nominations shall be received at the Annual General meeting.
 - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (4) If the number of nominations exceeds the number of available vacancies, the nominees to be appointed to the Committee shall be determined by ballot.
 - (5) The ballot for the election of the officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
24. For the purpose of these rules the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member;
- (a) Ceases to be a member of the Association;
 - (b) Becomes an insolvent under administration within the means of the Companies (Victoria) code; or
 - (c) Resigns his office by notice in writing given to the Secretary.
25. (1) The Committee shall meet at least three times in each year at such place and at such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any five of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the nature of the business to be transacted and no other business shall be transacted at such meeting.
- (4) Any five members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (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 and at the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee:
- (a) The President or in his absence the Vice-President shall preside; or
 - (b) If the President or Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

- (7) Voting on questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be decided by simple majority with each person entitled to one vote only but in the event of equality of votes on any question the person presiding may exercise a second casting vote.
 - (8) Notice of each committee member shall be served on each member.
 - (9) Subject to sub-clause (4) of this rule, the Committee may act notwithstanding any vacancy on the Committee.
26. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose with a record of the names of persons present at committee meetings.
27. (1) The Treasurer of the Association:
- (a) Shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - (c) Shall present an audited statement of income and expenditure and balance sheet at the annual general meeting.
- (2) The accounts and books referred to in sub-clause (1) of this rule shall be available for inspection by members.
28. (1) The books and accounts for the Association shall be audited by the Association's auditor each year and the auditor's report shall be submitted to the annual general meeting.
- (2) The Association's auditor shall be appointed at the annual general meeting.
- (3) If the office of the auditor becomes vacant during the year the Committee may appoint an auditor who may continue in office until the next annual general meeting.
29. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) of this rule makes representation in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the member of the Association, the Secretary or the President shall send a copy of such representation to each member of the Association.
30. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed on behalf of the Committee by any two members of the Committee,
31. (1) The common seal of the Association shall be kept in the custody of the Secretary.

- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two members of the Committee or by the signatures of the Public Officer of the Association and one member of the Committee.
32. These rules and the statement of purpose of the Association shall not be altered except in accordance with the Act.
33. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
34. If upon winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institute or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under the Act and these rules, such institution or institutions to be determined by the members of the Association.
35. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.
36. (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, and such sources as the committee determines.
- (2) The funds of the Association shall be applied solely towards the purposes of the Association as stated in the Association's statement of purposes.
37. The Association will observe the codes and standards of broadcasting (including those concerning libel and defamation) as detailed in documents produced by the community Broadcasting Association of Australia, the Australian Broadcasting Authority and the Broadcasting Services Act 1992.
38. Programs will not discriminate against any groups within the community on the basis of sex, creed, race, politics, colour or ethnic background.
39. Programming and standards will be reviewed regularly by the Program Committee and any disputes or discrepancies with the stations policy will be adjudicated by this Committee.
40. The Program Committee will be responsible for ensuring that potentially offensive and disturbing material will not be broadcast.
41. The Association will reserve the right of reply to any group or individual who claims that particular programs have unjustly or wrongly promoted a point of view counter to their beliefs. The Program Committee will have final adjudication on this matter.

42. The Finance Committee will mediate on any points arising from paragraph 9 of the Statement of proposed purposes of the Association.
43. Religious programs shall be in conformity with the objectives of religious broadcasting as referred to in the Australian Broadcasting Authority's self regulating publications.
44. The above rules numbered 36 to 42 (both inclusive) form part of the Association's Statement of purposes which is hereby incorporated into these rules in toto.
45. The Association shall be conducted as a non profit organisation and Income and Property howsoever derived shall be applied solely towards the promotion of the purposes and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members, office bearers, or Committee of the Association provided that nothing herein shall prohibit the payment in good faith of remuneration to any person in return for any services actually rendered to the Association.
46. All acts and decisions of the committee or the Association, the admitting to membership of any member and the election of any committee member or officer of the Association, shall not withstanding that it be afterwards discovered that there was some defect in the doing of the act or making of the decision or admitting to membership or election aforesaid be as valid and effective as if there was no such defect unless and until it is proved that the act decision admittance to membership or election aforesaid was made fraudulently or in bad faith.
47.
 - (1) The grievance procedure set out in this rule applies to disputes under these rules between --
 - (a) A member and another member; or
 - (b) A member and the Association
 - (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
 - (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
 - (4) The mediator must be-
 - (a) A person chosen by agreement between the parties or
 - (b) In the absence of the agreement-
 - i. In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - ii. In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victorian (Department of Justice).
 - (5) A member of the Association can be a mediator.
 - (6) The mediator cannot be a member who is a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (8) The mediator, in conducting the mediation must-
 - (a) Give the parties to the mediation process every opportunity to be heard; and
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (9) The mediator must not determine the dispute.
 - (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.
48. (1) Except as otherwise provided in these rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
 - (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.