Special Resolutions for 2019 FBi Radio Annual General Meeting

This year the Association will consider a number of special resolutions, reflecting our commitment to best practice governance and improved fundraising capabilities.

In accordance with Clause 29.2 of the Constitution of Free Broadcast Incorporated (the "Constitution"), the Committee proposes the following special resolutions be passed by the Association at the 2019 Annual General Meeting to be held on Wednesday 4 December December 2019 at 6.30pm.

Programming Adviser

Special Resolution 1

Background

It is proposed to remove the Programming Adviser position on the Management Committee, making that role an ordinary member position.

Resolution

The Association resolves that the Constitution be amended as follows:

- At Clause 18.1, the words "*(including the Programming Adviser)*" be deleted
- Clause 18.3 be deleted
- Clause 18.5 be amended to read "*Secretary and three ordinary members*"

ACNC Registration

FBi Radio operates with Deductible Gift Recipient status (DGR1), however it does not appear on the Australian Charities and Not For Profits Commission (ACNC) register.

As a registered charity, FBi Radio will be able to accept online giving via emerging social media APIs. FBi Radio will also be eligible for specific ad grants through Google NFP programs.

We have received advice from the ACNC that the following special resolutions are proposed to amend our Constitution so that we comply with their guidelines for registration.

Special Resolution 2: Public Fund Winding Up Clause

Background

The ACNC has advised that we amend current clause 47 so that upon winding-up or dissolution of our Public Fund, we are required to distribute assets to another organisation that is charitable at law.

Resolution

The Association resolves that the Constitution be amended as follows:

- Clause 47 updated to include the following bold and underlined amendment:

47. Distribution Of Surplus Assets ***(Public Fund)***

47.1 If, upon the winding-up or dissolution of the Public Fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property the property shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution ***that is charitable at law*** *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 is to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.*

Special Resolution 3

Background

To be registered as a charity with the ACNC, FBi Radio must meet charity registration requirements as set out in the ACNC legislation. These registration requirements require an organisation to demonstrate that it is not-for-profit. One way an entity can demonstrate that it is not-for-profit is through the inclusion of suitable not-for-profit clause and dissolution clauses in our governing document.

The ACNC suggests that FBi adopt a winding up clause (in addition to existing clauses 46.1 and 47.1) as well as a not-for-profit clause, to demonstrate that the Applicant's funds will be applied for charitable purposes and to a not-for-profit entity with similar purposes upon winding up or dissolution.

Resolution

The Association resolves that the Constitution be amended as follows:

- Insert new Clause 46.2:

The Public Fund shall be wound up if a resolution to that effect is carried by a vote of a three-quarter majority of the financial members present at a general meeting convened to consider the resolution.

- Insert new Clause 47.2:

47.2.

In the event of the Association being wound up, all assets that remain after such winding up and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

- Insert new Clause 48:

48. Not For Profit

The assets and income of the Association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association.

Special Resolution 4

As FBi Radio has Deductible Gift Recipient (DGR) status, the ACNC has advised that our Constitution should contain a DGR revocation clause as this allows an organisation to demonstrate that any surplus gifts or property, deductible contributions and money received because of such gifts and contributions will be transferred to another DGR upon dissolution or if DGR endorsement is revoked.

Resolution

The Association resolves that the Constitution be amended as follows:

50. Deductible Gift Recipient Revocation

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

(a) gifts of money or property for the principal purpose of the Association

(b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association

(c) money received by the Association because of such gifts and contributions.