



CONSTITUTION OF  
**FREE BROADCAST INCORPORATED**  
as amended December 2016

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## **PART 1 – PRELIMINARY**

### **1. Name**

1.1 The name of the Association is “Free Broadcast Incorporated”.

### **2. Definitions**

2.1 In this Constitution, unless stated otherwise:

“Act” means the Association Incorporations Act 2009 (NSW);

“Association” means Free Broadcast Incorporated;

“Broadcasting Services Act” means the Broadcasting Services Act 1992 (Cth);

“Committee” means the Committee of Management of the Association described in Part 3 of this Constitution;

“Director-General” has the meaning in the Act;

“Financial Year” has the meaning in the Act;

“General Meeting” includes the Annual General Meeting described in Clause 27 and Special General Meetings described in Clause 28;

“Member” means a member of the Association;

“Notice” means communication with members by email and website;

“Office Bearer” has the meaning in Clause 18.2;

“Ordinary Member” means a member of the Committee who is not an Office Bearer of the Association;

“Public Officer” means the person who is, for the time being, the public officer of the Association under the Act;

“Radiocommunications Act” means the Radiocommunications Act 1992 (Cth);

“Regulation” means the Associations Incorporation Regulation 2010 (NSW);

“Secretary” means the person holding office under this Constitution as Secretary of the Association or, if no person holds that office, the Public Officer of the Association.

2.2 In this Constitution:

(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, if the function is a duty, a reference to the performance of the duty.

2.3 If issues of interpretation arise under this Constitution, the Interpretation Act 1987 (NSW) may apply in respect of this Constitution as if this Constitution were an instrument made under the Act.

### **3. Objects**

3.1 The objects for which the Association is established are:

(a) To operate a non-profit incorporated association in accordance with the community broadcasting criteria in the Broadcasting Services Act;

(b) To provide Sydney with an innovative and unpredictable community radio station committed to representing and involving itself in youth, arts and emerging culture;

(c) To maintain a large and diverse audience and membership base as measures of success, and to provide members with opportunities to participate in station activities;

- (d) To broadcast a wide range of contemporary music genres as core programming, as well as providing a forum for arts, emerging culture, public affairs and youth issues;
- (e) To achieve a minimum of 50% Australian music content in music programming, half of which will be sought from artists resident in Sydney.

3.2 The Committee:

- (a) is responsible for ensuring FBi Radio programming remains consistent with Australian law, the Association's mission and the broadcasting licence;
- (b) will set policy to ensure FBi Radio:
  - (i) broadcasts 50% Australian music with half of that from Sydney;
  - (ii) broadcasts emerging Australian music art and culture; and
  - (iii) ensures regular opportunities for our community of interest to volunteer, influence and participate in the station;
- (c) does not involve itself in day-to-day creative or editorial decisions and has no role in managerial decisions regarding content or programs;
- (d) commits to the staff and volunteers enjoying the maximum latitude in creative choices within the constraints of the law, the mission and the licence without fear of interference or censorship.

## **PART 2 – MEMBERSHIP**

### **4. Membership Qualifications**

- 4.1 A person is qualified to be a member of the Association if, but only if, the person is a natural person who has been:
- (a) nominated for membership of the Association as provided by Clause 5; and
  - (b) approved for membership of the Association by the Committee of the Association.

### **5. Applications For Membership**

- 5.1 An application for membership of the Association must be in writing in the form set out in Appendix 1 to this Constitution, signed by the applicant, accompanied by the fees specified in Clause 11 and lodged with the Secretary of the Association.
- 5.2 The Committee may, from time to time, change the form required for application for membership as it sees fit (including by electronic means, if the committee so determines).

### **6. Consideration Of Membership Applications**

- 6.1 As soon as practicable after receiving an application for membership, the Secretary must refer the nomination to the Committee which must determine whether to approve or to reject the nomination.
- 6.2 The Committee may reject an application for reasons including, but not limited to, the following:
- (a) the Committee, acting reasonably, believes that there is a significant risk that the applicant may not comply with the Constitution and objectives of the Association;
  - (b) the Committee, acting reasonably, believes that admission of the applicant will lead to a risk of the Association:

- (i) breaching the conditions of the broadcasting licence held by the Association under the Broadcasting Services Act, or the conditions of the relevant apparatus licence under the Radiocommunications Act;
  - (ii) failing to comply with the community broadcasting criteria contained in the Broadcasting Services Act; or
  - (iii) failing to comply with the Community Broadcasting Code of Practice; or
  - (c) the applicant has been convicted of an indictable offence; or
  - (d) there are reasonable grounds to believe that the applicant would pose a security risk to the members, property or premises of the Association.
- 6.3 Where the Committee resolves to approve an application for membership, the applicant shall be duly notified of such approval by the Secretary and the Secretary must enter the applicant's name into the Register of Members as soon as practicable. Upon their name being so entered, the applicant becomes a member of the Association.
- 6.4 Where the Committee resolves to reject an application for membership, the applicant shall be duly notified of such rejection by the Secretary. The Secretary must refund all monies accepted by the Association in connection with the rejected application.
- 6.5 Where an application for membership has been rejected under Clause 6.4, the rejected applicant shall have a right of reply under Clause 16.

## **7. Cessation Of Membership**

- 7.1 A person ceases to be a member of the Association if the person:
- (a) dies; or
  - (b) resigns membership; or
  - (c) is expelled from the Association.

## **8. Membership Entitlements Not Transferrable**

- 8.1 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) is terminated upon cessation of the person's membership.

## **9. Resignation Of Membership**

- 9.1 A member of the Association is not entitled to resign that membership except in accordance with this Clause 9.
- 9.2 A member of the Association who has paid all amounts in respect of membership may resign from membership of the Association by first giving the Secretary written notice of at least 7 days (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of that period of notice, the member shall cease to be a member.
- 9.3 If a member of the Association ceases to be a member under Clause 9.2, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- 9.4 The Association is not required to refund any monies to the resigning member unless application for a refund has been approved by the Committee.

## **10. Register Of Members**

- 10.1 The Public Officer of the Association, or such other Office Bearer of the Association as authorised by the Committee, 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 a person became a member.
- 10.2 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.

## **11. Fees And Subscriptions**

- 11.1 A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Committee, that other amount.
- 11.2 In addition to any amount payable by the member under Clause 11.1, a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Committee, that other amount:
- (a) except as provided by Clause 11.2(b), before 1 July in each calendar year; or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
- 11.3 Annual membership subscriptions shall be payable no later than one month from the due date, unless the Committee determines otherwise.

## **12. Members' Liabilities**

- 12.1 The liability of a member of the Association to contribute towards the payments of any debts or other liabilities of the Association, or the costs, charges and expenses of 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 Clause 11.

## **13. Resolution Of Internal Disputes**

- 13.1 If there is a dispute between members (in their capacity as members) of the Association, or a dispute between members of the Association and the Association, the parties in dispute or their representatives must meet as soon as practicable in order to attempt to resolve the dispute.
- 13.2 If the dispute cannot be resolved within 7 days of the meeting referred to in Clause 13.1, the parties may jointly refer the dispute to an agreed mediator or to a community justice centre in accordance with the Community Justice Centres Act 1983 (NSW). The costs of the mediation will be equally shared between the parties in dispute.

## **14. Disciplining, Suspension And Expulsion Of Members**

- 14.1 A complaint may be made by any member of the Association that another member of the Association has:
- (a) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
  - (b) persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 14.2 On receiving such a complaint, the Committee must:
- (a) cause notice of the complaint to be served to the member concerned; and

- (b) 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) take into consideration any submission made by the member in connection with any complaint.
- 14.3 The Committee may by resolution suspend the member from membership of the Association or expel the member from the Association 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 proven.
- 14.4 If the Committee suspends or expels a member, the Secretary must within 14 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 Clause 15.
- 14.5 Suspension or expulsion under Clause 14.3 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 Clause 15;
- whichever is the later.

## **15. Right Of Appeal Of Disciplined Member**

- 15.1 A member may appeal to the Association in General Meeting against a resolution of the Committee under Clause 14.3, within 7 days after notice of the resolution is served on the disciplined member, by lodging with the Secretary a notice to that effect.
- 15.2 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.
- 15.3 On receipt of a notice from a member under Clause 15.1, the Secretary must notify the Committee which is to convene a General Meeting of the Association held within 28 days after the date on which the Secretary received the notice.
- 15.4 At a General Meeting of the Association convened under Clause 15.3:
- (a) no business other than the question of the appeal is to be transacted; and
  - (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 of whether the resolution should be confirmed or revoked.
- 15.5 If, at the General Meeting of the Association, the Association passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **16. Right Of Reply Of Rejected Applicant**

- 16.1 Where the Committee passes a resolution under Clause 6.4, the Secretary must, as soon as is practicable, cause a notice in writing to be served on the rejected applicant subject to the resolution:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the rejected applicant subject of the resolution may address the Committee at a meeting to be held no later than 28 days after service of notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the rejected applicant subject of the resolution that he or she may do either or both of the following:

- (i) attend and speak at the meeting;
  - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- 16.2 At a meeting of the Committee held as referred to in Clause 16.1, the Committee must:
- (a) give to the rejected applicant subject to the resolution an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Committee by the rejected applicant subject to the resolution at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or revoke the resolution.
- 16.3 Where the Committee confirms a resolution under Clause 16.2, the Secretary must, within 7 days after that confirmation, by notice in writing inform the rejected applicant subject to the resolution of the reasons for the confirmation.
- 16.4 Where the Committee revokes the Resolution under Clause 16.2, the Committee will be deemed to have approved the applicant and the provisions of Clause 6.3 shall apply.

### **PART 3 – THE COMMITTEE**

#### **17. Powers Of The Committee**

- 17.1 The Committee is to be called the Committee of Management of the Association and, subject to the Act, the Regulation, this Constitution, and to any special 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 this Constitution 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.

#### **18. Constitution And Membership**

- 18.1 The Committee is to consist of the Office-Bearers of the Association and 5 Ordinary Members (including the Programming Adviser), each of whom is to be elected at an Annual General Meeting of the Association under Clause 19.
- 18.2 The Office Bearers of the Association are to be as follows:
- (a) the President;
  - (b) the Vice-President;
  - (c) the Treasurer;
  - (d) the Secretary; and
  - (e) the Vice-President (Youth), who will be no more than 25 years old at the time of election.
- 18.3 The Programming Adviser is open only to candidates with sufficient skills and experience to chair the programming sub-committee.
- 18.4 Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the third Annual General Meeting following the date of the member's election, but is eligible for re-election.



- 18.5 The three-year election schedule for the Committee is as follows;
- (a) President, VP Youth and one ordinary member;
  - (b) Vice President, Treasurer and one ordinary member;
  - (c) Secretary, Programming Adviser (being an ordinary member) and two ordinary members;
- 18.6 Notwithstanding Clause 18.5, a minimum of three members of the Committee shall be required to submit to re-election at any Annual General Meeting.
- 18.7 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 this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **19. Election Of Members**

- 19.1 Nomination of candidates for election as Office-Bearers of the Association or as Ordinary Members of the Committee must be:
- (a) 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 the nomination); and
  - (b) delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 19.2 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- 19.4 If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining on the Committee are taken to be casual vacancies which may be filled by the Committee according to Clause 18.5.
- 19.5 If the number of further nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.6 If the number of further nominations received exceeds the number of casual vacancies to be filled, a ballot is to be held.
- 19.7 The ballot for the election of Office-Bearers of the Association and Ordinary Members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

## **20. Secretary**

- 20.1 The Secretary of the Association must, as soon as is practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 20.2 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
- (a) all appointments of Office-Bearers of the Association and Ordinary 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.
- 20.3 Minutes of proceedings at a Committee Meeting or a General Meeting must be signed by the Chairperson and one other member of the Committee, or the Acting Chairperson for the meeting in question

and one other member of the Committee in the case of the absence of the Chairperson for the meeting in question. The signature of the chairperson may be transmitted by electronic means.

## **21. Treasurer**

21.1 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.

## **22. Casual Vacancies**

22.1 In addition to the circumstances set out in Clause 18.5, for the purpose of this Constitution, 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 an 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 Clause 14 or Clause 23; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from all Committee Meetings held during a period of 6 months.

## **23. Removal Of Member**

23.1 The Association in General Meeting may by special 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 special resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

23.2 If a member of the Committee to whom a proposed resolution referred to in Clause 23.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations 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.

## **24. Meetings And Quorum**

24.1 The Committee must meet at least 6 times in each period of 12 months at such place and time as the Committee may determine.

24.2 Members of the Committee are required to attend a minimum of 50% of all Committee meetings, unless otherwise authorised by the Committee. Committee members who fail to meet this minimum attendance shall be required to stand for re-election at the Annual General Meeting of the year in which they do not meet the requirement.

24.3 Additional meetings of the Committee may be convened by the President or by any member of the Committee.

- 24.4 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 on by the members of the Committee) before the time appointed for the holding of the meeting.
- 24.5 Notice of a meeting given under Clause 24.4 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 members present at the meeting unanimously agree to treat as urgent business.
- 24.6 Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 24.7 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 24.8 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting is to be dissolved.
- 24.9 At a meeting of the Committee:
- (a) the President or, if the President is absent or unwilling to act, the Vice-President or, if the Vice-President is absent or unwilling to act, the Vice-President (Youth) is to preside; or
  - (b) if the President, the Vice-President and the Vice-President (Youth) are absent or 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.

## **25. Delegation By Committee To Sub-Committee**

- 25.1 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.
- 25.2 A function, the exercise of which has been delegated to a Sub-Committee under Clause 25.1 may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 25.3 A delegation under Clause 25.1 may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 25.4 Despite any delegation under Clause 25.1, the Committee may continue to exercise any function delegated.
- 25.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Clause 25 has the same force and effect as it would have if it had been done or suffered by the Committee.
- 25.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause 25.
- 25.7 A Sub-Committee may meet and adjourn as it thinks proper, subject to the terms of the delegation.

## **26. Voting And Decisions**

- 26.1 Questions 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.

- 26.2 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.
- 26.3 Subject to Clause 26.4, the Committee may act despite any vacancy on the Committee.
- 26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

#### **PART 4 – GENERAL MEETING**

##### **27. Annual General Meeting**

- 27.1 The Association must convene an Annual General Meeting of its members within:
- (a) the period of 6 months after the expiration of each financial year of the Association; or
  - (b) such further time as may be allowed by the Director-General or prescribed by the Regulation.
- 27.2 The Annual General Meeting of the Association is, subject to the Act and Clause 27.1, to be convened on such a date and at such place and time as the Committee thinks fit.
- 27.3 Subject to this Constitution, the ordinary business at the Annual General Meeting shall be to:
- (a) confirm the minutes of the preceding Annual General Meeting and of any Special General Meetings held since that meeting;
  - (b) receive from the Committee reports upon the activities of the Association during the preceding financial year;
  - (c) elect Office-Bearers of the Association and ordinary members of the Committee when such elections fall due;
  - (d) receive and consider the statement submitted by the Association in accordance with section 44 of the Act.
- 27.4 The Annual General Meeting shall be specified as such in the notice convening it.
- 27.5 The Annual General Meeting may transact any special business of which notice is given by the Committee in accordance with this Constitution.
- 27.6 The Annual General Meeting shall be in addition to any General Meetings that may be held in the same year.

##### **28. Special General Meetings**

- 28.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 28.2 The Committee must, on the requisition in writing of at least 15% of the total number of members, convene a Special General Meeting of the Association.
- 28.3 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 requisition; 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.
- 28.4 If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of

the members may convene a Special General Meeting to be held not later than 3 months after that date.

28.5 A Special General Meeting convened by members as referred to in Clause 28.4 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 reasonable expenses is entitled to be reimbursed by the Association for any reasonable expense so incurred.

28.6 For the purposes of Clause 28.3:

(a) a requisition may be in electronic form; and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **29. Notice Of Meetings**

29.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting;

(a) in the case of an Annual General Meeting, at least 21 days before the date fixed for the holding of the Annual General Meeting; and

(b) in the case of all other General Meetings, at least 14 days fixed for the holding of the General Meeting.

29.2 If 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 given to members specifying, in addition to the matter required under Clause 29.1, the intention to propose the resolution as a special resolution.

29.3 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 under Clause 27.3.

29.4 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 after receipt of the notice from the member.

## **30. Procedure**

30.1 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

30.2 20 members or 20% of total membership, whichever is lesser, present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a General Meeting.

30.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

(a) if convened on 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 the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

30.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) is to constitute a quorum.

### **31. Presiding Member**

31.1 At each general meeting of the Association:

- (a) the President or, if the President is absent or unwilling to act, the Vice-President or, if the Vice-President is absent or unwilling to act, the Vice-President (Youth) is to preside as chairperson of the meeting; or
- (b) if the President, the Vice-President and the Vice-President (Youth) are absent or unwilling to act, the members present must elect one of their number to preside as chairperson of the meeting.

### **32. Adjournment**

32.1 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.

32.2 If a General Meeting is adjourned for 14 days or more, the Public Officer 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.

32.3 Except as provided in Clauses 32.1 and 32.2, 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.

### **33. Making Of Decisions**

33.1 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 Chairperson 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 or against that resolution.

33.2 At a General Meeting of the Association, a poll may be demanded by the Chairperson or by at least 25% of the members present in person at the meeting.

33.3 If 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 an adjournment; or
- (b) in any other case, in such 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.

### **34. Special Resolution**

34.1 A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least 75% of such members of the association as, being entitled under this Constitution so to do, vote in person or by proxy at a General Meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- (b) where it is made to appear to the Director-General of the Department of Fair Trading (NSW) that it is not practicable for the resolution to be passed in the manner specified in Clause 34.1(a) if the resolution is passed in a manner specified by the Director-General.

34.2 A special resolution shall not be amended at a general meeting, unless the amendment acts to clarify an ambiguity or more effectively support the intention of the Special Resolution on notice.

**35. Voting**

35.1 On any question arising at a General Meeting of the Association a member has one vote only.

35.2 All votes must be given personally or by proxy, but no person, other than the Presiding Member as defined in Clause 31, may hold more than 1 proxy.

35.3 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.

35.4 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, other than the amount of the annual subscription payable in respect of the then current year.

**36. Appointment Of Proxies**

36.1 Each member is to be entitled to appoint another person (whether or not another member) as proxy by notice given to the Public Officer. To be effective, this notice must be received by the Public Officer no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

36.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to this Constitution, or such other form as the Committee may determine.

**37. Postal Ballots**

37.1 The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under Clause 15).

37.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

**PART 5 – MISCELLANEOUS**

**38. Insurance**

38.1 The Association must effect and maintain insurance as required under the Act.

38.2 In addition to the insurance required under Clause 38.1, the Association may effect and maintain other insurance, as determined by the Committee.

**39. Source Of Funds**

39.1 The funds of the Association are to be derived from joining fees and annual subscriptions of members, sponsorship, events, merchandise, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines.

39.2 All money received by the Association must be deposited as soon as is practicable and without deduction to the credit of the Association's bank account.

39.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **40. Management Of Funds**

- 40.1 Subject to any special 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
- 40.2 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 authorised to do so by the Committee.

#### **41. Alteration Of Objects And Constitution**

- 41.1 The Objects of the Association and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

#### **42. Execution Of Documents And Authorised Signatories**

- 42.1 The Association may execute a document without using a common seal if the document is signed by 2 of its authorised signatories.
- 42.2 The Association may execute a document with a common seal if the seal is fixed to the document and the fixing of the seal is witnessed by 2 of its authorised signatories.
- 42.3 The common seal of the Association must be kept in the custody of the Public Officer.
- 42.4 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing 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 Secretary.
- 42.5 The Public Officer is, by virtue of that office, an authorised signatory for the Association. The Committee may, from time to time, appoint additional authorised signatories from among such of its members as are ordinarily resident in Australia, and may, at any time, revoke any such appointment.
- 42.6 A person (other than the Public Officer) vacates office as an authorised signatory of the Association if:
- (a) his or her appointment as an authorised signatory is revoked, or
  - (b) he or she ceases to be a Committee Member, or
  - (c) he or she ceases to be ordinarily resident in Australia.

#### **43. Custody And Inspection Of Books**

- 43.1 Except as otherwise provided by this Constitution, the Public Officer must keep in New South Wales and in his or her custody or under his or her control all records, books and other documents relating to the Association.
- 43.2 The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.
- 43.3 Despite Clauses 43.1 and 43.2, the Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association, or as required by law, including under contract.

#### **44. Service Of Notices**

- 44.1 For the purpose of this Constitution, a notice may be served on or given to a person:



- (a) by delivering it to person personally; or
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

44.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **45. Public Fund**

45.1 A Sub-Committee of three members from the Association's Committee, 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 the Association, shall be appointed to administer the FBI Public Fund for the receipt of donations made to the Association under Subdivision 30B of the Income Tax Assessment Act 1997.

45.2 Gifts to the Public Fund must be administered separately from any other funds of the Association and will only be used to further the Association's objects.

45.3 All donated moneys and interest accruing thereon, must be credited to and kept in the Public Fund.

45.4 The Public Fund must not receive any other money or property.

45.5 Receipts will be issued in the name of the fund.

45.6 Any proposed amendments or 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.

#### **46. Winding Up**

46.1 The Association 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.

#### **47. Distribution Of Surplus Assets**

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 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.

**APPENDIX 1 – MEMBERSHIP**

**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

FREE BROADCAST INCORPORATED (Incorporated under the Associations Incorporation Act 2009)

I, \_\_\_\_\_

(Full name of applicant)

of \_\_\_\_\_

(Address)

\_\_\_\_\_

(Occupation)

hereby apply to become a member of the above named Incorporated Association. In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

**APPENDIX 2 – PROXY**

**FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_

(Full name of applicant)

of \_\_\_\_\_

(Address)

being a member of FREE BROADCAST INCORPORATED

hereby appoint \_\_\_\_\_

(Full name of proxy)

of \_\_\_\_\_

(Address)

as my proxy to vote for me on my behalf at the General Meeting / Annual General Meeting / Special General Meeting (delete as appropriate) of the Association, to be held on the

\_\_\_\_\_ day of \_\_\_\_\_ (Month) of \_\_\_\_\_ (Year)

and at any adjournment of that meeting.

\* My proxy vote is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

\* To be inserted if desired.

\_\_\_\_\_  
Signature of member appointing proxy

\_\_\_\_\_  
Date