

# Constitution Of

2 HHH FM LTD

ACN 093 755 312

ABN 17 093 755 312

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## Preliminary

### Replaceable rules do not apply

The Replaceable Rules do not apply in respect of the Company except when they are expressly stated to apply.

### Liability Limited by Guarantee

Liability of the Members is limited by guarantee.

#### A. Objectives of the Association

It is the principal objective and purpose of the Association to promote, foster and propagate community radio within the Hornsby and Ku-Ring-Gai Districts, as a means of providing positive and long-lasting cultural benefits and a real sense of community to the local residents, both in listening to, and for volunteers to have experience in presenting, community radio, and in furtherance of same, it will be the objectives of the Association to:

- (a) To Operate a Community Radio Station in Sydney;
- (b) To promote the interests of the residents of the local Hornsby and Districts, throughout the local region, in good radio;
- (c) To conduct courses, with or without examinations and to issue certificates, relating to all aspects of radio;
- (d) To promote, join, affiliate with or enter into working arrangements with any body having objectives not incompatible with those of the Association;
- (e) To have regard to the interests of the environment;
- (f) To have regard to the need for objective and balanced radio programming
- (g) To provide listeners with a range of programs, and without limiting the generality of this objective:
  1. to provide advice, assistance and benefits on all aspects of radio;
  2. to provide production and training or otherwise;
  3. to provide all forms of facilities whether in the nature of education, recreation, entertainment, or otherwise;
  4. to conduct businesses of all kinds including the sale or lease of any kind of products and services whether in relation to radio or otherwise and to form or promote any company for any such purpose;
  5. to publish all forms of publications;
- (h) To provide present and former members, employees of and contractors to the Association and the families of such persons with conditions, facilities and benefits conducive to good working of the Association, and without limiting the generality of this objective to provide for the welfare of such persons whether by way of grants of money or other aid, superannuation or otherwise.
- (i) To aid and support, whether financially or otherwise, charities and institutions of a public character.

- B. The assets and income of the association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.
- C. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he or she is a member or within one year afterwards for payment of just debts and liabilities of the Association contracted before the time at which he or she ceases to be a member and the costs charges and expenses of winding up the same and for adjustment of rights of contributories amongst themselves, such amount as may be required not exceeding two dollars twenty cents (\$2.20).
- D. If upon the winding up or dissolution 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 institution or institutions having objects similar to the objects of this Association such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquired jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to the some charitable object.

### DEFINITIONS AND INTERPRETATION

1. In the construction of these rules, unless the contrary intention appears:

"Act"	means the Corporations Act 2001 (Cth);
"approved method"	means a method of voting approved by the Board of Directors and set out in the election rules in relation to an election of Directors and may include, but is not limited to, postal voting and electronic voting;

"adoption Date"	means the date on which the result of the poll demanded on the special resolution to adopt this Constitution is declared passed by the Chairman of the meeting at which the poll is taken;
"annual Subscription Fee"	means a fee payable by a Member in accordance with Rule 10;
"ASIC"	means the Australian Securities and Investments Commission;
"association"	means 2HHHFM Limited ABN 17.093.755.312
"board"	means the Directors in office for the time being or a quorum of the Directors present at a meeting of the Directors;
"Board of Directors"	means the Directors of the Association in office for the time being or a quorum of the Directors present at a meeting of the Board of Directors;
"Chairman"	means the person who acts as chairman at a meeting of Members
"Chief Executive Director"	means the person appointed from time to time as such, whether with that title or otherwise, by the Board under this Constitution;
"closing of the Register"	means the closing of the Register pursuant to Rule 3;
"code of conduct"	means the code of conduct for Directors promulgated by the Board from time to time in accordance with Rule 49;
"committee"	means a committee formed under Rule 141;
"company"	means 2HHHFM Limited ABN 17.093.755.312;
"constitution"	means this constitution including the schedules thereto in force from time to time.
"court"	has the meaning given to it in section 9 of the Act.
"director"	means a person for the time being elected or appointed as director of the Association in accordance with this Constitution and the Act;
"election form"	means the document on or in which a member's vote is recorded as required by the election rules, and for these purposes, documents include any article or material from which sounds, images, or writings are capable of being reproduced with or without the aid of any other article or device, and in particular include any electronic message or other electronic communication as provided for in the election rules;
"election material"	means material published, in whatever form approved by the Board of Directors, in connection with an election of Directors and includes the election form and related material;
"election date"	means the date appointed by the Board;
"election period"	means the period commencing with the time of close of nominations (for election of Directors) and concluding with the beginning of the second Saturday in October;
"election rules"	means the rules, as determined by the Board of Directors from time to time, governing the conduct of elections, the disclosure of election campaign contributions received, and election campaign payments made, by candidates and related matters and which make provision for, amongst other things; the approved methods of voting; the procedure to be followed by members to cast a valid vote by an approved method; and such of the matters as are required to be included in the election rules under Rules 55, 121 and 122
"election Year"	means 2005 and every year after 2005;
"the law"	means the Corporations Law and includes any amendment or re- enactment of it or any legislation passed in substitution for it;
"magazine"	means the principal magazine published from time to time by the Association, whether under the masthead "Radio Rave" or otherwise, and includes any supplement or special edition;
"meeting of members"	means a meeting of members duly called and constituted in accordance with the Constitution and any adjourned holding of it;
"member"	means any person entered in the register as a member for the time being of the Association;
"membership application fee"	means a fee payable by a member in accordance with Rule 9
"membership identification"	means evidence (whether documentary, electronic, by way of a certificate, device or otherwise, as may be determined from time to time by the Board of Directors) issued by the Association in respect of a member's membership of the Association recorded by the Association;
"Office"	means the registered office for the time being of the Association; "officer" has the meaning given to it in Rule 9 of the Act;
"register"	means the register of members to be kept pursuant to the Law
"registered office"	means the registered office for the time being of the Association;
"resolution"	means a resolution other than a special resolution;
"returning officer"	means the person appointed as such by the Board pursuant to rule 59;

"round two"	means a second round of voting for any reason pursuant to the rules of the constitution or the Law.
"replaceable rules"	means the replaceable rules contained in the Act;
"rules"	means these rules of this constitution and all supplementary, substituted or amending rules for the time being in force;
"the seal"	means the common seal of the Association and includes any official seal of the Association;
"the association"	means 2HHH FM Limited;
"secretary"	means any person appointed to perform the duties of secretary of the Association and includes an assistant secretary or any person appointed to act as such temporarily;
"special resolution"	means a special resolution within the meaning of the Law;
"State"	means New South Wales;
"voting period"	means the period from which the election material is made available to members until 5.00pm on the election date;

headings and underlining shall be disregarded in the construction of the rules;

words importing persons shall include partnerships, associations, corporations, companies unincorporated and incorporated whether by Act of Parliament or otherwise, as well as individuals;

singular includes plural and vice versa and words importing any gender shall include all other genders;

Division 10 of Part 1.2 of the Law applies in relation to the Constitution as if they were an instrument made under the Law as in force on the day when these rules became binding on the Association;

an expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law;

This constitution may only be amended by a special resolution at a general meeting of the Company, and requires a majority of not less than 75% of the Members present in person or by proxy, such majority also being an absolute majority of Members.

## MEMBERSHIP

2. A person who applies for membership as provided in these Rules becomes eligible to be entered into the register of members only when:
  - (a) an online or written application in the form approved by the Directors has been completed and received by the Secretary or the Board, or on their behalf;
  - (b) the required application fee has been received in a form acceptable to the Company; and
  - (c) the Board, or a Committee of the Board established for this purpose (the membership committee), has approved the membership application.
3. Subject to the Law, the Board of Directors may close the register for a period not exceeding the period of 45 days prior to the date of a meeting of members or the close of the voting period.
4. The Board, or the membership committee where one has been established, must determine whether to approve or reject the application.
- 4A. If the Board or the membership committee approves an application for membership, the Board will ensure, as soon as practicable thereafter:
  - (a) the applicant will be notified in writing of the approval of their membership; and
  - (b) the applicant's name will be entered in the register of members as holding the membership category that has been applied for, as appropriate.
- 4B. If the membership committee rejects an application, the Secretary must, as soon as practicable, refer the membership committee's decision to the Board for review and determination.
- 4C. If the Board rejects an application or resolves to reject an application referred to it from the membership committee, the Board must ensure that the applicant is notified in writing of the rejection of the application:
  - (a) specifying the grounds on which a membership has been rejected;
  - (b) providing reasons for the rejection of membership application to the applicant;
  - (c) advising of appeal rights for rejected applicants or disciplined members.
5. The Board of Directors may at any time cancel the membership of a member if the member requests the Association to cancel his or her membership, such request being made in accordance with any rules made by the Board of Directors from time to time.
6. The Board of Directors may approve, on such terms as it may determine, the transfer of a member's membership to any person entitled to apply for membership and upon such approval the Board of Directors shall remove the transferor from the register and enter the transferee in the register.
7. Subject to these Rules, if the Board is of the opinion that a member (including an honorary life 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 Company, the Board may by resolution:
  - a) require that member to undergo a mediated process to facilitate them to return to full participation in the operations of the Company; and/or
  - b) suspend that member from membership of the Company for a specified period; and/or
  - c) expel that member from membership of the Company; and/or
  - d) where the member has been appointed by the Board as an honorary life member, withdraw that membership.
- 7A. A resolution of the Board under Rule 7 does not take effect unless:
  - (a) at a meeting held in accordance with Rule 7B, the Board confirms the resolution; and
  - (b) if the member has exercised a right of appeal, and the Company confirms the resolution under this Rule.
- 7B. A meeting of the Board to confirm or revoke a resolution passed under Rule 7 must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the member in accordance with Rule 7C.
- 7C. For the purposes of giving notice in accordance with sub-Rule 7B, the Board must, as soon as practicable, give written notice to the member;
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the member, or the member's representative, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and
  - (c) stating the date, place, and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following:
    - i. attend that meeting;
    - ii. give to the Board, before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) informing the member that if at that meeting the Board confirms the resolution, that decision is final.
- 7D. At a meeting of the Board to confirm or revoke a resolution passed under Rule 7, the Board must:
  - (a) give the member, or the member's representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
8. The Board of Directors may from time to time delegate, on such terms as it sees fit, to such persons as it may determine from time to time, the power to:
  - (a) admit persons as members;

- (b) readmit such persons;
- (c) refuse applications for membership;
- (d) approve transfers of membership;
- (e) make rules concerning the issuance and use of membership identifications.
- (g) make rules concerning the administration of membership generally, including but not limited to the admission, readmission or refusal to admit persons as members, transfers of membership, cancellation of membership, lapse of membership, refunds of annual subscriptions and provision of other services to members.

## MEMBERSHIP FEES

- 9. The entrance fees payable by members shall be such sum as may, from time to time, be determined by the Board of Directors and such entrance fees shall be payable as and when the Board of Directors shall direct. The Board of Directors may fix at different rates, suspend or waive payment of the entrance fee in favour of any person or category of persons wishing to become members of the Association.
- 10. The annual subscription fee payable by members shall be such sum as may, from time to time be determined by the Board of Directors and shall be payable in advance.
- 11. The Board of Directors may from time to time fix at different rates, suspend or waive payment of the annual subscription in favour of any member or category of members.
- 12. In addition to any sum or sums payable by the members in respect of their membership the Board of Directors may require the members or any category of members to subscribe such sum as the Board of Directors may from time to time determine to be applied as an annual subscription to the Magazine.
- 13. If any member shall fail to pay that member's annual subscription within one month of the due date, that member shall cease to be a member of the Association. The failure to pay any additional, annual or other subscription payable by a member shall not of itself cause that member to cease to be a member.

## RIGHTS OF MEMBERS

- 14. Where 2 or more persons or entities (whether as a partnership, association or otherwise) are admitted as a single member, any one of them shall be entitled to be elected to the Board of Directors, nominate a person for election as a Director, vote in any election, vote at any meeting of members, be counted in forming a quorum for any such meeting, propose any resolution or give notice of intention to do so.
- 15. In the event that a right under the preceding rule is exercised on a particular occasion by more than one person or entity admitted as a single member, only the first to exercise such right shall be counted. If it is not practical to determine which was first, the earliest named in the register to exercise such right (to the exclusion of those named later) shall prevail. Any such determination (by the Chairperson of any meeting of members, secretary or returning officer, as the case may be) shall be final and conclusive.
- 16. Where two or more persons or entities (whether as a partnership, association or otherwise) are admitted as a single member and such single membership is entered in the register under a firm or business name, in respect of that single membership:
  - (a) a person named in the register shall not be entitled to be elected to the Board of Directors unless such named person is a current proprietor of such firm or business name; and
  - (b) only a current proprietor, named in the register, of that business name shall be entitled to nominate a person for election as Director, vote in any election, vote at any meeting of members, counted in forming a quorum for any such meeting, propose any resolution or give notice of intention to do so.
- 17. No member shall, without the consent in writing of the Association, publish or exhibit in any place any document, notice or sign which, in each case, is either in the nature of advertising or intimates to the public that the member is under the auspices or patronage of the Association, nor shall any member, without such consent, make use of the letters "HHH" or the name "Triple H" or any combination of letters or names indicating that the member is a member of the Association.

## MEETINGS OF MEMBERS

- 18. A meeting of members may be called and arranged to be held only as provided for by these rules or by the Law.
- 19. The Board of Directors or the Chairperson may whenever it or the Chairperson thinks fit convene a meeting of members.
- 20. Notwithstanding any other rule, the Association may hold a meeting of members at two or more venues using technology that gives the members as a whole a reasonable opportunity to participate in the meeting.
- 21. The accidental omission to give notice of any meeting of members to, or the non-receipt of any such notice by, any of the members shall not invalidate the proceedings or any resolution passed at any such meeting.

22. The Board of Directors shall have power to cancel or postpone the holding of any meeting of members other than one convened by members under the Law or in response to a request by members. The Board of Directors may notify the members of such cancellation or postponement by such means as they see fit. Whenever any meeting is postponed for 30 days or more, then less than 5 days' notice may be sent to members of every such postponed meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at such postponed meeting.
23. Each member shall be entitled personally, by proxy, attorney or duly authorised corporate representative to attend any meeting of members and shall, if attending in person, and if required by an officer of the Association, produce the member's membership identification. If, after being duly required to produce the membership identification a member fails to do so, the member shall not, without leave of the meeting or its Chairperson, be entitled to attend such meeting or vote at such meeting. A person who is not a member or a member's proxy, attorney or duly authorised corporate representative, shall not be entitled to attend a meeting of members without the leave of the meeting or its Chairperson.
24. The Chairperson, or in the Chairperson's absence another director appointed by the Board of Directors, shall be entitled to take the chair at each meeting of members. If neither of those persons is present within 15 minutes after the time appointed for holding such meeting or neither of them is willing to take the chair, the Directors present may choose one of their number as a Chairperson and if no Director present is willing to take the chair the members present shall choose one of their number to be Chairperson of the meeting.

## PROCEEDINGS AT MEETINGS OF MEMBERS

25. No business shall be transacted at any meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be 25 members personally present.
26. If a quorum is not present within 15 minutes from the time appointed for a meeting of members:
  - (a) Where the meeting was convened by members under the Law or in response to the request of members, the meeting shall be dissolved; or
  - (b) in any other case the meeting stands adjourned to such day, and at such time and place, as the Board of Directors determines or, if no determination is made by the Board of Directors, to the same day in the fourth week following at the same time and place. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the meeting shall be dissolved.
27. The business of an annual general meeting shall be to:
  - (a) elect Directors;
  - (b) Receive the Association's financial statements and the Directors' statement and report and the auditor's report on the financial statements;
  - (c) Deal with any matter of which notice of motion has been duly given; and
  - (d) To transact any other business which under the Constitution or the Law ought to be transacted at an annual general meeting. All business, other than under paragraph (b), transacted at an annual general meeting, and all business transacted at other meetings of members, shall be deemed special
28. No special business may be transacted at any meeting of members other than that stated in the notice convening the meeting unless the Chairperson consents, or it is a matter of which due notice has been given by a member in accordance with the Law.
29. The Chairperson of a meeting of members at which a quorum is present may, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place as the Chairperson shall determine. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless it is adjourned for 30 days or more in which event notice of the adjourned meeting shall be given.

## Voting at Meetings of Members

30. Despite the fact that a member may hold more than one membership identification the member shall only be entitled to one vote, whether on a show of hands or on a poll being taken.
31. Votes may be given either personally or by proxy or by attorney or in the case of a corporation by its duly authorised representative. No person shall be entitled to vote unless the person is a member and present in person or by proxy or attorney or is the duly authorised representative of a corporation which is a member and all rules relating to the relevant certificate or instrument of appointment have been complied with.
32. Only another member (whether first named in the register or not) shall be eligible to be appointed a proxy.
33. On a show of hands every member personally present shall have one vote and on a poll every member present in person or by proxy or attorney shall have one vote.
34. Every question submitted to a meeting of members shall be decided by a show of hands unless a poll (before a vote is taken or before or immediately after the voting results on a show of hands are declared) is demanded by:

- (a) The Chairperson;
  - (b) At least five members present in person or by proxy entitled to vote on the resolution; or
  - (c) Members present in person or by proxy representing at least 5% of the votes that may be cast on the resolution on a poll (such percentage having been calculated as at the midnight before the poll is demanded).
35. At any meeting of members (unless a poll is so demanded and the demand is not withdrawn) a declaration by the Chairperson that a resolution has been carried, or carried by a particular majority, or lost, or has not been carried by a particular majority and an entry in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
36. If a poll is duly demanded it shall be taken in such manner, at such place and at such time either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on any question of adjournment shall be taken at the meeting and without an adjournment. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn.
37. In the case of an equality of votes the Chairperson of the meeting shall, on a show of hands and on a poll, have a casting vote in addition to the Chairperson's vote as a member.
38. No objection shall be made as to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote is tendered and every vote not disallowed at such meeting or poll shall be valid. In recording votes the latest copy of the register held in the registered office shall be adopted and acted on as the voting roll in respect of members on such register.
39. Subject to the Law, the Chairperson of any meeting of members shall be the sole judge of the validity of every vote tendered at such meeting and the Chairperson's determination shall be final and conclusive.
40. Subject to the Law, an instrument appointing a proxy (and the power of attorney, if any, under which it is signed, or proof of it, to the satisfaction of the Board of Directors) shall be deposited at the registered office, received at a fax number at the registered office (or received at such place, fax number or electronic address as is specified for that purpose in the notice convening the meeting) not less than 48 hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.
41. A certificate evidencing the appointment of a corporate representative, a power of attorney and an instrument appointing a proxy if sent by post or fax, must be signed by the appointor or the appointor's attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or the hand of its attorney or officer duly authorised. An instrument appointing a proxy if sent by electronic transmission, will be taken to have been signed if it has been signed or authorised by the member making the appointment in the manner approved by the Directors from time to time or specified in the notice of meeting. In the Constitution, an instrument appointing a proxy shall include any form of appointment, including electronic, which the Directors may prescribe or accept. Although a member who is a corporation may appoint more than one corporate representative, only one representative may exercise that member's powers at any one time, and for the purposes of attending and voting at meetings of members, the first corporate representative to register at the meeting shall be recognised as the member for the purposes of that meeting.
42. An appointment of a proxy may be a standing appointment. If an instrument appointing a proxy specifies the meeting(s) at which it is intended to be used, it shall be operative only for the meeting(s) so specified and at any adjournment of that (those) meeting(s). The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
43. Where the Board of Directors determine from time to time the form of the instrument appointing a proxy, that form:
- (a) May make provision for the Chairperson of the meeting to act as proxy in the absence of any other appointment or if the member or members nominated fails or all fail to attend;
  - (b) May enable the member to vote for or against each or any of the resolutions to be proposed and the proxy shall not be entitled to vote on a resolution in a manner contrary to that specified in the instrument.
44. A vote given or act done in accordance with the terms of an instrument appointing a proxy or power of attorney shall be valid despite the previous death of the principal, or revocation of the proxy or power of attorney, or cessation of membership in respect of which the vote is given or act done, provided no intimation in writing of the death, revocation or cessation shall have been received at the registered office or by the Chairperson of the meeting before the vote is given or act done. Any proxy may be revoked at any time. The Chairperson's decision as to whether a proxy has been revoked shall be final and conclusive.
45. Where a member has validly appointed a proxy to attend and vote at a meeting of members on behalf of that member, and both the member and the proxy attend the meeting of members:
- (a) The proxy's authority to speak for the member at the meeting is suspended while the member is present at the meeting; and
  - (b) The proxy's authority to vote for the member on each resolution at the meeting is not suspended, but rather the proxy's authority to vote on each resolution at the meeting is revoked by the member in person voting on that resolution at the meeting.

## BOARD OF DIRECTORS

46. Subject to the Law and to any other provisions of the Constitution, the management and control of the Association and of the business and affairs of the Association shall be vested in the Directors who may exercise all such powers of the Association and do all such acts or things as are not by the Constitution or by the Law expressly required to be exercised or done by the Association in a meeting of members. No rule made or resolution passed by a meeting of members shall invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.
47. The Directors of the Association, in exercising any right to appoint or elect one or more persons as a director of any other company, may exercise that right in favour of any person whether a Director or otherwise.
48. The number of Directors will, subject to any applicable legislation, be such number not less than 3 nor more than 10 as the Directors may determine, provided that the Directors shall not reduce the number of Directors below the number in office at the time of such determination. The first Directors will be appointed by the Subscribers or a majority of them.
49. The Board of Directors shall:
  - (a) Adopt a code of conduct for Directors; and
  - (b) Periodically review the code of conduct.

## APPOINTMENT AND REMOVAL OF DIRECTORS

50.
  - (a) At every annual general meeting, held on each election year, at which by ordinary resolution it is determined that it shall happen, one third of all of the Non Executive Directors shall retire from office.
  - (b) At the first annual general meeting of the Company, all of the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one-third (but not more than one-third), shall retire from office.
  - (c) The directors to retire at an annual general meeting, other than the first annual general meeting, are those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall be determined by lot, unless they otherwise agree amongst themselves.
  - (d) Except for the directors referred to in rule (b), an elected director holds office until the termination of the annual general meeting held 3 years after his or her election;
51. All retiring directors shall be eligible for re-election and shall be included in the ballot by default unless the director gives notice that he or she does not wish to stand for further elections.
52. A retiring director will retain office until the dissolution or adjournment of the annual general meeting at which the director retires.
53. If at the time of close of nominations there are one or more vacancies in the Board of Directors:
  - (a) The Board of Directors shall not, in that election period, exercise its power under Rule 87 to fill any of those vacancies;
  - (b) Each vacancy is a position to be filled by a candidate under Rule 66 or pursuant to the impending election to be conducted in that election period.
54. Subject to the Law and Rule 55 Directors shall be elected by the members in the manner set out in the Constitution and election rules provided that for a particular election period, the election rules shall be determined and made available to candidates and members, on request, before the commencement of the period during which nominations are accepted.
55. The following principles shall apply to all elections of Directors and all approved methods of voting used in any election of Directors:
  - (a) Every member entitled to vote at meetings of members has the right to one vote, irrespective of the number of membership identifications held by a member;
  - (b) Before an election form is accepted for scrutiny by the returning officer, it shall be validated by identification in accordance with Rule 67;
  - (c) Subject to Rule 81 and the Law, members entitled to vote at meetings of members are entitled to receive election material, and the approved method or methods of voting shall afford members the opportunity to vote;
  - (d) If more than one election form is received from any one member by any approved method of voting, the first election form received by the returning officer in an approved method shall be the only election form which is accepted, whether the vote recorded in or on that election form is formally or informally cast.
56. No member shall be capable of being elected a Director unless duly nominated.
57. A nomination shall name the candidate and be signed by not less than 6 persons who are members at the time of close of nominations.

58. A nomination must contain a statement that, in the opinion of the persons signing the nomination, the candidate has the required experience and skills to be a Director.
59. The secretary, or such other person as may be selected by the Board of Directors, shall act as returning officer.
60. Nominations shall be made to the returning officer at the registered office and shall close at a time and on a date to be fixed by the Board of Directors such date being not later than one month before the date fixed for the holding of the annual general meeting.
61. No nomination shall be valid unless the candidate nominated consents to act if elected and the nomination paper and consent are received before the close of nominations. The consent shall be sufficient if the candidate signs a form of consent on the nomination paper but the returning officer may accept any other form of consent whether accompanying the nomination paper or not that the returning officer deems satisfactory, and such acceptance shall be final. A candidate may withdraw his or her consent to nomination at any time before the close of nominations (but not after) by lodging with the returning officer a notice of withdrawal, and as a consequence the nomination shall be cancelled.
62. A nomination is not valid unless the candidate is a member at the time of close of nominations.
63. A nomination is not valid unless, before the close of nominations, the candidate states in writing that the candidate:
  - (a) Has the required experience and skills to be a Director; and
  - (b) Makes a commitment to devote such time as is necessary to carry out the duties of a Director.
64. The Association:
  - (a) May publish, in such manner and on such terms as the Directors may resolve, information supplied by a candidate with respect to an election;
  - (b) Is not required to check or verify such information;
  - (c) May (to the full extent permitted by Jaw) disclaim liability for the accuracy of such information; and
  - (d) May require, as a condition of publication, that the candidate certifies by statutory declaration that the information is accurate and not misleading or deceptive.
  - (e) May publish, in such manner and on such terms as the Directors may resolve, information supplied to Directors about a candidate, with respect to an election;
65. If the number of candidates nominated is not greater than the number of candidates required to be appointed no election shall be conducted and the secretary shall, in accordance with Rule 75, declare the candidates nominated duly appointed as Directors.
66. If the number of candidates nominated is greater than the number required to be elected an election shall be conducted with the voting at that election to close on a date and at a time to be fixed by the Board of Directors, such date being not later than one day before the date fixed for the holding of the annual general meeting. The time and date for the close of the election shall be set out in the election material prepared for the relevant election period.
67. The returning officer shall cause election material, including election forms, to be prepared in such form as determined appropriate by the Board of Directors. The election material shall contain:
  - (a) The names of the candidates in alphabetical order;
  - (b) Where in the opinion of the returning officer the names of two or more candidates are so similar as to be likely to cause confusion, such other matter as will, in the opinion of the returning officer, distinguish them from one another;
  - (c) A statement as to the number of candidates to be elected; and
  - (d) Such directions as to the manner in which the vote is to be recorded on the election form, the election form is to be returned to the returning officer and particulars to identify the member are recorded, as determined from time to time by the Board of Directors in accordance with Rule 68.Whether the requirements set out in paragraphs (a) to (d) above are recorded on the election form or in some other part of the election material will be determined by the Board of Directors according to the approved methods nominated in the election rules. Notwithstanding this, the election form must be so designed to enable (or provide a mechanism to enable) members to cast their votes as between all the candidates.
68. The Board of Directors shall from time to time determine the manner of identifying the member. The procedure must be set out in the election rules for the given election period.
69. The returning officer shall dispatch (in any manner permitted by the Constitution) or otherwise make available (in accordance with the current election rules) election material, including election forms, to each member entitled to vote at meetings of members and may dispatch a postage paid envelope addressed to the returning officer where this is appropriate given the approved methods set out in the election rules. By way of example:
  - (a) Where the election rules provide for a postal ballot as an approved method, the election form, election material and envelope (if any) may be printed in any part of the Magazine or any other material as may be determined from time to time by the Board of Directors; and
  - (b) Where other approved methods are specified in the election rules, the election form and the election material may be made available either in the Magazine or in any other form as may be determined from time to time by the Board of Directors.
70. A member who wishes to vote may vote by any one approved method as determined by the Board of Directors from time to time and set out in the election rules for that election period. To be valid the vote must be cast in accordance with the election rules pertaining to the appropriate approved method

- utilised by the member.
71. Upon receipt of an election form before close of the voting period, the returning officer shall ascertain the identity of the member completing the election form and if satisfied that the member identified is on the register, is entitled to vote and has not apparently already voted in that election, accept the election form for scrutiny. Where the returning officer is not so satisfied or where the election form is received by the returning officer after the close of the voting period, the returning officer shall reject that election form and no vote will be recorded in respect of that election form.
  72. The returning officer may adopt and act on as the voting roll, the register, or a copy of the register, as at such date in the election period as the returning officer determines.
  73. The scrutiny of the election forms shall be conducted by the returning officer in such manner and at such time as determined by the election rules. Subject to the rules concerning death of a candidate, an election form shall be informal if it purports to vote for more candidates than are stated in the election material to be elected. An election form shall not be informal:
    - (a) Only because it purports to vote for fewer candidates than are stated in the election material to be elected; or
    - (b) For any reason other than specified in this Rule; but shall be given effect to according to the voter's intention so far as that intention is clear.
  74. The returning officer shall count the votes given for each candidate on all unrejected election forms. If any candidates have an equal number of votes the returning officer shall have a casting vote which may be determined by lot. The returning officer shall make out and sign a report setting out the number of votes given for each candidate and shall convey the report to the secretary.
  75. The secretary shall in writing declare elected as Directors the eligible candidates who, according to the returning officer's report, have received the highest number of votes or are elected unopposed. The Directors so elected shall take office at the conclusion of the election period. The secretary shall, for the information of members, publish particulars of the declaration in a newspaper circulating generally in the State of New South Wales.
  76. Any vacancy in the Board of Directors to occur at the conclusion of an election period not filled under the preceding rule shall be treated as a casual vacancy.
  77. If during the election period any candidate dies and the deceased was a Director who re-nominated:
    - (a) The number of candidates then required to be elected shall be reduced by one (for each such deceased) and each of the relevant rules shall be read accordingly;
    - (b) The Board of Directors may, in that election period or thereafter, fill the vacancy pursuant to Rule 87;
    - (c) If the vacancy is not filled by the Board of Directors in that election period it shall not be capable of being filled by the election being held during that election period.
  78. If during the election period a Director, other than a candidate who had re-nominated, vacates office:
    - (a) The Board of Directors may, in that election period or thereafter, fill the vacancy pursuant to Rule 87;
    - (b) If the vacancy is not so filled in that election period it shall not be capable of being filled by the election being held during that election period.
  79. If during the election period any candidate dies and the candidates remaining are not greater in number than the candidates then required to be appointed (taking into account the effect of Rule 77, if applicable) no election shall be conducted and the secretary shall declare the eligible candidates nominated duly appointed. If election forms have already been dispatched to members at the time of such death it shall not be necessary for the returning officer to examine envelopes or scrutinise any election forms that are returned.
  80. If during the election period any candidate dies and the candidates remaining are greater in number than the candidates then required to be elected (taking into account the effect of Rule 77, if applicable) an election shall be conducted and the election form shall not be informal by reason only:
    - (a) Of the inclusion on the election form of the name of the deceased candidate;
    - (b) Of the incorrect statement on the election form of the number of candidates to be elected;
    - (c) Of any vote recorded for the deceased candidate or of any resultant failure to vote for the exact number of candidates then required to be elected.
  81. The non-receipt of any election material by a member, the omission of the returning officer to forward any election material to a member, or the failure of either a member or the returning officer to comply strictly with any of the technicalities required by the Constitution or the current election rules shall not invalidate an election. The returning officer, in cases where a member voting has not strictly complied with the directions as regards the manner of recording votes, the returning of the election form and recording of particulars to identify the member or the technicalities required by the Constitution or the current election rules, shall have a discretion, if the returning officer is satisfied as regards the identity of the member voting, to accept the election form of such member and count the member's vote.
  82. Subject to Rules 84, 85 and 86, each Director elected shall hold office From the end of the Election Period in the Election Year in which the Director was elected until the end of the Election Period in the Election Year next following the Director's election.
  83. Subject to Rules 84, 85 and 86, a Director appointed pursuant to Rule 87 Shall hold office until the end of the Election Period next following the Director's appointment.
  84. Any Director may retire from office by giving notice in writing to the Association of the Director's

intention to do so. Such resignation shall take effect forthwith unless the resignation is stated in the notice to expire at some future time in which event it shall take effect upon the expiration of such time or the date 3 months from the giving of the notice, whichever is the earlier.

85. In addition to the circumstances in which the office of Director becomes vacant by virtue of the Law or other provisions of the Constitution, the office of Director shall, by the very fact, be vacated if the Director:
- (a) Becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health;
  - (b) Is absent without the consent of the Directors from all meetings of the Directors held during a period of 3 months and the Directors resolve that his or her office be vacated;
  - (c) Resigns the office of Director;
  - (d) Is removed under the provisions of Rule 86;
  - (e) Becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns his or her estate for the benefit of his or her creditors; being, a Director by virtue of the Corporations Law; or
  - (f) Is not a member

## SUSPENSION OF DIRECTOR GUILTY OF PREJUDICIAL

86. Prejudicial Conduct of directors
- (a) If the conduct or position of any Director is such that continuance in office appears to a majority of the Directors to be prejudicial to the interests of the Association, a majority of the Directors at a meeting of the Directors specially convened for that purpose may suspend that Director.
  - (b) Within 14 days of the suspension, the Directors will call a general meeting, at which the Members may either confirm the suspension and remove that Director from office, or annul the suspension and reinstate that Director.

## CASUAL VACANCIES IN THE BOARD OF DIRECTORS

87. Subject to Rule 53 the Board of Directors may at any time and from time to time appoint any member of the Association as a Director to fill a casual vacancy. The continuing Directors may act despite any vacancy in the Board of Directors.
88. The power in the preceding rule to fill a casual vacancy shall only be exercised when the continuing Directors resolve that there are exceptional circumstances and that it is in the best interests of the Association that the casual vacancy be filled. The continuing Directors shall be the sole judge of the validity of such matters and their determination, as evidenced by such resolution, shall be final and conclusive.

## RENUMERATION OF DIRECTORS

89. The Association must not pay fees to a director for acting as a director.
90. The Association may:
- (a) pay a director for work they do for the company, other than as a director, if the amount is no more than a reasonable fee for the work done, or
  - (b) A benefit given in circumstances where the failure to give the benefit would constitute a contravention of a law in force in Australia or elsewhere (otherwise than because of a breach of contract or breach of trust). For the purposes of this rule, the definitions and interpretation provisions set out in section 200A and in sub-sections 200B(3) and (4) of the Law shall apply.
91. Any payment made under clause 90 must be approved by the directors.
92. The association may pay premiums for insurance indemnifying directors, as allowed by law (including the corporations Act) and this constitution.
93. Intentionally left blank
94. Intentionally left blank
95. Intentionally left blank.
96. Intentionally left blank

## PROCEEDINGS OF THE BOARD OF DIRECTORS

97. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. The Directors may conduct their meetings by telephone or other form of communication without a Director being in the physical presence of another Director or other Directors providing all Directors are thereby enabled to hear and be heard by each other.
98. A quorum for a meeting of the Board of Directors is 3 Directors.
99. The Chairperson may at any time convene a meeting of the Board of Directors to be held at such time and place as the Chairperson chooses and such meeting shall not be invalidated by reason only of lack of convenience if a quorum of Directors forms.
100. The secretary, upon the request of any other Director, shall convene a meeting of the Board of Directors to be held at such time and place as is convenient to the Board of Directors.

101. Notice of every meeting of the Board of Directors shall be given by such means as is convenient (including by telephone) to each Director who, in the belief of the secretary, is within Australia but it shall not be necessary to give notice of a meeting of the Board of Directors to any Director who is absent from Australia or who has been given special leave of absence.
102. The Chairperson shall be entitled to take the chair at each meeting of the Board of Directors. If The Chairperson is not present within 15 minutes after the time appointed for holding such meeting, or not is willing to take the chair, the Directors present may choose one of their number as a Chairperson of the meeting.
103. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and each Director shall have one vote. In case of an equality of votes, the Chairperson shall have a second or casting vote.
104. A resolution in writing signed by a majority of the Directors for the time being entitled both to receive notice of a meeting of the Board of Directors and to vote on the resolution shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors. If the documents are signed on different days, the meeting shall be deemed to have been held on the day on which the document was last signed by a Director thereby constituting a majority in number of the Directors for the time being entitled both to receive notice of a meeting of the Board of Directors and vote on the resolution unless the document, by its terms, is said to take effect from an earlier date. A telex, telegram, facsimile transmission, computer transmission or such similar means of communication addressed to or received by the Association and purporting to be signed by a Director shall, for the purpose of this rule, be deemed to be in writing signed by such Director.
105. All acts done at any meeting of the Board of Directors or of a committee of the Board of Directors or by any person acting as a Director shall, despite the fact that later it is discovered that there was some defect in the appointment or continuance in office of such Director or person, or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been The Chairperson may at any time convene a meeting of the Board of Directors to be held at such time and place as the Chairperson chooses and such meeting appointed or had duly continued in office and was qualified to be a Director and was entitled to vote.
106. Despite any rule of law or equity to the contrary, no Director shall be disqualified by that office from contracting with or holding any other office under the Association. Any such contract or any contract entered into by or on behalf of the Association, in which any Director shall be in any way interested, shall not be avoided. Any Director so contracting or being so interested shall not be liable to account to the Association for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relationship thereby established. The nature of the Director's interests must be disclosed by that Director at the meeting of the Board of Directors at which the contract is determined on if that interest then exists and has not been disclosed or in any other case at the first meeting of the Board of Directors after the acquisition of those interests.
107. A Director may not vote in that capacity in respect of any contract or arrangements in which the Director is interested but may be counted, for the purpose of any resolution regarding it, in the quorum present at the meeting and may, despite that interest, participate in the execution of any instrument by or on behalf of the Association and whether through signing or sealing it or otherwise.

## BOARD OF MANAGEMENT

### ELECTION BY THE BOARD OF DIRECTORS OF MEMBERS OF THE BOARD OF MANAGEMENT

108. The election by the Directors of The Board of Management, whenever conducted, shall be conducted in the manner set out in the following Rules.
109. The election of the Board of Management shall occur annually as soon as practical after the Annual General Meeting and the election of directors.
110. The Board of Management will consist of a Director of Operations or any other person appointed from time to time by the Board of Directors., a Station Coordinator, a Programming Coordinator, a Production Coordinator, a Technical Services Coordinator, a Public Relations Coordinator, a Training Coordinator, a Sales & Marketing Coordinator, a Community Services Coordinator, an Editor of Publications and a Webmaster.
111. Nominations for each position shall be called for and received by the Secretary who shall be the returning officer.
112. Nominations for positions to the Board of Management shall be made to the Secretary at the registered office and shall close at a time and on a date to be fixed by the Board of Directors such date being not later than one month before the date fixed for the holding of the Board Meeting called to vote on these positions.
113. No nomination shall be valid unless the candidate nominated consents to act if elected and the nomination paper and consent are received before the close of nominations. The consent shall be sufficient if the candidate signs a form of consent on the nomination paper but the Secretary may accept any other form of consent whether accompanying the nomination paper or not that the returning officer

- deems satisfactory, and such acceptance shall be final. A candidate may withdraw his or her consent to nominate at any time before the close of nominations (but not after) by lodging with the Secretary a notice of withdrawal, and as a consequence the nomination shall be cancelled.
114. A nomination is not valid unless the candidate is a member at the time of close of nominations.
115. A nomination shall name the candidate and be signed by not less than 6 persons who are members at the time of close of nominations.
116. A nomination must contain:
- (a) a statement that, in the opinion of the persons signing the nomination, the candidate has the required experience and skills to be a coordinator with management experience and skills for the position nominated for;
  - (b) a Curriculum Vitae from the nominee detailing his work experience including names of organizations worked for and contact details of the organizations listed in the Curriculum Vitae;
  - (c) At least three references from organizations listed in the Curriculum Vitae.
117. A nomination is not valid unless, before the close of nominations, the candidate states in writing that the candidate:
- (a) Has the required experience and skills to be a supervisor of the role sort; and
  - (b) Makes a commitment to devote such time as is necessary to carry out the duties of a coordinator of the role nominating.
118. Subject to Rule 124, if the number of candidates nominated is not greater than the number of candidates required to be elected the Chairperson of the meeting of the Board of Directors shall declare the candidates nominated duly elected.
119. If the number of candidates nominated is greater than the number required to be elected a separate ballot shall be conducted to elect each person.
120. The ballot papers shall contain the names of the candidates for election in alphabetical order.
121. Preferential voting shall be used. A Director shall record a vote by placing the figure 1 in the square opposite the name of the candidate for whom the Director desires to give a first preference vote. The Director shall give contingent votes for all of the remaining candidates by placing the figures 2,3, 4 and so on, according to the number of candidates, in the squares opposite the names of such candidates, respectively, so as to indicate by such numerical sequence the order of preference and if not so completed the ballot paper shall be rejected as informal. The returning officer's decision on the informality of ballot papers shall be final.
122. The returning officer shall count the votes in the following manner:
- (a) The returning officer shall arrange the unrejected ballot papers under the names of the respective candidates by placing in a separate pile all those on which the first preference is indicated for the same candidate;
  - (b) The returning officer shall count the first preference votes given for each candidate on all unrejected ballot papers;
  - (c) Subject to Rule 124, the candidate who has received the largest number of first preference votes shall, if that constitutes an absolute majority of votes, be elected;
  - (d) Subject to Rule 124, if no candidate has received an absolute majority of votes, the returning officer shall proceed with the scrutiny and counting of votes as follows:
    - (i) The candidate who has received the fewest first preference votes shall be excluded, and each ballot paper counted to that candidate shall be counted to the candidate next in the order of the voter's preference;
    - (ii) If no candidate then has an absolute majority of votes, the process of excluding the candidate who has the fewest votes, and counting each of that candidate's ballot papers to the unexcluded candidate next in the order of the voter's preference, shall be repeated until one candidate has received an absolute majority of votes;
    - (iii) The candidate who has received an absolute majority of votes shall be elected.
123. In the preceding rule:
- (a) An absolute majority of votes means a greater number than a one-half of the whole number of ballot papers other than informal ballot papers;
  - (b) The casting vote of the returning officer (which may be determined by Jot) shall be included in reckoning an absolute majority of votes;
  - (c) In any distribution of preferences those votes which would normally be allocated to a candidate who has already been excluded or elected shall be allocated according to the next available preference marked;
  - (d) If on any count 2 or more candidates have an equal number of votes and one of them has to be excluded, the returning officer shall decide by lot which shall be excluded;
  - (e) If on the final count 2 candidates have an equal number of votes, the returning officer shall determine by Jot which shall be elected.
124. If the Board of Directors believes that the appointment of a nominee is not in the best interests of the association and there are no opposing nominations,
- (a) It can reject the nomination and request the members to open nominations up for a second **round**;  
**or**
  - (b) It can leave the position vacant and call a General Meeting and ask the members to vote on the nominations for the vacant position; or

- (c) It can appoint a person to fill the position.
- 125. In the event that a General Meeting is called because of the preceding rule, the Board of Directors may ask for more nominations to be considered at the General Meeting.
- 126. (a) Each Member of the Board of Management so elected shall hold office up to and including the first meeting of the Board of Directors following the next Annual General Meeting unless removed by the Board of Directors subject to Rule 132
- (b) The office of member of The Board of Management shall, by the very fact, be vacated if the member:
  - (i) Retires from that office by giving notice in writing to the Association of the member's intention to do so; or
  - (ii) Ceases to be a member by any other provision in the constitution of governance of the Law.
- (c) If a member vacates office pursuant to Rule 126(b), the Directors shall, at the next meeting of the Board of Directors, appoint a Director or elect another member in that person's place and stead, in accordance with the rules of this Constitution. Any Member so elected shall hold office up to and including the first meeting of the Board of Directors following the next Annual General Meeting.
- 127. Each member duly elected as a member of the Board of Management will sign a Contract of Performance. The Contract of Performance will contain a job description and a document containing policies and procedures and an agreement that the member will act in accordance with all the directions of the Board of Directors.
- 128. Failure to sign the Contract of Performance will invalidate the election of the member duly elected and the Board of Directors **will** ask for nominations from the members and vote on the position in round two.
- 129. The member previously elected who has failed to sign the Contract of Performance will be prohibited from nominating for the position in round two.

### ASSESSMENT OF MEMBERS' PERFORMANCE

- 130. The Board of Directors will assess the performance of each member of the Board of Management on a quarterly basis and, if it believes that the member is not performing his/her duties,
  - (a) Request the member undertake training and/or counseling;
  - (b) Remove the member and appoint another member in his/her place, or
  - (c) Leave the position vacant
- 131. The newly appointed member shall hold office up to and including the first meeting of the Board of Directors following the next Annual General Meeting unless removed by the Board of Directors subject to Rule 132.

### DISMISSAL OF MEMBER GUILTY OF PREJUDICIAL BEHAVIOUR

- 132. If the conduct or position of any member of the Board of Management is such that continuance in office appears to a majority of the Directors to be prejudicial to the interests of the Association, a majority of the Directors at a meeting of the Directors specially convened for that purpose may dismiss that member forthwith.

### REASONS FOR DISMISSAL OF MEMBER

- 133. Apart from the preceding rule, the Board of Directors may remove a member of The Board of Management who:
  - (a) is not performing his/her duties as outlined in the Contract of Performance and the Board of Directors believes that the member cannot perform his duties;
  - (b) has been the subject of at least three separate complaints from members against his/her position as a member of the Board of Management and when the matters cannot be resolved satisfactorily between the members and the coordinator;

**All** complaints against members of The Board of Management must be in writing and signed by the complainant or complainants.

### PROCEEDINGS OF BOARD OF MANAGEMENT

- 134. The Board of Management shall report to the Director of Operations or any other person appointed from time to time by the Board of Directors.
- 135. The Board of Management will meet together not less than four times a year for the dispatch of business and to provide agenda's and keep minutes and other records in accordance with this constitution and the Law.
- 136. A quorum for a meeting of the Board of Management shall be four members.
- 137. The Chairperson of a meeting of the Board of Management shall be the Director of Operations or any other person appointed from time to time by the Board of Directors, or, in the Chairperson's absence, a person appointed by the Director of Operations as Chairperson. If the Chairperson or a person appointed by the Chairperson is not present the Chairperson of that meeting shall be a Board member elected by the Board members present.
- 138. Questions arising at any meeting shall be decided by a majority of votes of the members present excluding the Chairperson where the Board of Directors who nominated the Chairperson does not have a representative on the Board of Management. In that instance the Chairperson shall have a casting vote but no deliberative and casting vote.
- 139. At the first meeting after the election of the Board of Management, the Board will
  - (a) appoint a secretary who will keep the records of the Board of Management including the

formulation of agendas, keeping of the minutes and other records in accordance with this constitution and the Law;

- (b) deliver to the Secretary copies of the agendas, minutes, correspondence and copies of any other document that constituted a part of the Management Meeting within seven days of such meeting.
- 140. A member of the Board having a pecuniary interest in a contract with Triple H must disclose the interest to the Board as required by the Act, and shall not vote with respect to that contract.
- 141. Each member of The Board of Management will select a committee of not less than 4 members from the membership of the Association to manage their area of responsibility.
- 142. Each committee will meet together not less than 4 times a year for the dispatch of business pertaining to their area of responsibility; hereinafter referred to as 'department', and to provide agenda's and keep minutes and other records in accordance with this constitution and the Law.
- 143. Each member of The Board of Management, under indirect supervision of the Director of Operations or any other person appointed by the Board of Directors, will oversee the operational planning, establishment, execution, and evaluation of the Associations facilities in their department as outlined in the Contract of Performance signed by the member.
- 144. Each member of The Board of Management will oversee the operational, administrative, and human resource management of their department as outlined in The Contract of Performance signed by the member
- 145. Each member of The Board of Management **will** serve as principal point of representation and liaison with internal and external constituencies on operational matters in their department as outlined in The Contract of Performance signed by the member
- 146. Each member of The Board of Management will provide day to day technical and professional guidance and leadership as appropriate to their department as outlined in The Contract of Performance signed by the member.

#### DUTIES AND RESPONSIBILITIES

- 147. Each member of The Board of Management will oversee the administrative and daily operations of their department as outlined in the Contract of Performance signed by the member, ensuring compliance with state, and federal policies and regulations including the voluntary code of practice as outlined by the Community Broadcast Association of Australia.
- 148. Each member of The Board of Management will:
  - (a) Oversee the supervision of personnel, which includes work allocation, training, and problem resolution;
  - (b) Evaluate performance and make recommendations for personnel actions;
  - (c) Motivate the committee and other people involved with their department to achieve peak productivity and performance.
- 149. Each member of The Board of Management will design and develop or assist **with** the design and development of projects relating to their department.
- 150. Each member of The Board of Management will:
  - (a) Manage contract, grant, and/or funding directly allocated for their area of responsibility;
  - (b) Approve and monitor budget expenditures;
  - (c) Prepare budget revisions;
  - (d) Provide interim status reports on all accounts;
  - (e) Oversee, coordinate, and/or assist with proposal writing to develop additional funding for their department, and
  - (f) Keep a register of complaints and will:
    - (i) Record all complaints whether made verbally or in writing against the supervisor;
    - (ii) Record all complaints whether made verbally or in writing against the department;
    - (iii) Record a11 complaints whether made verba11y or in writing against any member of the Organization where such complaint is made to the supervisor or committee member of the department.

All records of complaint will record the name of the complainant, the contact details of the complainant, the date of the complaint, the particulars of the complaint and actions taken in relation to the complaint and any other relevant details pursuant to this constitution or the Law.
- 151. Each member of The Board of Management will provide technical and/or professional coordination and leadership in the execution of day-to-day activities, as appropriate to the objectives of their department.
- 152. Each member of The Board of Management will develop annual operating budgets and provide fiscal direction as appropriate to the objectives of their department.
- 153. Each member of The Board of Management will develop and implement systems to maintain records on projects and other compliance activities as appropriate to their department.
- 154. **Each member of The Board of Management will:**
  - (a) Oversee and/or coordinate the co11lection, compilation, and analysis of activity data;
  - (b) Develop, write, and present comprehensive statistical and narrative reports; on activities as appropriate to their department.
- 155. Each member of The Board of Management will:
  - (a) Assist in producing, developing, advertising, and marketing of project(s) and/or product(s) in various media such as print or other radio;

- (b) Assist in developing teaching materials, handouts, news releases, pamphlets, and brochures: This will be done in collaboration with other members of the Board of Management, as it relates to their department.
- 156. Each member of The Board of Management will assist in establishing and implementing short- and long-range goals, objectives, policies, and operating procedures: This will be done in collaboration with other members of the Board of Management.
- 157. Each member of The Board of Management will collaborate with station management, sales and account coordinators to consolidate resources and enhance the activities of their department.
- 158. Each member of The Board of Management will develop or assist with the development and implementation of policies and procedures consistent with those of the Association to ensure efficient operation of their department.
- 159. Each member of The Board of Management will perform miscellaneous job- related duties as assigned by The Director of Operations or any other person appointed from time to time by the Board of Directors.

## CHIEF EXECUTIVE DIRECTOR

- 160. (a) The Board of Directors may from time to time appoint a director to be Chief Executive Director of the Association, define that person's powers, fix that person's remuneration and duties and from time to time (subject to the provisions of any contract between the person and the Association) vary any of the powers so conferred and revoke such appointment and appoint another in that person's place;
  - (i) either for a fixed term or without any limitation as to the period for which the person appointed is to hold the office; and
  - (ii) subject to this Constitution, on such terms and conditions that the Board determines, including the terms on which the Board will appoint a person as a temporary substitute for the Chief Executive Director while he or she is absent or unable to act.
- (b) Subject to the provisions of any contract between the Chief Executive Director and the Company, the Directors may:
  - (i) remove or dismiss or suspend the Chief Executive office and appoint another in his or her place; or
  - (ii) appoint a temporary substitute for the Chief Executive Director while the Chief Executive Director is absent or unable to act.
- (c) The Chief Executive Director is not entitled to attend or vote at any meeting of Directors while under suspension from office.
- (d) Subject to the provisions of any contract between the Chief Executive Director and the Company, the Chief Executive Director:
  - (i) is subject to the same provisions in this Constitution as to resignation and removal as the other Directors; and
  - (ii) will immediately cease to be the Chief Executive Director if for any reason he or she ceases to hold the office of Director.
- (e) A person ceasing to be a Director by virtue of this rule will not for That reason alone be rendered ineligible for appointment or election as a Director under any other Rule.
- (f) The Directors may entrust to and confer on the Chief Executive **Director such of the powers exercisable under this Constitution by** the Directors as the Directors think fit.
- (g) Notwithstanding any provision of this Constitution, the Chief Executive Director will at all times and in all respects be subject to the control of the Directors.

## COMMITTEES

- 161. The Board of Directors may, by resolution or by power of attorney or writing under the seal:
  - (a) Delegate any of its powers to committees consisting of such member or members of its body as it may think fit to act
  - (b) Establish advisory committees (or other committees not having delegated power) consisting of such person or persons as it may think fit; and
  - (c) Any committee so formed or person or persons so appointed shall, in the exercise of the powers so delegated, or functions entrusted conform to any regulations that may from time to time be imposed by the Board of Directors.
- 162. The meetings and proceedings of any committee consisting of 2 or more persons shall be governed by the provisions in the Constitution for regulating the meetings and proceedings of the Board of Directors so far as they are capable of application and not affected by any resolution or regulation made by the Board of Directors under the preceding rule.

## SECRETARY

- 163. The secretary or secretaries shall be appointed by the Board of Directors and hold office on the terms and conditions that the Board of Directors determines.

## SEAL

164. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or a committee of the Board of Directors if that committee has been empowered to affix the seal. Every document to which the seal is affixed shall be signed by 2 persons. One shall be a Director and the other shall be the secretary, Chief Executive Officer, a second Director or such other person as the authorising body may appoint for the purpose. No person may sign in more than one capacity.

## NOTICES

165. Where the Constitution, the Law or other legislation requires or permits a document to be served on, given, sent or dispatched to, any person, whether any such expression or any other expression is used (in this and the next rule referred to as "served") the document, may be served on the person unless the Constitution, the Law or other legislation provides otherwise,
- (a) By delivering it to the person personally;
  - (b) By dispatching it, whether by post, contractor, agent, electronic means or otherwise, to the address of the place of residence or business of the person last known to the person serving the document or, in the case of a member to the address of the member entered in the register and the document, by such dispatch, shall be regarded as left at that address;
  - (c) By publication in a newspaper circulating generally in the State of New South Wales; or
  - (d) By publication in or accompanying the Magazine if delivered or dispatched in the manner referred to in paragraphs (a) or (b).
166. A document served under the preceding rule shall be deemed to have been duly served, irrespective of whether it is actually received:
- (a) Where paragraph (b) or (d) of that rule applies - on the day following the day when dispatch occurred; and
  - (b) Where paragraph (c) of that rule applies- the day the newspaper is first published.
167. It shall not be necessary to give election material or a notice of meeting of members to any person entitled to receive same where the address in the register is outside Australia.
168. In the case of a joint membership all notices may be given to the first named in the register and notice so given shall be sufficient notice to all the persons or entities admitted as that single member.
169. Subject to the Law, where a specified number of days notice or notice extending over any period is required to be given, both the day of service and day upon which notice will expire shall be included in such number of days or other period.

## INDEMNITY

170. Except as by the Law precluded, every officer, auditor or agent of the Association shall be indemnified by the Association against any liability incurred by that person in that capacity.