

## BRISBANE INTERACTIVE RADIO GROUP INC.

# ARTICLES AND RULES OF ASSOCIATION

### 1.0 NAME

- 1.1 The name of the incorporated association shall be "Brisbane Interactive Radio Group Inc." (In these Articles and Rules called "the Association".)

### 2.0 OBJECTS

- 2.1 The objects for which the Association is established are to:
  - 2.1.1 To provide a radio service to the greater Brisbane youth community
  - 2.1.2 To uphold and adhere to the C.B.A.A. Broadcast guidelines
  - 2.1.3 To be accessible by all segments of the community
  - 2.1.4 To co-operate and collaborate with all existing and aspirant community broadcasters
  - 2.1.5 To assist where possible with training and preparation for employment of young people
  - 2.1.6 To support the aims and initiatives of other community, government and youth related groups

### 3.0 POWERS

- 3.1 The powers of the Association are to:
  - 3.1.1 establish a Board of Management and various committees as recommended by the Board
  - 3.1.2 administer the funds and other assets and liabilities of the Association
  - 3.1.3 receive and expend funds to enable the Association to carry out its objectives
  - 3.1.4 Subscribe to become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association where such association or organisation prohibits the distribution of its income and property among its members.
  - 3.1.5 Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
  - 3.1.6 Enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority the rights, privileges to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
  - 3.1.7 Appoint, employ, remove or suspend such persons as may be necessary or convenient for the purpose of the Association.
  - 3.1.8 Remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guarantying the placing of any unsecured notes, debentures or other securities of the incorporated association or promotion of the incorporated association or in the furtherance of its objects.

- 3.1.9 Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 3.1.10 Invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 3.1.11 Take or otherwise acquire, and hold shares, debenture or other securities of any company or body corporate.
- 3.1.12 Borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- 3.1.13 Take or hold mortgages, liens or charges, to secure payment of the purchase price of any part of the Association's property or whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- 3.1.14 Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the provision in sub-rule (3.1.6).
- 3.1.15 Take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- 3.1.16 Print and publish any newspapers, periodicals, books, websites or leaflets that the Association may think desirable for the promotion of its objects.
- 3.1.17 Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 3.1.18 Transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the associations with which the Association is authorised to amalgamate.
- 3.1.19 Make donations for patriotic, charitable or community purposes.
- 3.1.20 Do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- 3.1.21 Award life membership on the recommendation of the Board of management for meritorious service to, and on behalf of, the Association
- 3.1.22 Allow the Association to become a registered training organisation
- 3.1.23 Discipline or remove a member, committee or individual officially representing the Association subject to the provisions of this Constitution
- 3.1.24 To provide and supply all information as requested by the Australian Broadcasting Authority (ABA) or any authoritative body, in regard to all applications to the A.B.A for all broadcasts undertaken by the Association

## **4.0 CLASSES OF MEMBERS**

- 4.1 The members of the Association shall be recognised in the following classes:
  - 4.1.1 Individual members
  - 4.1.2 Associate members
  - 4.1.3 Honorary life members
  - 4.1.4 Financial life members
- 4.2 The number of members in each class shall be unlimited.
- 4.3 Admission to each class of membership shall be as follows:
  - 4.3.1 Membership of the association is open to any natural person who has attained the age of 18 years. Members who have not attained the age of 18 years will be accepted as associate members until such time as they attain the age of 18 at which time they will be granted individual membership of the Association.
  - 4.3.2 Financial life members shall have the rights and privileges of members.
  - 4.3.3 Associate members will not have the right to vote at meetings of the Association. Associate members will have the right to speak at such meetings.
  - 4.3.4 Honorary life members shall be those members whom the Association shall from time to time deem worthy to endow with Life Membership. Such Life Membership shall be bestowed for outstanding service to the Association as a member in attaining the objects of the Association. Honorary Life Members shall have all the rights and privileges of members.

## **5.0 MEMBERSHIP**

- 5.1 Every new applicant for any class of membership of the Association shall nominate for membership by filling out the application form prescribed by the Association and forwarding it together with the appropriate subscription fee to the Secretary of the Association. The application shall be made in writing and signed by the applicant.
- 5.2 The Secretary shall propose the applicants for membership at the next meeting of the Board of Management subsequent to the receipt of the application for membership.
- 5.3 All members of the Association shall be bound by the Articles and Rules of the Association.
- 5.4 All members of the Association shall have the right to be present at all meetings of the Association.

## **6.0 MEMBERSHIP FEES**

- 6.1 All members shall pay an annual fee set by the Board of Management (or by the members at the Annual General Meeting). There shall be no annual fee for financial and honorary life members and complimentary members.
- 6.2 The membership fees shall be payable in January of each year and shall be for the current calendar year.
- 6.3 No members shall be entitled to vote, hold office or participate in any of the privileges and advantages of membership of the Association while the subscription for the current year is more than three months in arrears.

## **7.0 ADMISSION AND REJECTION OF MEMBERS**

- 7.1 The Secretary shall table a list of applicants for membership for the consideration at the Board of Management admission or rejection of the application.
- 7.2 An applicant must receive a simple majority of the votes of Board members present at the meeting at which the application is tabled to be accepted as a member to the class of membership applied for.

## **8.0 TERMINATION OF MEMBERSHIP**

- 8.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless an earlier date is specified in the notice when it shall take effect on that earlier date.
- 8.2 The Board of Management may consider whether a membership should be terminated if a member:
  - 8.2.1 is convicted of an indictable offence;
  - 8.2.2 fails to comply with any of the provisions of these Rules;
  - 8.2.3 has membership fees in arrears for a period of three months or more;
  - 8.2.4 wilfully or persistently conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- 8.3 If the Board of Management decides to terminate a member's membership, the Secretary shall notify a member in writing within seven days of the Board of Management meeting at which the decision was made. The member concerned shall be offered the opportunity to present a case against the termination either in person or in writing at the next Board of Management meeting
- 8.4 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within 3 months of the date of receipt by the Secretary of such notice, a general meeting of members to determine the appeal. (see Rules for General Meeting – 18.4)
- 8.5 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board of Management or those members thereof who rejected the application for membership or terminated the membership shall likewise have the opportunity of presenting their case.
- 8.6 The appeal shall be determined by the vote of the members present at such meeting.

## **9.0 APPEAL AGAINST REJECTION OF MEMBERSHIP**

- 9.1 A person whose application for membership has been rejected may within 1 month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Board of Management.
- 9.2 Upon receipt of a notification of intention to appeal against the rejection of membership the Secretary shall convene within 3 months of the date of receipt of such notice a general meeting to determine the appeal. (see Rules for General Meeting – 20.1)
- 9.3 At any such meeting the applicant shall be given the opportunity to fully present their case and Board of Management or members who rejected the application for membership shall also present their case.
- 9.4 The appeal will be determined by the vote of the members present at such a meeting.

## **10.0 REGISTER OF MEMBERS**

- 10.1 The Board of Management shall keep a current annual Register in which shall be entered the names, membership class, date of admission and postal address of all financial members.
- 10.2 The Register shall be open for inspection at all reasonable times by any member who previously applies in writing to the Board of Management for such inspection.

## **11.0 MEMBERSHIP OF THE BOARD OF MANAGEMENT**

- 11.1 The Association shall be governed by a Board of Management consisting of the following members elected by members of the Association at an Annual General Meeting:
  - 11.1.1 A President, one (1) Vice-President, Secretary, Treasurer, all of whom shall be members of the Association, and such numbers of other members as the members of the association at any general meeting from time to time elect or appoint
  - 11.1.2 Only financial Individual members; financial life members or Honorary life members may nominate for positions on the Board of Management.
- 11.2 Total membership of the Board of Management shall be a minimum of four (4) and a maximum of eight (8). A quorum for Board of Management meeting will be five (5) members.

## **12.0 ELECTIONS**

- 12.1 At the Annual General Meeting, all Officers of the Association shall retire but shall be eligible for re-election.
- 12.2 The Annual General Meeting of the Association shall be held in April of each year and the new Council shall commence operations in May of that year.
- 12.3 The election of Office bearers and Board of Management members shall take place at the Annual General Meeting by secret ballot of the members present. Election shall be by simple majority. Nominations for positions must be in writing to the Secretary with two seconders fourteen (14) days before the Annual General Meeting. The meeting shall appoint two scrutineers to count ballots and deliver the results to the President for declaration. If there are insufficient nominations for positions on the Board of Management, nominations may be taken from the floor of the meeting.
- 12.4 Balloting lists containing the names of candidates may be placed on the Association's website up to 7 days prior to the date of the Annual General Meeting

## **13.0 VACANCIES ON THE BOARD OF MANAGEMENT**

- 13.1 The Board of Management shall have the power to fill any vacancies until the next election when the person filling the vacancy must stand for election.
- 13.2 The Board of Management may appoint such committees, sub-committees or persons from time to time as it may deem necessary to assist it to perform its duties. Such committees, sub-committees or persons shall report their findings to Board of Management. Such committees, sub-committees or persons cannot act on behalf of the Association without the express approval of the Board of Management.
- 13.3 Any member of the Board of Management may resign from membership of the Board at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

- 13.4 The Board of Management shall declare vacant the position of any member of the Board who in the opinion of the Board has shown incompetence or culpable neglect in the discharge of duties or:
- 13.4.1 Is convicted of an indictable offence.
  - 13.4.2 Fails to comply with any of the provisions of these Rules.
  - 13.4.3 Has membership fees in arrears for a period of three months or more.
  - 13.4.4 Conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association.
  - 13.4.5 Is absent from more than three consecutive meetings of the Board of Management without permission from the Board.
- 13.5 If the Board of Management decides to terminate a Board member's membership of the Board it shall be done by a two-thirds majority vote of the Board at a special meeting of the Board called for that purpose. At any such meeting the member concerned shall be offered the opportunity to present a case against the termination either in person or in writing. Voting on this issue will be by secret ballot. The reason for any such declaration shall be stated. There shall be no appeal against the declaring of such a vacancy by the Board. The next reserve delegate (as determined by the votes at the previous Annual General Meeting) shall automatically be appointed as the new member to take effect as from the commencement of the day following the meeting.
- 13.6 It shall be the duty of Board of Management to decide on the order of business to be conducted at Board meetings and the Annual General Meeting.
- 13.7 Any member of Board of Management personally interested in an issue or topic before the Board shall, if requested to do so by the Chair, withdraw from the meeting during its consideration.
- 13.8 The Executive of the Association shall consist of the President, one (1) Vice President, Treasurer and Secretary. The Executive shall have the power to act by majority decision when such decisions are required to be made before the Board is due to meet. Such actions by the Executive shall be presented at the next Board of Management meeting for ratification.
- 13.9 The continuing members of the Board of Management may act despite a casual vacancy and any decisions by the Board where there has been a casual vacancy, during the course of that casual vacancy , be valid and of full effect.
- 13.10 If the number of the Board of Management is less than the number fixed under these rules for a quorum of the Board, the continuing members may act only to :
- 13.10.1 increase the number of Board members to the number required for a quorum or
  - 13.10.2 convene a general meeting of members.

## **14 DUTIES OF THE BOARD OF MANAGEMENT**

Subject to the Act, the Board of Management shall have the authority to interpret the meaning of these rules and any matter relating to the Board of Management on which these rules are silent.

- 14.1 The Board of Management shall exercise all powers of the Association to acquire real or personal property, to raise or borrow money or obtain other financial accommodation or credit, and to mortgage, charge or give other securities over all or any of the real or personal property of Association to secure repayment of money raised or borrowed or the payment of any the debt or liability of the Association.
- 14.2 The Board of Management shall be empowered to establish the position of Station Manager or other roles as required and to employ staff or consultants on a full-time or part-time basis.
- 14.3 The Board of Management shall report the proceedings of its meetings to its members through minutes circulated by the Secretary.

- 14.4 Meetings of the Board of Management may be conducted by any of three methods:
- 14.4.1 the physical presence of the members of the Board of Management
  - 14.4.2 the electronic communication simultaneously (defined as “teleconferencing”) by members of the Board of Management
  - 14.4.3 a combination of 14.4.1 and 14.4.2 of the Members of the Board with the proviso that the numbers of members present, physically or by teleconferencing or a combination of both, shall be a quorum.
- 14.5 Members of the Board of Management shall be entitled to one (1) vote on each motion at a meeting of the Board.
- 14.6 Members of the Board shall not vote in respect of any issue of the Association, or any matter arising from that issue, where a conflict of interest exists or could reasonably arise. The Member shall advise the Board of Management of the conflict or apparent conflict and shall leave the relevant meeting and remain outside the meeting room until the meeting shall have concluded its deliberations on that issue.
- 14.7 The Board of Management shall be responsible for making and promulgating By-Laws for the Association and Standing Orders for the conduct of business consistent with this Constitution; and that any By-Law and Standing Order may be set aside by a vote of a majority of those present and entitled to vote at any meeting.
- 14.8 The Board of Management shall be responsible for ensuring that copies of this Constitution, By-Laws and Standing Orders are made readily available to members.
- 14.9 The Board of Management shall provide for the safe custody of books, documents, instruments of titles and securities of the Association.
- 14.10 The Board of Management shall attempt to resolve disputes between members by implementing a Grievance procedure to resolve such disputes.
- 14.11 The Board of Management shall have the power to discipline individual members representing the Association in accordance with prescribed disciplinary procedures, and in the event that any actions listed below are taken they will comply with the rules of procedural fairness and natural justice and rights of appeal may be utilised.
- 14.12 Where the Board determines that, in its opinion, a member –
- (a) has persistently refused or neglected to comply with a provision of the Constitution or By-Laws; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;
- The Board of Management shall, by resolution-
- (a) move a motion of censure against the individual; or
  - (b) suspend such rights and privileges as the Board may determine for a specified period; or
  - (c) terminate the membership of the individual
- 14.13 All acts done by any meeting of the Board of Management or any person acting as a member of the Board of Management shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the person to the Board of Management, be as valid as if the person was duly appointed and qualified to be a member of the Board of Management

## 15 SUBCOMMITTEES

- 15.1 To assist the Board of Management in the discharge of its functions, the Board may establish subcommittees of such members of the Association as determined necessary by the Board.
- 15.2 Subcommittees shall be established for designated areas of operation of the Association as determined by the Board of Management.

- 15.3 Subcommittees will be functionally accountable to the Board of Management but will have no responsibility for financial decisions and all financial decisions are to be ratified by the Board before implementation.
- 15.4 The composition, quorums and areas of operation of subcommittees will be determined by the Board of Management in consultation with the Station Manager and Association members as required.
- 15.5 A subcommittee may only exercise delegated powers in the way the management committee decides.
- 15.6 A subcommittee may elect a chairperson of its meetings.
- 15.7 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 15.8 A subcommittee may meet and adjourn as it considers appropriate.
- 15.9 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **16 DUTIES OF THE PRESIDENT**

- 16.1 It shall be the duty of the President to:
  - 16.1.1 Prepare a report on the operations of the Association for the preceding year for presentation at the Annual General Meeting.
  - 16.1.2 Prepare a report for inclusion in the Association's newsletter.
  - 16.1.3 Chair each Board of Management meeting and Annual General meeting or delegate such role as considered necessary.
  - 16.1.4 Represent the Association at such functions or on such bodies as may be necessary to advance the objectives of the Association or delegate such role as considered necessary.

## **17 DUTIES OF THE VICE-PRESIDENT**

- 17.1 It shall be the duty of the Vice Present to:
  - 17.1.1 Chair each Board of Management meeting and Annual General Meeting as required by the President.
  - 17.1.2 Represent the Association at such functions or on such bodies as may be necessary to advance the objectives of the Association as considered necessary.

## **18 DUTIES OF THE SECRETARY**

- 18.1 It shall be the duty of the Secretary to:
  - 18.1.1 Cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board of Management meeting, Special Meeting and Annual General Meeting to be entered in a Minutes Book. Such a book shall be opened for inspection at all reasonable times by any financial member who applies in writing to the Secretary for such an inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of each Board of Management meeting, Special Meeting and Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding meeting of the Board of Management or Annual General Meeting certifying the accuracy of the minutes.



- 18.1.2 Circulate copies of the Minutes to Board members together with a notice and agenda of the next meeting seven (7) days prior to the date of that meeting.
- 18.1.3 Deal with and acknowledge incoming mail and answer according to the wishes of the Board of Management. Maintain a file of inward and outward correspondence and present such at each Board of Management meeting for discussion and inclusion in the Minutes.
- 18.1.4 Maintain a file of all publications published from time to time by the Association.
- 18.1.5 Maintain an accurate file of official Association documents.

## **19 DUTIES OF THE TREASURER**

19.1 It shall be the duty of the Treasurer to:

- 19.1.1 Be responsible for all monies received and expended.
- 19.1.2 Issue receipts for all monies received as soon as possible.
- 19.1.3 Enter items of income and expenditure in the appropriate books of the Association.
- 19.1.4 Make regular deposits of all monies received in the Association's accounts.
- 19.1.5 Present a monthly statement of Receipts and Payments to the Board of Management meeting
- 19.1.6 Present a statement of accounts for payment to the Board of Management for approval.
- 19.1.7 Have cheques countersigned by either the President, Secretary or Vice President.
- 19.1.8 Prepare a Financial Statement including Petty Cash Accounts for audit in accordance with the Constitution.
- 19.1.9 Prepare and present the audited Annual Statement of Receipts and Payments to the Annual General Meeting.
- 19.1.10 Maintain a current annual list of all classes of members in a Register
- 19.1.11 Provide a list of nominations for membership of the Association at each Board of Management meeting.
- 19.1.12 Prepare and present a report on membership numbers at each Board of Management and Annual General Meeting.

## **20 MEETINGS**

20.1 The meetings of the Association shall be:

- 20.1.1 Annual General Meeting
- 20.1.2 Board of Management Meetings
- 20.1.3 Special Meetings
- 20.1.4 General Meetings
  
- 20.1.5 The Annual General Meeting shall be held within 3 months of the close of the financial year (December 30<sup>th</sup>) on a date to be fixed by the Council to receive the President's Report, the Treasurer's Report and any other Reports as directed in these Rules to discuss such subjects as may be brought forward relevant to the affairs of the Association and to elect the Office bearers and members of the next Board of Management.

- 20.1.6 A quorum shall constitute fifteen (15) financial members. If after the lapse of fifteen minutes from the advertised starting time, fewer than fifteen members are present, it shall not be lawful for the meeting to proceed to business except for the purpose of adjournment and the meeting shall stand adjourned until a date and time then resolved upon. If at the adjourned meeting there is not a quorum, members present may proceed with the business of the Association.
- 20.1.7 The business of the Association at an Annual General Meeting shall be conducted in the following order:
  - 20.1.7.1 The Chair opens the meeting.
  - 20.1.7.2 Apologies are called for.
  - 20.1.7.3 Reading and confirmation of the minutes of the previous Annual General Meeting.
  - 20.1.7.4 President's Report.
  - 20.1.7.5 Treasurer's Report.
  - 20.1.7.6 Appointment of scrutineers.
  - 20.1.7.7 Election of the President.
  - 20.1.7.8 Election of other Office bearers.
  - 20.1.7.9 Election of Councillors.
  - 20.1.7.10 Election of Honorary Auditor.
  - 20.1.7.11 Receipt of notices of motion.
  - 20.1.7.12 General business.
- 20.1.2 Proxy voting.
- 20.2 A Board of Management Meeting shall be held at least once every two calendar months or at such times and places as the Board of Management may decide.
  - 20.2.1 A quorum shall constitute fifty percent (50%) of elected members plus one (1). If after the lapse of fifteen minutes from the advertised starting time a quorum is not present, it shall not be lawful for the meeting to proceed to business except that such business be ratified at the next Board of Management meeting.
  - 20.2.2 The business of the Association at a Board of Management Meeting shall be conducted in an order decided upon by the Board of Management from time to time.
- 20.3 A Special Meeting of the Association shall be called by the Board of Management when considered necessary or requested in writing by ten (10) financial members. The request shall specify in the form of a resolution the purpose for which the Special Meeting is required to be called.
  - 20.3.1 At the Special Meeting, the discussion shall be confined to the subject matter mentioned in the notice convening the Special Meeting.
  - 20.3.2 A quorum for a Special Meeting shall be as for the Annual General Meeting. If after the lapse of fifteen minutes from the advertised starting time fewer than ten members are present, it shall not be lawful for the meeting to proceed to business except for the purpose of adjournment and the meeting shall stand adjourned until a date and time then resolved upon. If at the adjourned meeting there is not a quorum, members present may proceed with the business of the Association.
    - 20.3.1.3 Not less than twenty-one (21) days notice shall be given of a Special Meeting of the Association. A notice of a special meeting must state-
      - (a) the day, time and place of the meeting; and
      - (b) the business to be conducted at the meeting.

## 20.4 QUORUM FOR, AND ADJOURNMENT OF GENERAL MEETING

20.4.1 At a general meeting the number of members equal to double the number of members of the association presently on the Board of Management committee plus 1 form a quorum.

20.4.2 No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

20.4.3 If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.

20.4.4 If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association, the meeting is to be adjourned to-

- (a) the same day, time and place in the next week; or
- (b) a day, time and place decided by the management committee.

20.4.5 If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.

20.4.6 The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

20.4.7 If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

20.4.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

20.4.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

20.4.10 In this rule - "**member**" includes a person attending as a proxy or representing a corporation that is a member.

20.5 All meetings of the Association shall be convened by notice forwarded by post or electronic means by the Secretary to the address of members shown in the Register or by advertisement on the Association's website .

20.6 Unless otherwise provided by these Rules, at every meeting of the Association the following shall occur:

20.6.1.1.1 The President shall preside as Chair or if the President is unavailable, the President's nominee shall preside.

20.6.1.1.2 The Chair shall maintain order and conduct the meeting in a proper and orderly manner.

20.6.1.1.3 Every question, matter or resolution shall be decided by a simple majority of the votes of members present.

20.6.1.1.4 Every member present shall be entitled to one vote, and, in the case of an equality of votes, the Chair have a second or casting vote.

20.6.1.1.5 No member shall be entitled to vote at a meeting if their annual subscription is more than three (3) months in arrears.

20.6.1.1.6 Voting shall be by show of hands or a division of members unless not less than one-fifth of the members present demand a secret ballot. In such a situation the Chair shall appoint two members to act as scrutineers and conduct the secret

ballot in such a manner as the Chair decides. The result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.

## 21.0 VOTING

- 21.1 Voting at any meeting of the Board of Management shall be by a show of hands except where the Constitution states otherwise and shall be carried out as directed by the Chairperson
- 21.2 Members of the Board of Management shall be entitled to one (1) vote on each motion at a meeting of the Board.
- 21.3 A member may vote in person or by proxy and on a show of hands, every person present who is a member or a representative of a member shall have 1 (one) vote while in a secret ballot, every member present in person or by proxy or other duly authorised representative shall have 1 (one) vote.
- 21.4 The instrument appointing a proxy shall be in writing in the common or usual form under the hand of the appointor (or the appointor's duly authorised representative)
- 21.5 A person acting as proxy does not need be a member of the Association to physically deliver the vote but the vote tendered must belong to a financial member of the Association.
- 21.6 The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a secret ballot

Where a proxy vote is to be used it must be in the following form

### BRISBANE INTERACTIVE RADIO GROUP INCORPORATED

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_, \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Signature.

This form is to be used \_\_\_\_\_ \* in favour of \_\_\_\_\_ the resolution.  
\*against \_\_\_\_\_

\*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and

- 21.7 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote
- 21.8 Life Members (Honorary or Financial) shall be entitled to one (1) vote on each motion at the Annual General Meeting.
- 21.9 Voting for alterations to this Constitution shall require a 75% majority of those present and entitled to vote to effect the alteration.
- 21.10 Voting for a Policy change requires a simple majority of those present and entitled to vote to effect the change.
- 21.11 Casting vote shall be given to the Chairperson at the Annual General Meeting or Board of

Management meeting in event of a tied vote.

21.12 A vote by proxy is deemed to be a valid vote.

21.13 In special circumstances where it is deemed important by the Board of Management to the business of the Association, members who are not physically present may cast their vote on elections or decisions by way of mail, fax, teleconference or email.

## **22.0 ALTERATION OF THE RULES**

22.1 The Board of Management may from time to time make, amend or repeal by-laws not inconsistent with these rules for the internal management of the association and any by-law may be set aside by a general meeting of members.

22.2 Subject to the provisions of the Associations Incorporation Act of 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any Annual General Meeting or Special Meeting provided that no such amendment, rescission or addition shall be valid unless the same shall have been submitted to and approved by the Department of Consumer Affairs, Brisbane.

22.3 Notice of any alteration to the Constitution shall be submitted in writing to any member to be received by the Secretary not less than 3 calendar months before the Annual General Meeting and all proposed alterations shall be reviewed by the Honorary Solicitor before notice to members.

22.4 Duly recorded written notice of any motion to amend the constitution shall be despatched to all members not less than one (1) calendar month before the Annual General Meeting.

22.5 The procedure of amending, or changing this constitution is as follows: A motion will be presented to the floor and explained. It will be seconded, and voted on. If 2/3 of the majority votes on it, it is amended. If it is defeated, a discussion will take place over the pros and cons of it. If a decision is reached, a motion is made for that resolution. It will then be voted on, and 2/3 of the majority will be needed to amend this constitution.

22.6 The Secretary shall, within one (1) month after the passing of a motion to alter the Constitution, proceed with giving notice of the alteration in accordance with the Act.

22.7 Such amendment, rescission or addition shall be valid and take effect from when approved under the Act.

## **23.0 COMMON SEAL**

23.1 The Board of Management shall provide a Common Seal for its safe custody. The Common Seal shall be used only by the authority of the Board of Management and every instrument to which the Seal is affixed shall be signed by a member of the Board of Management and shall be countersigned by the Secretary, a second member of the Board of Management or by some other person appointed by the Board of Management for the purpose.

## **24.0 FUNDS AND ACCOUNTS**

24.1 The funds of the Association shall be deposited in the name of the Association in such financial institutions as the Board of Management may from time to time direct.

24.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of like nature.

24.3 All monies shall be deposited as soon as practicable after receipt thereof.

24.4 All amount of twenty (20) dollars or over shall be paid by an audited approved electronic funds transfer process (EFT) or by cheque, signed by any two (2) of the following: President, Vice President, Secretary, Treasurer.

- 24.5 Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupment which may be open.
- 24.6 The Board of Management shall determine the amount of petty cash which shall be kept on the imprest system.
- 24.7 All expenditure shall be approved or ratified at a Board of Management meeting.
- 24.8 As soon as practicable after the end of the financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
- 24.8.1 The income and expenditure for the financial year just ended.
  - 24.8.2 The assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the close of that financial year.
- 24.9 All such statements shall be examined by the auditor who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which audit was made.
- 24.10 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by that member to the Association or otherwise owing by the Association to that member or of remuneration to any officers or servants of the Association or any member of the Association or other person in return for services rendered to the Association provided that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## **25.0 FINANCIAL YEAR**

- 23.1 The financial year of the Association shall close on the 31<sup>st</sup> December in each year.

## **26.0 DOCUMENTS**

- 26.1 The State Council shall provide for the safe custody of books, publications, documents, instruments of title and securities of the Association.

## **27.0 DISTRIBUTION OF SURPLUS ASSETS**

- 27.1 If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be transferred, paid to or distributed among the members of the Association but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the Rule 28.10, such institution or institutions to be determined by members of the Association.