



Yarra Valley FM Inc
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Yarra Valley FM Inc **Rules of Association**

Rule 1 The name of the Incorporated Association is **YARRA VALLEY FM INCORPORATED** (in these Rules called “the Association”).

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

Rule 2 The Statement of Purpose of the Association

We, Yarra Valley FM, a Community Radio Station, will work to:

1. Provide a quality FM signal transmitting information throughout our designated service area;
2. Provide emergency information, especially in times of natural disaster, and liaise with police, CFA, DSE, SES and other emergency organisations;
3. Support and develop local arts and music;
4. Increase community involvement in broadcasting;
5. Promote harmony and diversity and contribute to an inclusive, cohesive and culturally-diverse Australian community;
6. Pursue the principles of democracy, access and equity, especially for people and issues not adequately represented in other media;
7. Enhance the diversity of programming choices available to the public and present programs that expand the variety of viewpoints broadcast in Australia;
8. Demonstrate independence in programming as well as in editorial and management decisions.

Rule 3 Interpretation

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Associations Incorporation Reform Act 2012. In these Rules, unless a more specific or different definition is given in a particular Rule or Clause:

1. "The Act" means the Associations Incorporation Reform Act 2012, and shall include any amendments to the Act as shall be promulgated from time to time;
2. "Regulations" means regulations under The Act;
3. "Consumer Affairs Victoria" (CAV) is the organisation administering the Act on behalf of the Registrar as defined in the Act;
4. "Member" means an ordinary member of the Association, and includes corporate, junior, associate and life members if such memberships exist. If fees are charged for membership, then, unless the context clearly indicates otherwise, "Member" means a financial member of the Association.;
5. "Committee" means the Committee of Management of the Association;
6. "By-Laws" and "Policies" means the operating rules set by the Committee for the running of the Association;
7. "Gathering of Members" is a gathering of Members as explained in Rule 10;
8. "Informal Meeting" means a meeting of Members convened in accordance with Rule 11;
9. "General Meeting" means a meeting of Members convened in accordance with Rule 12;
10. "Special General Meeting" means a meeting of Members convened in accordance with Rule 13;
11. "Annual General Meeting" or "AGM" means a meeting of Members convened in accordance with Rules 14 - 16;
12. "Secretary" means the Secretary of the Association, who also, as required by the Act, carries out all the duties previously carried out by the Public Officer;
13. "Financial Year" means the year ending 30th June.

Rule 4 Membership - Qualification

1. All applications for membership, of whatever type, must be approved by the Committee before membership is granted.
2. Applicants must agree in writing to support the purposes of the Association and to comply with these Rules.
3. Any person fifteen years or older ordinarily resident in Australia may apply for ordinary membership.
4. Any person under the age of fifteen ordinarily resident in Australia may apply for junior membership. The written consent of a parent or guardian will be required.

5. Any business entity, incorporated association, government agency, school, not-for-profit or charitable organisation wholly or partly based in Australia may apply for corporate membership.
6. The Committee may devise a family membership scheme consisting of a combination of ordinary and junior memberships.
7. The Committee may devise an associate membership scheme (for example, “Friends of Yarra Valley FM”) at its discretion, with the proviso that associate members will not have the right to vote at any meetings of the Association, to stand for office, or have any of the rights of inspection of Association documents.
8. The Committee may devise a life membership scheme at its discretion. Any life memberships created under such a scheme will be binding on subsequent Committees and the Association.
9. The Committee may set a joining fee, annual membership fees, and the date when these fall due. The Committee may vary these from time to time at its discretion.
10. The Committee may determine proportional subscriptions or grant an extended period of membership for Members admitted during the year.
11. The Committee may, at its discretion, waive all or part of the annual subscription for any Member who, in its opinion, is in disadvantaged or necessitous circumstances.
12. The Committee will devise membership application procedures, including application and renewal forms.

Rule 5 Membership - Rights and Responsibilities of Members

1. An Ordinary Member has one vote with respect to resolutions and elections at any meeting of the Association.
2. A Corporate Member has two votes with respect to resolutions and elections at any meeting of the Association. At Association meetings no more than two people may officially represent the organisation and vote.
3. Junior Members do not have voting rights, cannot stand for office, and do not have the rights of inspection of Association documents.
4. Notwithstanding (3) above, any Junior Member who has, in the opinion of the Committee, contributed substantially and responsibly to the Association in the twelve months preceding a meeting where voting takes place may be granted the same voting rights at the meeting as an Ordinary Member.
5. If requested to do so by one of its Members, the Association must permit the Member at a reasonable time to inspect the Rules of the Association (this document) and/or minutes of General Meetings, Special General Meetings and Annual General Meetings of the Association.

6. If a Member, in writing, requests copies of the items in (5) above, such copies must be provided within 14 days. The Member, if asked to do so, must reimburse the Association for the reasonable costs involved in providing such copies.
7. If requested to do so by one of its Members the Association must permit the Member at a reasonable time to inspect the Register of Members. Information to be made available for inspection as set out in the Act is:
 - each Member's name and address;
 - the class (type) of membership of the person;
 - the date on which the person became a Member.
8. If requested to do so by one of its members in writing the Association must provide a copy of the Register of Members to the member. The copy must be provided within 14 days.
9. Notwithstanding (8) above, a member may apply to the Secretary for their information to be kept private, stating special justifying reasons. If the reasons are accepted by the Secretary, the member's information will not be made available for copying.
10. A person must not use information about another person obtained from the Register of Members of the Association, or any derivative thereof, to contact or send materials to the other person.
11. A person must not disclose information about another person obtained from the Register of Members of the Association, or any derivative thereof, knowing that the information is likely to be used to contact or send materials to the other person.
12. (10) and (11) above do not apply if the use or disclosure of the information is directly related to the management or the purposes of the Association (for example, giving notice of meetings, sending newsletters, arranging substitute presenters).
13. If a Member informs the Secretary that he or she wishes to circulate material to all Members of the Association relating to its management, activities or purposes; and there are Members who have been granted privacy according to (8) above, the Secretary must forward that material to the Members granted privacy.
14. All financial records, books, securities and any other *relevant documents* of the Association must be made available for inspection free of charge to any Member upon request.
15. A Member may make a copy of any accounts, books, securities and any other *relevant documents* of the Association, provided that such copies do not infringe the privacy granted to Members in (9) above. If requested by the Committee, the Member making the copies must reimburse the Association for the reasonable cost of making the copies.
16. For the purposes of (14) and (15) above, *relevant documents* means the records and other documents, however compiled, recorded or stored, that

relate to the incorporation and management of the Association and includes the following:

- (a) its membership records (as described in (7) above);
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the association.
17. Members must notify the Committee as soon as is practicable of any change of member details including changes of email or postal addresses. The Committee will not be held responsible for communications (including notifications of meetings) which do not arrive because of out-of-date addresses or illegible address information.
 18. Members must agree to receive notifications of meetings, newsletters and other communications (but not advertising or spam) from the Association by email, post, phone, by hand or by pigeonhole. The Committee will decide which method to use.
 19. Members with email must agree to provide the Association with one of their email addresses. To facilitate speedy communication, to reduce the workload on volunteers, and to save paper and postage costs, Members are encouraged to have email.
 20. The Committee may chose to implement an opt-in policy whereby information is sent only to those who specifically request it. In these circumstances the Committee retains the right to send information to those who have not requested it. In particular, the Committee will notify all financial members of Special General Meetings and Annual General Meetings. (See Rules 13 and 14 below)
 21. Members must agree to uphold these Rules, including the Statement of Purpose, and generally to support the Association in its endeavours.
 22. Members must agree to abide by any By-Laws or Policies currently in effect. Failure to do so will give grounds for disciplinary action.
 23. The Association accepts positive criticism as healthy. However, Members must not unreasonably denigrate or vilify the Association in public. Members wishing to do so should resign first.
 24. Members have the right to resign from the Association by notifying the Secretary in writing. Resignation will take effect immediately upon notification. No refund of membership fees (if any) will be given.
 25. To retain membership, Members must pay any annual membership fees within two months of notification by the Association that these are due. Notification must be in the form of invoices or membership renewal forms disseminated to the Members whose fees are due. The Committee will decide the methods of dissemination.

26. The Committee will endeavour to, but is not required to, send reminders to unfinancial Members close to the end of the two month period. After the two month period membership automatically lapses.

Rule 6 Membership - Disciplinary Action and Procedure

1. The Committee may take disciplinary action against a Member. The action may be to fine the Member (if permitted under the Act or the Regulations), to suspend membership for a period or to expel the Member. In the case of expulsion, no refund of membership fees (if any) will be given.
2. The Committee will notify the Member in writing of the proposed disciplinary action and the reasons for it.
3. The Member will be given up to one month to refute the reasons in writing and/or the Member may request attendance at a meeting of the Committee in order to refute the reasons in person. The Member may bring other Members and documents to support the refutation.
4. If the Committee decides to continue the disciplinary procedure, then the Committee will appoint an unbiased decision-maker to determine the outcome. It is a requirement of the Act that the decision-maker be unbiased.
5. As far as is practicable, the Committee will seek the agreement of the Member as to the appointment of the decision-maker.
6. The decision-maker will decide the procedures to be followed by the Committee and the Member in presenting their cases to the decision-maker.
7. The decision-maker's decision is final. However, if either party cannot accept the decision-maker's decision, the party may seek to resolve the dispute in accordance with the Act otherwise at law.
8. To the extent that doing so is compatible with (3) to (6) above, the Committee will complete the disciplinary procedure as soon as is reasonably practicable.
9. A Member who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

Rule 7 Membership - Grievance Procedure

1. The Association has a grievance procedure for dealing with any dispute under the Rules between:
 - a Member and another Member
 - a Member and the Association
2. This grievance procedure only applies to disputes concerning the meaning and application of these Rules.

3. A Member with a dispute must notify the Secretary of the nature of the dispute in writing, and name the other parties to the dispute.
4. A Member may appoint any person to act on behalf of the Member in the grievance procedure.
5. The Secretary will notify the other parties within 14 days, and arrange a meeting time within a further 14 days for the parties to resolve the dispute.
6. At the meeting the parties to the dispute must, in good faith, attempt to settle the dispute.
7. If any party does not attend the meeting, or if settlement does not occur, then the Committee will appoint an unbiased decision-maker to determine the dispute. It is a requirement of the Act that the decision-maker be unbiased.
8. As far as is practicable, the Committee will seek the agreement of the parties to the dispute as to the appointment of the decision-maker.
9. The decision-maker will decide the procedures to be followed by the parties to the dispute in presenting their cases to the decision-maker.
10. The decision-maker's decision is final. However, if any party cannot accept the decision-maker's decision, the party may seek to resolve the dispute in accordance with the Act otherwise at law.
11. For disputes on other matters, the Committee will devise and adopt a Dispute Resolution Policy.

Rule 8 Membership - Register of Members

1. The Association must keep and maintain a Register of Members.
2. The Register of Members must contain at least the following information about each person who is a current Member of the Association:
 - the person's name and address;
 - the class of membership of the person;
 - the date on which the person became a Member.
3. The date on which a person ceases to be a Member must be entered in the Register of Members within 14 days after that date.
4. Information about a person who is no longer a Member, other than the name of the person and the date on which the person ceased to be a Member, must be removed from the Register of Members and any derivative thereof controlled by the Association within 14 days after the person ceases to be a Member.

Rule 9 Meetings - Definition and Common Procedures

1. These Rules recognise that various types of gatherings of members and/or meetings will take place, and that the procedures to be followed for each type may be different. To avoid confusion, definitions of types and corresponding procedures are set out below (Rules 10 to 15).
2. Notice must be given of any gathering of members or any meeting. Minimum notice is a notice displayed on a wall or noticeboard in the Association's premises (studio) at least 14 days in advance of the gathering of members or meeting.
3. Where individual notification is required in Rules 10 - 15 below, the preferred method of notification will be email. Members without email will be notified by post, by hand delivery or by placing notices in pigeon holes in the studio. The addresses used will be those recorded in the Register of Members. Hand delivery means that a member of the Committee will directly hand the notification to a Member. The Committee will choose which method (or combination of methods) to use.
4. Where notice must be given a specified time in advance (for example, at least 14 days or at least 6 weeks), this is the time that the notices are sent, posted, emailed, or pigeon-holed. Because there are factors beyond the control of the Association, the Association is not responsible for the time it takes for the notices to be received.
5. The accidental omission to give notice of a meeting to a Member, or the non-receipt of a notice by a Member, or the failure of a Member to clearly notify the Association of a change of address, shall not invalidate any proceeding or resolution at any meeting of the Association.
6. The term "Members" with reference to meetings means *financial* Ordinary or Corporate Members and may include *financial* Junior Members as a result of Rule 5 (4) above. Non-financial Members, Associate Members (if any) and members of the public may attend meetings at the discretion of the Committee, but shall take no part in proposing resolutions, or in any decisions or voting. Life Members are financial for the duration of their life membership. Members suspended as a result of disciplinary action may not attend any meetings or vote either in person, by proxy or by absentee voting.
7. The President of the Association shall preside at all meetings. In his/her absence, or if unwilling to chair the meeting, the Vice-President shall preside. In the absence or unwillingness of the Vice-President, a delegated president will be appointed by show of hands of those present at the meeting.
8. Where questions arising at meetings are decided by votes, then in the case of an equality of votes, the President or delegated president shall have a second or casting vote.
9. References to the President in Rules 10 to 15 below also apply to any delegated president.

10. Resolutions to change these Rules, including any additions or deletions, must be declared as *Special Resolutions* under the Act and can be decided at General Meetings, Special General Meetings and the AGM.

Rule 10 Meetings - Gatherings of Members

1. A Gathering of Members is an occasion where the Committee has invited members to congregate for social, recreational, entertainment or fundraising purposes, or any combination thereof. Non-members may also be included in the invitation.
2. The Committee will give at least 14 days notice of the Gathering. Procedures for the notification of Gatherings of Members will be at the sole discretion of the Committee.
3. At a Gathering of Members no business may be conducted. Any expressions of opinion about the operations of the Association are deemed to be anecdotal and non-binding on the Association, the Committee or Members.

Rule 11 Meetings - Informal Meetings of Members

1. An Informal Meeting of Members is a meeting where members meet to discuss issues affecting the operation of the Association, and where the Committee and other groups within the Association may present reports on their activities.
2. Any financial member present may raise any issue for discussion without notice during General Business.
3. The canvassing of the opinion of those present at the meeting may be done by vocal assent or dissent, by show of hands, or by ballot; however, such canvassing is informal and non-binding on the Association, the Committee or Members.
4. There will be no proxy or absentee voting.
5. The Committee will give at least two weeks notice of the meeting. The Committee may give as much advance notice of an Informal Meeting as the Committee sees fit.
6. Procedures for notification of the meeting, including the dissemination of any agenda or informal resolutions in advance will be at the sole discretion of the Committee.
7. Resolutions may be amended at the meeting.
8. There is no formal adjournment procedure. If a meeting has unfinished business, the business can be included in the next Informal Meeting of Members.

9. If other types of meeting are not held, the Committee will call Informal Meetings of Members at least two times per year.

Rule 12 Meetings - General Meetings

1. A General Meeting is a meeting called by the Committee or the President, for the purpose of voting on specific resolutions.
2. The decisions on resolutions, whether carried or lost, will be binding on the Association, the Committee and Members.
3. It is intended that most decisions will be made at Informal Meetings (Rule 11 above), and that these decisions will be implemented by the Committee, with Members and the Committee working harmoniously together. General Meetings will be held only when, in the opinion of the Committee, they are required.
4. At least six weeks notice will be given of a General Meeting to all financial members.
5. Included in the notice will be the resolutions proposed by the Committee. The Committee will also invite members to submit additional resolutions, using a procedure and a deadline devised by the Committee.
6. A second notice at least 21 days' in advance of the meeting will disseminate the final list of resolutions, stating each resolution in full. Also included will be the items required for absentee voting. All resolutions will be declared as *Special Resolutions* under the Act.
7. No new resolutions may be proposed at the meeting.
8. Voting will be by financial members only and by secret ballot.
9. The Committee will devise a system for the ballot which ensures that the ballot remains secret, and the results accurate.
10. A system of voting for those not attending (absentee voting) will be devised by the Committee. The system must ensure a secret ballot of the absentee votes.
11. Resolutions may be amended at the meeting. Voting to amend a resolution will be by show of hands only.
12. Because of (10) above, the votes of some absentee voters with respect to an amended resolution will become invalid. Such invalidity will not be considered grounds for declaring the voting on the resolution null and void.
13. Each special resolution is passed if three-quarters of the valid votes cast (including valid absentee votes) for the resolution are in favour.
14. The President will announce the results of the ballot for each resolution. The declaration by the President that the resolution has been passed (or lost) is conclusive proof of the fact.

15. Any resolution which was lost may only be proposed one more time in the next three months and then not be proposed again, or substantially proposed again, at any meeting for one year after the resolution was lost.
16. Any resolution which was carried may have a countermanding resolution proposed at a later General Meeting, Special General Meeting or AGM, provided the meeting is held at least three months after the original resolution was carried.
17. To constitute a quorum the total number of ordinary members present and voting must exceed the total number of elected (ie, Committee) members present and voting by one. If a quorum is not present half-an-hour after the meeting is scheduled to begin, the meeting lapses. The Committee, at its discretion, may then organise another General Meeting.
18. If a meeting is adjourned, the Committee will notify Members who attended the original meeting of the date and time of the adjourned meeting. The adjourned meeting must be held within one month of the original meeting. At least two weeks notice must be given.
19. An adjourned meeting must only complete the agenda of the original meeting. Absentee votes on undecided resolutions will be retained and counted at the adjourned meeting. No new resolutions will be considered.

Rule 13 Meetings - Special General Meetings

1. A Special General Meeting is a meeting called by ten or more financial Members petitioning the Committee.
2. To be valid, the petition must contain the names and signatures of the Members petitioning, together with the full text of the resolutions to be decided at the meeting.
3. The Committee will validate the petition by contacting the signatories. This must be done within two weeks. If the petition is valid, the Committee will call a Special General Meeting to be held within six weeks of validation. Alternatively, the Committee may decide not to call a meeting, and must inform the petitioners of this decision within two weeks.
4. If the Committee decides not to call a Special General Meeting, then the petitioners may do so. In this case, the word "Committee" in Clauses (9) to (18) below should be read as "petitioners".
5. No resolutions other than those in the petition will be permitted.
6. Resolutions may not be amended at the meeting.
7. The decisions on resolutions, whether carried or lost, will be binding on the Association, the Committee and Members.
8. Voting will be by financial members only and by secret ballot.

9. The Committee will devise a system for the ballot which ensures that the ballot remains secret, and the results accurate.
10. A system of voting for those not attending (absentee voting) will be devised by the Committee. The system must ensure a secret ballot of the absentee votes.
11. The Committee will give notice at least 21 days' in advance of the meeting. The notice will include the list of resolutions, stating each resolution in full. Also included will be the items required for absentee voting. All resolutions will be declared as *Special Resolutions* under the Act.
12. Each special resolution is passed if three-quarters of the valid votes cast (including absentee votes) for the resolution are in favour.
13. The President will chair the meeting, or, if the meeting has been organised by the petitioners, a person appointed to the chair by Members present at the meeting. The President or delegated president will announce the results of the ballot for each resolution. The declaration by the President or delegated president that the resolution has been passed (or lost) is conclusive proof of the fact.
14. Any resolution which was lost may not be proposed again, or substantially proposed again, at any meeting for one year after the resolution was lost.
15. Any resolution which was carried may have a countermanding resolution proposed at a later General Meeting, Special General Meeting or AGM, provided the meeting is held at least three months after the original resolution was carried.
16. To constitute a quorum, the total number of ordinary members present and voting must exceed the total number of elected (ie, Committee) members present and voting by one. If a quorum is not present half-an-hour after the meeting is scheduled to begin, the meeting must be completely abandoned. All resolutions will be deemed to be lost and may not be proposed again, or substantially proposed again, at any meeting for one year after the Special General Meeting was abandoned.
17. If a meeting is adjourned, the Committee, or the petitioners if acting alone, will notify Members who attended the original meeting of the date and time of the adjourned meeting. The adjourned meeting must be held within one month of the original meeting. At least two weeks notice must be given.
18. An adjourned meeting must only complete the agenda of the original meeting. Absentee votes on undecided resolutions will be retained by the Committee and counted at the adjourned meeting. No new resolutions will be considered.
19. The Association must reimburse all reasonable expenses incurred by the petitioners convening a Special General Meeting.

Rule 14 Annual General Meeting (AGM)

Election of Committee

1. The Annual General Meeting meets to confirm the Minutes of the last AGM and of any General Meetings or Special General Meetings held since the last AGM; to elect the incoming Committee, and to hear the financial statements on the previous financial year's activities. The meeting may also hear reports on other Association activities at the discretion of the Committee (Annual Reports). In addition, special resolutions may be decided at the meeting. The procedures for special resolutions are listed in Rule 15 below.
2. The AGM must be held within five months of the end of the Association's financial year.
3. At least six weeks notice will be given of the AGM to all financial Members.
4. Included in the notice will be nomination forms for candidates for the Committee. A Member may be nominated for one or more positions on the Committee. A Member must be nominated and seconded by two other Members, and must agree to be nominated, to qualify as a candidate. The Committee will design the nomination form and set a deadline for its return.
5. A second notice at least 21 days' in advance of the meeting will disseminate the list of candidates. Candidates will be invited to include a statement supporting their candidacy. Also included will be the items required for absentee voting for the Committee elections.
6. The Committee will devise a system for the ballot which ensures that the ballots remains secret, and the results accurate.
7. A system of voting for those not attending (absentee voting) will be devised by the Committee. The system must ensure secret ballots of the absentee votes.
8. If there is no candidate for a position, the new Committee will fill the position from within itself (if necessary by reshuffling positions) or by co-option of other willing Members onto the Committee
9. If there is only one candidate for a position, the candidate is elected unopposed.
10. If there is more than one candidate, the candidate with the most valid votes for the position (including absentee votes) is elected.
11. The position of President will be decided first by separate ballot. Where candidates have nominated for more than one position, rounds of voting will be necessary in the following order: Vice-President, Secretary, Treasurer, Ordinary members. The nomination of a candidate for election in any round is not valid if that candidate has been elected to another office in an earlier round.

12. Because of (11) above, the votes of some absentee voters may become invalid. Such invalidity will not be considered grounds for declaring any round of the elections null and void.
13. If three or more candidates stand for the position of President, and there is a tie between the two top candidates, then an additional tie-breaker round of voting will take place between the two top candidates.
14. If only two candidates stand for President and there is a tie, or there is a tie between the two top candidates (see 13 above) in the voting for President, the outgoing President will have a second casting vote. If the outgoing President is standing for re-election, it is permissible under this clause for the outgoing President to vote for her/himself.
15. If there is a tie in the voting for any other position, the incoming President will have a second casting vote.
16. The members of the outgoing Committee remain in office until the end of the AGM.
17. To constitute a quorum, the total number of ordinary members present and voting must exceed the total number of elected (ie, Committee) members present and voting by one. If a quorum is not present half-an-hour after the meeting is scheduled to begin, the AGM will be postponed. The Committee must then reschedule the AGM.
18. The rescheduled AGM must be held as soon as practicable and as allowed by the Act. It may be necessary to seek permission from CAV for the rescheduling. If permission is not given, then the AGM must be held within five months of the end of the Association's financial year.
19. The main order of business at an AGM will be the financial statements and the elections of the new Committee. The Committee will organise the agenda so that these things can be accomplished first before any adjournment. If there are also a number of special resolutions, an adjournment may be required.
20. If the AGM is adjourned, the new Committee takes office at the time of adjournment and will notify Members who attended the original meeting of the date and time of the adjourned meeting. The adjourned meeting must be held as soon as practicable as allowed by the Act.
21. An adjourned meeting must only complete the agenda of the original AGM. Absentee votes on undecided resolutions will be retained and counted at the adjourned meeting. No new resolutions will be considered.

Rule 15 Meetings - AGM - Special Resolutions

1. An AGM may decide Special Resolutions, if any are put before it.

2. The financial statements and resolution (see Rule 16 below) is deemed a separate resolution to which this Rule does not apply.
3. The decisions on resolutions, whether carried or lost, will be binding on the Association, the Committee and members.
4. Voting will be by financial Members only and by secret ballot.
5. A system of voting for those not attending (absentee voting) will be devised by the Committee. The system must ensure a secret ballot of the absentee votes.
6. Included in the notice of the AGM will be the resolutions (if any) proposed by the Committee. The Committee will also invite members to submit additional resolutions, using a procedure and a deadline devised by the Committee.
7. A second notice at least 21 days' in advance of the meeting will disseminate the final list of resolutions, stating each resolution in full. Also included will be the items required for absentee voting. All resolutions will be declared as *Special Resolutions* under the Act.
8. No new resolutions may be proposed at the meeting.
9. The Committee will devise a system for the ballot which ensures that the ballot remains secret, and the results accurate.
10. Resolutions may be amended at the meeting. Voting to amend a resolution will be by show of hands only.
11. Because of (10) above, the votes of some absentee voters with respect to an amended resolution will become invalid. Such invalidity will not be considered grounds for declaring the voting on the resolution null and void.
12. Each special resolution is passed if three-quarters of the valid votes cast (including absentee votes) for the resolution are in favour.
13. The President will announce the results of the ballot for each resolution. The declaration by the President that the resolution has been passed (or lost) is conclusive proof of the fact.
14. Any resolution which was lost may only be proposed one more time in the next three months and then not be proposed again, or substantially proposed again, at any meeting for one year after the resolution was lost.
15. Any resolution which was carried may have a countermanding resolution proposed at a later General Meeting, Special General Meeting or AGM, provided the meeting is held at least three months after the original resolution was carried.

Rule 16 Meetings - AGM - Financial Statements

1. The Treasurer or another member of the Committee will present the Financial Statements.

2. Included in the notice of the AGM sent to members will be a copy of the financial statements.
3. The financial statements must give a true and fair view of the financial position and performance of the Association during and at the end of its last financial year; including:
 - (a) the income and expenditure of the association during and at the end of its last financial year;
 - (b) the assets and liabilities of the association at the end of its last financial year;
 - (c) a statement that the Association did not own any property (real estate) during the whole or any part of its last financial year or alternatively information about any property;
 - (d) a statement that the Association was not a trustee during the whole or any part of its last financial year or alternatively information about any trusts
4. The financial statements will have attached a certificate in the prescribed form signed by two members of the Committee certifying that the statements give a true and fair view of the financial position and performance of the Association during and at the end of its last financial year.
5. If required by the Act, or if proposed and seconded at the meeting, Members present at the AGM will vote on a resolution to the effect that the financial statements present a true and fair view of the financial position of the Association.
6. Alternatively, Members present may decide that the financial report is untrustworthy or inaccurate. The resolution declaring this must include reasons.
7. The resolutions in (5) and (6) above may be passed by a simple majority of those present and voting. There is no absentee voting for the financial resolution.
8. At, or as soon as practicable after, the conclusion of the AGM, a Committee member must certify, in the approved form, that
 - (a) the Committee member attended the AGM;
 - (b) the financial statements were submitted to the Members at the AGM;
 - (c) if members at the AGM passed a resolution concerning the financial statements, the resolution must be included on the form.
9. The Committee must ensure that the minutes of the AGM include a copy of:
 - (a) the financial statements submitted under (3) above;
 - (b) the certificate referred to in (4) above;
 - (c) the statement referred to in (8) above;
 - (d) and that the minutes are stored for the lifetime of the Association, or for at least seven years.

10. The financial statements must be sent by the Secretary to Consumer Affairs Victoria within 28 days accompanied by the prescribed form and required payment.
11. Given that the AGM may be held up to five months after the end of the financial year, the Treasurer or a member of the Committee will present a summarised financial update, which will be as up-to-date as is reasonably practicable, at the AGM. The update is for informational purposes only. There will be no voting or resolutions associated with the financial update. The update must be presented before Committee elections take place.

Rule 17 The Committee of Management (Committee)

1. Subject to the Act, the Association has power to do all things incidental or conducive to the attainment of its purposes.
2. The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised at General Meetings or Annual General Meetings.
3. Special resolutions carried at General Meetings, Special General Meetings or Annual General Meetings may direct the Committee to implement the resolutions, and such direction is binding on the Committee.
4. The Committee shall consist of a President, Vice-President, Secretary (Vice-Treasurer) and Treasurer (Vice-Secretary) and not less than two ordinary Committee members. The Committee will decide and declare the number of ordinary members in the second notice of an AGM.
5. Tenure of office for all Committee members shall be from one Annual General Meeting to the next. Elections for the Committee shall take place at each Annual General Meeting.
6. The procedures for electing the Committee are detailed in Rule 14 (AGM).
7. Committee members are expected to familiarise themselves with these Rules and the Act as soon as practicable after being elected.
8. To remain on the Committee all members of the Committee must pass a Police Check within two months of being elected, or present a currently valid Police Check.
9. A retiring Committee member is eligible for re-election or for election to another office.
10. If a Committee member ceases to be a member of the Committee for any reason, the vacancy will be filled by co-option of a willing member of the Association until the next AGM. The Committee has the right to reshuffle positions of office to facilitate filling the vacancy.
11. The Association may, by *Special Resolution* under the Act, and subject to relevant legislation, remove any member of the Committee or office holder before the expiration of his/her term of office and appoint another person

in his/her stead to hold office until the expiry of the original person's term of office.

12. The Committee is a collectively responsible body and makes decisions by consensus or by voting. No individual member of the Committee has the authority to make decisions or to act alone in any matter unless the authority has been delegated in writing to the member by the Committee.
13. Notwithstanding (12) above, certain committee positions have responsibilities, and the necessary authority to carry out these responsibilities, as detailed below (Rules 18 - 22).
14. In carrying out their responsibilities, all Committee members have the right to inspect and make copies of any Association document, letter, financial information, electronic file, email, or any other form of information as is reasonably required for carrying out their duties. In all cases the use of such information is governed by the relevant provisions in the Act and in other relevant legislation.

Rule 18 The Committee - The President

1. The duties of the President will include, but are not limited to, those listed below.
2. The President will preside over all meetings of members and of the Committee. If the President is unavailable or unwilling, the Vice-President will preside. If the Vice-President is unavailable or unwilling then a delegated president as appointed by the meeting in question will preside.
3. The person presiding will have a second or casting vote in the event of a tie in any voting for resolutions at the meeting.
4. The President acts as the Association's public figure and contact person for outside organisations.
5. The President is responsible for dealing with any disciplinary action or dispute which the Committee or a member of the Association may deem to be necessary, and is responsible for seeing that the correct procedures are followed (detailed in Rules 6 (Disputes) and 7 (Grievances) and in any policies set by the Committee.
6. The President is responsible for dealing with any complaint from a member of the public, and is responsible for seeing that the correct procedures, as detailed in the Association's Complaints Policy are followed.
7. The President is responsible for seeing that all legislation relevant to the operation of the Association is obeyed. (This would include, but is not limited to, the Act, the Broadcasting Act (Commonwealth), Health and Safety, Harassment, Equal Opportunity, Working with Children.)
8. The President is responsible for seeing that all regulations and policies as set by relevant governing bodies are obeyed. (This would include, but is

not limited to, policies and contracts set by the Australian Communications and Media Authority (ACMA), the Community Broadcasting Association of Australia (CBAA), Australian Performing Rights Association (APRA), Australasian Mechanical Copyright Owners Society (AMCOS), Phonographic Performance Company of Australia Limited (PPCA))

9. The President is responsible for seeing that all insurance policies as required by law, governing bodies, and any contracts, agreements or leases the Association has entered into are in place and current, and that the sums insured meets the needs of the Association.
10. Such other duties as the Committee may require.

Rule 19 The Committee - The Vice-President

1. The duties of the Vice-President will include, but are not limited to, those listed below.
2. The Vice-President deputises for the President as required or as decided by the Committee.
3. The Vice-President assists the President in the performance of the President's duties.
4. Such other duties as the Committee may require.

Rule 20 The Committee - The Secretary

1. The position of Secretary requires a person who:
 - (a) consents to standing for election or co-option as secretary;
 - (b) is at least 18 years of age; and
 - (c) is resident in Australia.
2. The Secretary of the Association must, within 14 days after being elected or co-opted, give written notice to the Registrar (at CAV) of his or her appointment.
3. The notice in (13) above must be in the approved form and include the following
 - (a) the Secretary's full name and address;
 - (b) the prescribed particulars.
 - (c) The notice must be accompanied by the prescribed fee (if any)
4. The position of Secretary must be filled within fourteen days of its becoming vacant.
5. The acts of the Secretary are not invalid merely because of any defect that may be discovered in the appointment or qualification of the Secretary.
6. The Secretary may not hold another office in the Association.

7. The Secretary will carry out all the duties formerly performed by the Public Officer.
8. The additional duties of the Secretary will include, but are not limited to, those listed below.
9. The Secretary is responsible for preparing agendas for meetings of members and committee meetings, including calling for agenda items where appropriate. This will not be a requirement for Gatherings of Members.
10. The Secretary is responsible for recording, keeping, filing and retaining accurate minutes of all meetings of the Association and of the Committee. This will not be a requirement for Gatherings of Members.
11. The Secretary is responsible for maintaining an accurate database of Members containing information as required by the Act (the Register of Members) and any additional information as required by the Committee. The database may be paper-based or computer-based.
12. The Secretary is responsible for handling inwards correspondence and for writing and sending outwards correspondence as required by the Committee. This includes emails.
13. The Secretary is responsible for correctly notifying Members of all meetings of the Association.
14. The Secretary keeps and controls all books, documents and securities of the Association, and where required, is responsible for keeping them private. Except as otherwise provided in these Rules or in privacy or other relevant legislation, all such books, documents and securities shall be available for inspection by members of the Association at a reasonable time upon two weeks written notice being given to the Secretary.
15. Any paper-based documents may be converted to electronic form and stored electronically. Except where prohibited by legislation or regulation, the original paper-based documents may then be destroyed. To ensure compliance with privacy requirements, they must be shredded.
16. The Secretary is responsible for ensuring that electronically stored files are properly backed up.
17. The Secretary keeps custody of the Common Seal of the Association, and is responsible for ensuring that the Common Seal is not affixed to any instrument except by the authority of the Committee. The affixing of the Common Seal shall be attested to by the signatures of two members of the Committee.
18. Such other duties as the Committee may require.

Rule 21 The Committee - The Treasurer & Funds Management

1. The duties of the Treasurer will include, but are not limited to, those listed below.

2. The Treasurer is responsible for collecting and receiving all monies due to the Association and for making all payments authorised by the Association.
3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.
4. The Treasurer is responsible for keeping accurate financial records which correctly record and explain the Association's transactions and financial position and performance, and which would enable true and fair financial statements to be prepared as described in Rule 16 (AGM) above.
5. The financial records in (4) above must be retained for at least 7 years after the transactions covered by the records are completed.
6. Subject to any restrictions imposed by a General Meeting, Special General Meeting or AGM, the Committee may approve expenditure on behalf of the Association.
7. The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
8. The funds of the Association shall be derived from entrance fees, annual subscriptions, sponsorships, donations and such other sources as the Committee determines or approves.
9. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
10. All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
11. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
12. The Treasurer will present a financial report to each Committee meeting containing information as required by the Committee, and will provide financial advice.
13. The Treasurer will provide financial information to all meetings of Members. This will not be a requirement for Gatherings of Members.
14. Upon request in writing by any Member, the Treasurer, within a reasonable time but not more than two weeks, or some longer timeframe agreed to by the Member, will prepare a Profit and Loss Statement and a Balance Sheet which are no more than two weeks old for the Member's inspection.
15. Such other duties as the Committee may require.

Rule 22 The Committee - Ordinary Members

1. Ordinary members are “ordinary” only in the legal sense. They are valued members without portfolio, and will carry out tasks and be granted the necessary authority as negotiated or specified by the Committee.
2. It is anticipated that in seeking election, ordinary member candidates would detail the skills and strengths they would bring to the Committee, and that the Committee would delegate appropriate responsibilities accordingly.

Rule 23 The Committee - Vacation of Office

1. A member of the Committee vacates office if:
2. the member resigns his or her office by written notice addressed to the committee;
3. the member is removed from office by special resolution;
4. the member dies;
5. the member becomes insolvent under administration (The term “insolvent under administration” is defined in section 38 of the **Interpretation of Legislation Act 1984.**);
6. the member becomes a represented person within the meaning of the **Guardianship and Administration Act 1986**;
7. in the case of the Secretary—the Secretary ceases to reside in Australia;
8. a statutory manager is appointed under section 116 of the Act to conduct the affairs of the Association;
9. the member fails to attend three consecutive Committee meetings without leave of absence.

Rule 24 The Committee - Meetings of the Committee

1. The Committee shall meet at least ten times in each year.
2. The President or any two Committee members may, at any time, summon a meeting of the Committee.
3. The Committee may hold meetings, or permit members of the Committee to participate in meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
4. A member of the Committee who participates in a meeting in a manner permitted under (3) above is taken to be present at the meeting.
5. At a Committee Meeting, the presence of half of the members of the Committee plus one shall constitute a quorum.

6. At every meeting of the Committee, the President shall preside and, in the absence of the President, the members present shall choose one of their number to be the delegated president for the meeting.
7. Questions arising at a meeting of the Committee shall be decided by a majority of votes and, in the case of an equality of votes, the President or delegated president shall have a second or casting vote.
8. The Secretary will be responsible for recording minutes of the proceedings of each Committee meeting. These minutes must be filed physically or electronically and kept for the life of the Association.
9. Any currently existing paper-based minutes may be converted to electronic form and stored electronically. The paper-based minutes may then be shredded.
10. Members have no right to inspect the original minutes of Committee meetings. A version of the minutes which has been edited to protect the privacy or confidentiality of people or organisations discussed at the meeting will be made available for inspection upon a written request by a Member. The inspection will be organised by the Committee and must take place within seven to fourteen days or some longer timeframe agreed to by the Member. The Committee may also decide to display edited minutes of all Committee meetings in the Association's premises for perusal by any Member.

Rule 25 The Committee - Material Personal Interest

1. For a definition of "material personal interest" see the Act 80. It is essentially an expansion of the concept of "conflict of interest".
2. A member of the Committee who has a material personal interest in a matter being considered at a Committee meeting must, as soon as the member becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the Committee. The disclosure must give details of the nature and extent of the interest; and the relation of the interest to the activities of the Association.
3. A member of the Committee who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of his or her interest in the matter at the next Informal Meeting, General Meeting, or AGM of the Association. The disclosure must give details of the nature and extent of the interest; and the relation of the interest to the activities of the Association.
4. The details referred to in (2) above must be recorded in the minutes of the committee meeting at which the material personal interest is disclosed.
5. A member of the Committee of the Association who has a material personal interest in a matter being considered at a committee meeting must

not be present while the matter is being considered at the meeting or vote in the matter.

Rule 26 Duties of Office Holders

1. An office holder consists of members of the Committee and people (including any employees) who customarily make decisions which affect the Association, or who customarily provide advice which affects the Association's decisions.
2. An office holder or former office holder of the Association must not make improper use of information acquired by virtue of holding that office to gain an advantage for himself or herself or any other person or to cause detriment to the Association.
3. An office holder of the Association must not make improper use of that office to gain an advantage for himself or herself or any other person or to cause detriment to the Association.
4. An office holder of the Association must exercise his or her powers and discharge his or her duties with the degree of care and diligence that a reasonable person would apply if the person was in the same position as the office holder.
5. An office holder of the Association must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
6. An office holder of the Association in making a decision is entitled to rely on the information and advice of others, provided the information and advice was given by qualified and expert persons in the area requiring the decision. This includes expert subcommittees of the Association. The reliance by the office holder must be made in good faith and after making *an independent assessment* of the information and advice.
7. The Association, as required by the Act, hereby indemnifies each of its office holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office holder.
8. The Association will establish and maintain any insurance policies required to provide the indemnity in (7) above.
9. If an office holder has in their custody relevant documents of the Association by virtue of the person's office or role in or membership of the Association, and the person ceases to hold that office or have that role or ceases to be a Member, then the person, or the estate of the person, must return the original copies of any relevant documents to the Committee of the Association within 28 days.

Rule 27 Winding-Up of the Association

In the event that the Association agrees to terminate its activities, or is wound up as a consequence of the provisions of the Act, the assets of the Association shall be disposed of in accordance with the provisions of the Act or shall be transferred to another community radio station or stations.

End of Rules =====