



CONSTITUTION OF MANSFIELD COMMUNITY RADIO INC.

The constitution of our association is modelled on the *Consumer Affairs Victoria, Associations Incorporation Reform Act (2012) – Model Rules for an Incorporated Association*.

As community broadcasters we are also subject to the licence conditions under the *Broadcasting Services Act 1992* and the *Community Broadcasting Code of Practice*.

PREAMBLE

Radio Mansfield is a not-for-profit organisation that was incorporated in Victoria on the 5th of July, 1995. It is owned and operated by the community of Mansfield and is operated by a Committee of Management and staffed by volunteers.

MISSION STATEMENT

To provide an entertaining and informative radio broadcasting service that is both representative and relevant to the greater community of Mansfield.

STATEMENT OF PURPOSE

1. To conduct a community radio station for the Mansfield district of Victoria and to broadcast as required in compliance with licence conditions imposed by the Australian Communications and Media Authority (ACMA).
2. To provide the best possible radio reception for the district.
3. To uphold the principles of community broadcasting as promoted by the Community Broadcasting Association of Australia (CBAA).
4. To provide an open membership to all who subscribe to and abide by the conditions of the rules of the Association.
5. To involve the Mansfield community in all phases of the radio station's operation.
6. To ensure that Radio Mansfield is community centred with a particular emphasis on local news, issues and culture.
7. To operate Radio Mansfield as a not-for-profit organisation for the benefit of the community as a whole.
8. To ensure that a broad range of subject matter is catered for that is not adequately provided nor addressed by commercial radio networks.

9. To ensure that the *Codes of Practice*, as laid down by the relevant broadcasting authorities, are adhered to.

GUIDING PRINCIPLES

The general principles that unite all community broadcasters are:

- To promote harmony and diversity in contributing to an all-inclusive and diverse Australian community.
- To operate under the principles of democracy and equity and pay particular attention to those within the community that are under-represented in any other form of media.
- To enhance the diversity of programming choices that are available to the public and encourage and therefore expand the variety of viewpoints that are broadcast within Australia.
- To demonstrate independence in their programming, editorial material and management choices.
- To support and help develop local and Australia-wide arts, music and culture reflecting a wider sense of Australian identity, its character and its diverse culture.
- To encourage and therefore widen the community's involvement in broadcasting.

Model Rules of Association:

1. In these rules unless contrary intention appears:

- *Committee* means the Committee of Management of the Association.
- *Financial year* means the year ending 30th June.
- *General meeting* means a general meeting of the members convened in accordance with *Clause 1, NOTICE OF MEETINGS* (page 20).
- *Member* means a member of the association.
- *Ordinary member of the committee* means a member of the committee who is not an officer of the association under *Clause 3, COMMITTEE OF MANAGEMENT* (page 24).
- *The Act* means the *Associations Incorporation Reform Act (2012)*.
- *The regulations* mean regulations under the Act.

PART 1 – MEMBERSHIP

APPLICATION FOR MEMBERSHIP

1. To apply to become a member of the Association, a person must submit an application form to a committee member stating that the person:
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
2. The application:
 - (a) must be signed by the applicant; and

- (b) may be accompanied by the joining fee.

CONSIDERATION OF APPLICATION

1. As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
2. The Committee must notify the applicant of its decision as soon as practicable after the decision is made.
3. If the Committee rejects the application, it must return any money accompanying the application to the applicant.
4. Upon approval of the application and receipt of the membership fee the Secretary shall enter the applicant's name in the Membership Register.

ANNUAL SUBSCRIPTIONS

Membership fees (annual subscriptions) are to be determined each year at the Annual General Meeting.

GENERAL RIGHTS OF MEMBERS

1. A member of the Association who is entitled to vote has the right:
 - a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b) to submit items of business for consideration at a general meeting; and
 - c) to attend and be heard at general meetings; and
 - d) to vote at a general meeting; and
 - e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - f) to inspect the register of members.
2. A right, privilege or obligation of the person by reason of membership of the association:
 - a) Is not capable of being transferred or transmitted to another person.
 - b) Terminates upon the cessation of membership whether by death or registration or otherwise.

REGISTER OF MEMBERS

The Secretary shall keep and maintain a Membership Register in which shall be entered the full name, address and date of entry of each member. Upon request, this register shall be made available for inspection (including copying) by all members.

PART 2 – DISCIPLINARY ACTION

1. Subject to these rules the committee may by resolution:
 - a) Expel a member from the Association; or
 - b) Suspend a member from membership of the Association for a specified period if they:

- (i) have failed to comply with these Rules; or
- (ii) refuse to support the purposes of the Association; or
- (iii) have engaged in conduct prejudicial to the Association.

2. A resolution of the Committee under *Clause 1*:

- a) Does not take effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under *Clause 3* confirms the resolution in accordance with this clause; and
- b) Where the member exercises a right of appeal to the Association under this clause, it does not take effect unless the Association confirms the resolution in accordance with this clause.

3. If the Committee passes a resolution under *Clause 1* the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- a) Setting out the resolution of the Committee and the grounds on which it is based.
- b) Stating that the member may address the Committee at a meeting to be held no earlier than 14 days and not less than 28 days after service of the notice.
- c) Stating the date, place and time of that meeting.
- d) Informing the member that they may do one of the following:
 - (i) Attend the meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) Not later than 24 hours before the date of the meeting lodge with the secretary a notice to the effect that he/she wishes to appeal to the Association in a general meeting against the resolution.

4. At a meeting held in accordance with *Clause 2*, the Committee:

- a) Shall conduct no business other than the question of the appeal; and
- b) Shall give to the member an opportunity to be heard;
- c) Shall give due consideration to any written statement submitted by the member; and
- d) The members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- e) Two thirds of the members vote in favour of the confirmation of the resolution, then the resolution is confirmed; and
- f) The suspension of membership rights or the expulsion of a member under this rule takes effect immediately after the vote is passed.

PART 3 – INTERNAL COMPLAINTS PROCEDURES

All volunteers of Radio Mansfield are assured that the organisation is committed to a fair and equitable environment at the station.

The Committee of Management will ensure that all policies are in place pertaining to the satisfactory resolution of internal disputes, and that they will be strictly adhered to.

Radio Mansfield makes the commitment that:

- Whilst investigating any complaints, a fair and transparent process will be implemented.
- The Committee will undertake to resolve the matter as quickly as possible.
- The Committee will inform all parties to the dispute of any impending meetings etc, as soon as practicable.
- In the event of an unsatisfactory resolution, the Committee undertakes to refer the matter to an independent third party to assist with an alternate resolution.
- All parties, if required, can be assured that they will have ready access to an established appeal process.
- During the process of internal complaints received by Radio Mansfield, all parties involved are assured of their right to equality, privacy, confidentiality and fairness.

PART 4 – MEETINGS

ANNUAL GENERAL MEETING

1. The Association shall in each calendar year convene an *Annual General Meeting* (AGM) of its members within five (5) months after the end of each financial year.
2. The AGM shall be held on such a day, time and place as the Committee of Management determines.
3. The ordinary business of the AGM shall be:
 - a) To confirm the minutes of the last preceding AGM and of any subsequent general meetings held since that meeting;
 - b) To receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - c) To elect officers of the Association and the ordinary members of the Committee; and
 - d) To confirm or vary the amounts (if any) of the annual subscription and joining fee.

4. The AGM may transact special business of which notice is given in accordance with these rules.

SPECIAL GENERAL MEETINGS

1. Any general meeting, other than the AGM or a disciplinary appeal meeting, shall be called a *Special General Meeting* (SGM).
2. The Committee may, whenever it thinks fit, convene a SGM of the Association.

SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

1. The Committee shall, upon the requisition in writing of the members representing not less than 10% of the total number of members, convene a SGM of the Association
2. A request for a special general meeting must:
 - i. be in writing;
 - ii. state the business to be considered at the meeting and any resolutions to be proposed;
 - iii. include the names and signatures of the members requesting the meeting; and
 - iv. be given to the Secretary.
3. If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
4. A special general meeting convened by members under subrule (3):
 - i. must be held within 3 months after the date on which the original request was made; and
 - ii. may only consider the business stated in that request.
5. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

NOTICE OF GENERAL MEETINGS

1. The Secretary must give to each member of the Association:
 - i. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii. at least 14 days' notice of a general meeting in any other case.
2. The notice must:
 - a) specify the date, time and place of the meeting;
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if a special resolution is to be proposed:
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution.

This rule does not apply to a disciplinary appeal meeting.

QUORUMS

1. No item of business shall be transacted at a general meeting unless a quorum of members are present.
2. The quorum for a general meeting is the presence (physically or by proxy) of double the number of management committee members, plus one.
3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - a) in the case of a meeting convened by, or at the request of members, the meeting must be dissolved.

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request.

- b) in any other case:
 - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

VOTING AT A GENERAL MEETING

1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
2. If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at that meeting.
3. Upon any question arising at a general meeting of the Association, a financial member has one vote only.
4. All votes shall be given personally or by proxy.
5. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in which the proxy is appointed.
6. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.

SPECIAL RESOLUTIONS

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required:

- a) to remove a committee member from office ;
- b) to alter these Rules, including changing the name or any of the purposes of the Association.

DETERMINING WHETHER A RESOLUTION IS CARRIED

1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been either:
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost; andan entry to that effect in the minutes of the meeting is conclusive proof of that fact.
2. If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b) the Chairperson must declare the result of the resolution on the basis of the poll.
3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

MINUTES OF GENERAL MEETING

1. The Committee must ensure that minutes are taken and kept of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must include—
 - a) the names of the members attending the meeting; and
 - b) proxy forms given to the Chairperson of the meeting; and
 - c) the financial statements submitted to the members; and
 - d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – COMMITTEE OF MANAGEMENT

1. The affairs of the Association shall be managed by the Committee of Management constituted as provided in the *clauses* below.
2. The Committee:
 - a. Shall control and manage the business and affairs of the Association;
 - b. May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - c. Subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
3. The officers of the Association shall be:
 - a. A President
 - b. A Vice President
 - c. A Secretary
 - d. A Treasurer

BOARD MEMBERS RESPONSIBILITIES

Board members are expected to:

- Commit to the role of Board member.
- Regularly attend board meetings.
- Keep up to date by reading the minutes, reports and any other necessary meeting papers.
- Be as active as possible in decision making.
- Understand how Radio Mansfield operates administratively.
- Be familiar with the constitution of Radio Mansfield and its responsibilities regarding legislation and finances.
- Be active in planning for the future direction of Radio Mansfield.
- Be faithful and supportive of Radio Mansfield in the eyes of the public.
- Take responsibility for particular areas of work.
- Regularly attend station activities and represent Radio Mansfield at public functions.
- Approve relevant documentation including responsibility for approving the organisation's budget.

THE ROLE OF THE PRESIDENT/CHAIRPERSON

The Chairperson/President is responsible for:

- Ensuring regular board meetings are organised.

- Ensuring that the constitution and rules are adhered to including adherence to the quorum.
- Maintaining a neutral position during discussion and decision-making including noting decisions or motions and asking the meeting to vote on these.
- Delivering a casting vote in the event of an equal vote.
- Preparing an agenda in consultation with other committee members.
- Dealing with agenda items in order of importance, keeping discussion and decision-making relevant and setting time limits when necessary.
- Ensuring all members have the opportunity to speak, addressing themselves through the Chair.
- Preserving order throughout the meeting.
- If necessary, suggest appropriate procedures to deal with any difficulties in getting through agenda items.
- Signing the minutes of the previous meeting after they have been confirmed as a true record.
- Representing the organisation at all levels of the community.

THE ROLE OF THE SECRETARY

The Secretary is responsible for:

- Ensuring that all correspondence and official records of the organisation are up to date, accurate and in order (other than financial).
- Assisting the Chair and Executive Officer to organise Board meetings.
- Ensuring the minutes of the meeting are taken, either by themselves or delegated to a minute taker.
- Ensuring that information for the Board and from the Board is dealt with in an efficient manner.
- Ensuring that meeting papers (agenda, correspondence and previous minutes) have been distributed.
- Working with the Chair/President to ensure the meeting runs smoothly.
- Knowing the rules of the organisation and taking responsibilities for all the legal requirements of incorporation.

THE ROLE OF THE TREASURER

In any incorporated community organisation, it is the primary responsibility of the Treasurer to maintain and manage the finances of the organisation. The Treasurer reports to the Board or Committee of Management on a regular basis (monthly meetings, etc.) regarding the financial situation of the organisation.

NB: *If a Committee of Management continues to operate an organisation while aware that there may be financial problems, then that Committee may be held legally responsible for any financial problems. Even if directors are not liable for debts, they can be subjected to fines.*

Apart from reporting to the Committee of Management, the Treasurer should keep the following financial records as a minimum requirement to support receipt and payment of monies:

- Invoices/receipts for purchase (all payments) with cheque number reference.
- All cheque butts to be fully completed showing to whom money was paid and for what purpose.
- Copies of receipts issued for any money received (this should be banked as soon as possible).
- All receipts must be fully completed showing from whom money was received and for what purpose.
- Copies of sponsorship agreements are required for support of any sponsorship monies received.
- Receipts must be presented whenever *Petty Cash* is used and must be reconciled regularly, that is, *Cash on Hand* together with the total of all receipts must equal the *Cash Float* at all times.
- An *Asset Register* listing all assets purchased, the date purchased and the price they were purchased for. Assets which have been donated to the station must also be listed on the asset register (*assets include items such as equipment and proprietary software such as Microsoft Windows, Radio Boss, etc.*).
- Bank statements showing transactions and bank account balance.
- Copies of all invoices, credit notes and statements issued.
- The listing of all payments (including cheque numbers) and all receipts (including receipt numbers) chronologically will help to maintain the financial records in a neat and tidy order and facilitate the audit.

ELECTION OF OFFICE BEARERS

1. Nominations of candidates for election of the Association or as ordinary members of the Committee shall be:
 - a. Made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - b. Delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the AGM.
2. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the AGM.
3. If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
5. The ballot for election of officers and ordinary members of the Committee shall be conducted at the AGM in such usual and proper manner as the Committee may direct.

6. For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
 - a. Ceases to be a member of the Association;
 - b. Becomes a bankrupt within the meaning of the *Bankruptcy Act (1966)*; or
 - c. Resigns from office by notice in writing to the Secretary.
7. Each officer of the Association shall hold office until the AGM next after the date of his/her election but is eligible for re-election.
8. In the event of a casual vacancy in any office referred to in *Clause 3* as above, the Committee may appoint one of its members to the vacant office and the member, as appointed, may continue in office up to and including the conclusion of the AGM next following the date of the appointment.
9. Subject to *Rule 53* of the *Associations Incorporations Reform Act (2012)*, the Committee shall consist of:
 - a. The officers of the Association; and
 - b. Up to six (6) ordinary members, each of whom shall be elected at the AGM of the Association in each year.
10. Each ordinary member of the Committee shall, subject to these rules, hold office until the AGM next after the date of election but is eligible for re-election.
11. In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the members so appointed shall hold office, subject to these rules, until the conclusion of the AGM next following the date of the appointment.
12. The Committee may co-opt at its discretion.

MEETINGS OF COMMITTEE

1. The Committee shall meet at least four (4) times a year at such times as the Committee may determine.
2. Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee.
3. Notice shall be given to members of the Committee of any special meetings specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
4. Any five (5) members of the Committee constitute a quorum of the transaction of a meeting of the Committee.
5. No business shall be transacted unless a quorum is present and, if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
6. At meetings of the Committee:

- a. The President, or in the President's absence the Vice-President, shall preside; or
 - b. If the President and the Vice-President are absent, such one of the remaining members of the Committee, as may be chosen by the members present, shall preside.
7. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined as a show of hands or, if demanded by a member, by poll taken in such a manner as the person presiding at the meeting may determine.
 8. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee except the person presiding at the meeting is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.
 9. Written notice of each committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting, or by sending it by prepaid post addressed to them at their usual or last known place of abode at least two (2) business days before the date of the meeting.
 10. Subject to *Clause 4* as above, the Committee may act notwithstanding any vacancy on the Committee.

MINUTES OF MEETING

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

REMOVAL OF A MEMBER OF COMMITTEE

1. The Association in a general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in their place to hold office until the expiration of the term of the first mentioned member.
2. Where the member to whom a proposed resolution referred to in *Clause 1* makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representation to each member of the Association, or if they are not sent, the member may require that they be read out at the meeting.

PART 6 – FINANCIAL MATTERS

SOURCE OF FUNDS

The funds of the Association shall be derived from annual subscriptions, grants, donations and other such resources as the Committee determines.

TREASURER

1. The Treasurer of the Association shall:
 - a. Collect and receive all monies due to the Association and make all payments authorised by the Association.

- b. Keep correct records showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association
- c. Have the accounts of the Association audited once a year by a Certified Practising Accountant.

CHEQUES

All cheques written for payment shall be signed by two (2) Committee members and all electronic banking transactions shall be authorised by two (2) Committee members.

PART 7 – GENERAL MATTERS

SEAL

1. The Common Seal of the Association shall be kept in the custody of the Secretary.
2. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer of the Association.

NOTICE REQUIREMENTS

Any notice required to be given to a member or a committee member under these Rules may be given:

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email or facsimile transmission.

CUSTODY OF RECORDS

1. Except as otherwise provided in the Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.
2. Upon request, all accounts, books, documents and securities of the Association shall be available for inspection (and copying) by any member of the Association.

WINDING UP OR CANCELLATION

In the event of the winding up or cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act, to a non-profit and incorporated Mansfield community body or bodies.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

These *Rules* and the *Statement of Purpose* of the Association may only be altered by a special resolution of a general meeting of the Association in accordance with *Rule 77* of the *Associations Incorporation Reform Act (2012)*

(A copy of the original document is held by the Secretary of the Association).