



CONSTITUTION

VALLEY FM BROADCASTERS ASSOCIATION INCORPORATED

AO 3196 (Incorporated 16 March 1999)

ABN 12 334 380 434

Parts 1 and 11 Amended and Approved at October 2014 AGM

Logo Changed April 2015

Parts 111 to V Amended April – July and for AGM Presentation/Voting October 2015

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PART I - PRELIMINARY

1. Name, Location and Incorporation

1.1 Name

The name of the organisation shall be "*Valley FM Broadcasters Association Incorporated*", also known as Valley FM 89.5 and hereinafter referred to as "the Association"

1.2 Location

The office of Valley FM is located at the corner of Comrie Street and Grattan Court, Wanniasa ACT 2903 or such other place as noted in the ACT Register of Incorporated Associations.

1.3 Incorporation

Valley FM is an incorporated Association under the Associations Act of the ACT 1991, Register Number AO 3196.

2. Interpretation

2.1 In these rules, unless a contrary intention appears:

"Incorporated Association" is a legal entity separate from its individual members that can hold property, sue and be sued

"Financial year" means the year ending on 30 June

"Member" means a member, however described, of the Association

"Ordinary Board member" means a member of the Board who is not an office-bearer of the Association

"Secretary" means the person holding office under these rules as Secretary of the Association or, where no such person holds that office, the public officer of the Association

"The Act" means the Associations Incorporation Act 1991

"The Regulations" means the Associations Incorporation Regulations under the Act

"Volunteer" means a person active in working for the Association who is a financial member of the Association

"General Meeting" means a general meeting of members convened in accordance with Rule 26

"The Code" or "The Code of Practice" means the Community Broadcasting Code of Practice issued by the Community Broadcasting Association of Australia in consultation with the Australian Communications Media Authority as reviewed from time to time

"The Authority" refers to the Australian Communications Media Authority

"In writing" shall include printed typewritten or electronically (whether by fax or email) so as to be received in a visible and legible form of the English language, and

"Post" shall include electronic mail provided that an electronic address (fax or email) appears for the member concerned in the Register of Members.

2.2 In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of power or authority or the performance of the duty.

2.3 The provisions of the Interpretation Act 2001 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3. Objects

The objects of the Association shall be to:

- 3.1 Apply for and hold community broadcasting licences and any other telecommunication licences required to establish, operate and maintain Valley FM 89.5, a community radio station that will serve the Tuggeranong Valley
- 3.2 Promote, support and perform all regulations, ethics and responsibilities as required of the Community Broadcasting Code of Practice
- 3.3 Encourage people and organisations of the Tuggeranong Valley community to provide and support information, education and entertainment programs that reflect local needs and interests and that supplement existing media services
- 3.4 Provide opportunities for wider knowledge in liaison with community groups and education institutions
- 3.5 Provide a focal point for information concerning access to community services and information
- 3.6 Strive to involve Valley FM members and other valued members of the local community in all aspects of station management and operation including programming and program production.
- 3.7 Foster the development of, and interest in, Australian and local music, literature and the performing arts and to assist ethnic groups reach into the local community through Valley FM broadcasting.
- 3.8 Develop and implement training programs for members and other interested persons in the use and maintenance of equipment and presentation and production of programs

4. Powers of the Committee

Powers conferred on the Association by Part 1.3, Section 11 Powers of Committee, of the Act and its Regulations are subject to the following additions:

- 4.1 For the purpose of carrying out its aims and objectives the Association shall have the power to:
 - 4.1.1 Carry out all or any of the Association's aims and objectives capable of being conveniently performed in connection with, or calculated directly or indirectly to enhance any of, the Association's aims and objectives

4.1.2 Purchase, lease or hire and otherwise acquire any real or personal property and any rights and privileges which the Association may think necessary or convenient for its purposes and in particular any land, buildings, plant, equipment, easements, machinery and stock in trade

4.1.3 Construct, improve, maintain, develop, work, manage, carry out or control any buildings or works which may enhance the Association's interests

4.1.4 Invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit in accordance with the Constitution

4.1.5 Borrow or secure the payment of money in such a manner as the Association may think fit and to secure the same or the repayment or the performance of any debt, liability, contract, guarantee or other engagement incurred to be entered into by the Association in any way and to purchase, redeem or pay off security

4.1.6 Sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association within the provisions of the Constitution

4.1.7 Enter into contracts for the provision of goods and services as may be thought fit

4.1.8 Do all such things as are incidental and conducive to the attainment of the objects of the exercise of powers of the Association, and

4.1.9 Raise money by any legitimate means.

PART II – MEMBERSHIP

5. Membership

5.1 Qualification and Application

5.1.1 Membership of Valley FM shall be open to all persons who agree with its objects as outlined in Rule 3.

5.1.2 A person who wishes to become a member shall apply for membership in writing in such a form as the Board from time to time directs. The membership form is to be lodged with the secretary of the Association.

5.1.3 The applicant shall become a member on lodging the membership application form accompanied by the required membership fee. As soon as practicable after receipt of the membership application form and fee the secretary shall refer the application to the board which shall determine whether to approve or reject the application. The application for membership may be rejected if:

(a) There are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the Association

(b) Required by law

- (c) The applicant has been convicted of an indictable offence
- (d) There are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the Community Broadcasting Code of Practice – Radio, or
- (e) There are reasonable grounds to believe that the applicant would pose a security risk to Valley FM members, property or premises.

5.1.4 Where the board resolves to:

- (a) Approve an application for membership the secretary shall, as soon as practicable after that resolution, notify the applicant of that approval
- (b) Reject a membership application, the applicant shall have the right of reply and appeal under Rules 5.12.1 and 5.13. Where the applicant exercises the right of reply the resolution of the Board is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under 5.12.1, confirms the resolution in accordance with this Rule.

5.1.5 The secretary shall:

- (a) On payment by the applicant of the membership application category amount within the period referred to in Rule 5.2
- (b) Upon the Board's resolution to reject an application being overturned on reply or appeal and payment of the required membership fees by the applicant, enter the applicant's name and other details into the VFM Membership Register. Upon this action the member becomes a member of the Association.

5.2 Period of Membership

Membership of the Association expires at the end of the financial year in which the member joined the Association or renewed membership, as the case may be. The membership of any person who joins the Association on, or after 1 April in any financial year shall be taken to expire at the end of the succeeding membership year.

5.3 Membership Renewal

5.3.1 An application for membership renewal shall be made in writing in such form as may be approved from time to time by the Board and with relevant membership fee shall be lodged with the secretary within one month of the end of the financial year.

5.3.2 As soon as practicable after receipt of a membership renewal application the secretary shall enter the in the Valley FM Membership Register that member's membership renewal for a further period determined in accordance with the period of membership as specified in Rule 5.2.

5.4. Categories of Membership

The Board may, as it deems appropriate, establish categories of membership. All categories of membership shall maintain voting rights, except for where the Board deems otherwise. Persons, or bodies, that subscribe to membership shall be entitled to one voting right at general meetings.

5.5. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon cessation of the person's membership.

5.6. Cessation of Membership

A person ceases to be a member of the Association if the person:

- (a) Dies, or in the case of a body corporate, is wound up
- (b) Resigns from membership of the Association
- (c) Is expelled from the Association, or
- (d) Fails to renew membership of the Association within six months of expiry.

5.7. Resignation of Membership

5.7.1 A member is not entitled to resign from membership of the Association except in accordance with this rule.

5.7.2 A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice in writing, verbally or by email to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

5.7.3 Where a person ceases to be a member, the secretary shall make an appropriate entry in the Valley FM Membership Register recording the date on which the member ceased to be a member

5.8. Member Register

5.8.1 The Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member together with the date on which the person became a member.

5.8.2 The membership register must be kept at the Valley FM Office and must be open for inspection, free of charge, by any Valley FM member, at any reasonable hour.

5.9. Fees and Subscriptions

5.9.1 The annual subscription for members shall be the amount the Board may determine from time to time.

5.9.2 All subscriptions shall be payable in advance by 1 August of each succeeding calendar year unless the Board determines otherwise.

5.10 Member's Liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 5.9.

5.11. Resolution of Internal Disputes and Disciplining of Members

5.11.1 Disputes between members in their capacity as members of the Association and disputes between members and the Association shall be handled according to this Constitution and with reference to Code 6 of the Community Broadcasting Code of Practice.

5.11.2 A complaint may be made by any member of the Association that some other member of the Association and where the Board is of the opinion that a member has persistently:

- (a) Refused or neglected to comply with a provision or provisions of the rules; or has
- (b) Wilfully acted in a manner prejudicial to the interests of the Association

5.11.3 On receiving such a complaint, the Board must:

- (a) Cause notice of the complaint to be served on the member concerned, and
- (b) Give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
- (c) Take into consideration any submissions made by the member in connection with the complaint.

5.11.4 The Board may, by resolution:

- (a) Expel the member, or
- (b) Suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

5.12 Right of Reply of Rejected Applicant or Disciplined Member

5.12.1 Where the Board passes a resolution under Rule 5.11 (Disciplining of Members), the secretary shall, as soon as practicable, cause notice in writing to be served on the applicant or member subject of the resolution:

- (a) Setting out the resolution of the board and the grounds upon which it is based
- (b) Stating that the applicant or members subject of the resolution may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice
- (c) Stating the date, place and time of that meeting, and
- (d) Informing the applicant or member subject of the resolution that he or she may do either:
 - (1) Attend and speak at that meeting, or
 - (11) Submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

5.12.2 At a meeting of the Board held as referred to the above clause the Board shall:

- (a) Give the applicant or member subject of the resolution an opportunity to make oral representations
- (b) Give due consideration to any written representations submitted by the applicant at, or prior to, the meeting, and
- (c) By resolution determine whether to confirm or to revoke the resolution.

5.12.3 Where the Board confirms a resolution under the above clause the secretary shall, within seven days after that confirmation, by notice in writing, inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under Rule 5.13.

5.12.4 A resolution confirmed by the Board does not take effect:

- (a) Until the expiration of the period within which the applicant or member subject of the resolution is entitled to appeal against the resolution where that person does not exercise the right of appeal within that period; or
- (b) Where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the Association confirms the resolution under Rule 5.13.4, whichever is the later.

5.13. Right of Appeal of Rejected Applicant or Disciplined Member

5.13.1 A rejected member or applicant for membership may appeal to the Association at a general meeting against a resolution of the Board which is confirmed under Rule 5.12.4, within seven days after notice of the resolution is served on the rejected member or applicant, by lodging with the Secretary a notice to that effect.

5.13.2 The notice may be, but need not, be accompanied by a statement of the grounds on which the rejected applicant or member intends to rely for the purposes of the appeal.

5.13.3 Upon receipt of a notice under Rule 5.12.1, the Secretary shall notify the Board which will convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

5.13.4 At a general meeting of the Association convened under clause (5.13.3):

- (a) No business other than the question of the appeal shall be transacted
- (b) The Board and the rejected member or applicant shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both
- (c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked, and

5.13.5 If the meeting passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III, Section 6 – THE BOARD

6.1.1 Powers of the Board

(1) The Board, subject to the Act, the Regulations, these Rules, and to any resolution passed by the Association in general meeting:

- (a) shall control and manage the affairs of the Association
- (b) May exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by the Association in general meeting, and
- (c) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

6.1.2 Constitution and Membership

(1) The Board shall consist of:

- (a) the office-bearers of the Association, and
- (b) three (3) ordinary members, each of whom shall be elected pursuant to rule 16 or appointed in accordance with clause 6.1.4.

(2) The office bearers of the Association shall be the:

- (a) President
- (b) Vice President
- (b) Treasurer, and
- (c) Secretary .

(3) The Board will comprise seven elected members. At Annual General Meetings held in even years four Board members shall be elected as a Board Director for a term of two-years. At Annual General Meetings held in odd years three Board members shall be elected as a Board Director for a term of two-years.

4) In the event of a vacancy in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

(5) A Board member shall not be a current Board member or office holder of another radio station or broadcasting organisation except where Valley FM Broadcasters Association Inc. is a constitutional member of that organisation; nor shall they hold a position in any other organisation that may lead to a potential conflict of interest with the objectives of this Association.

6.1.3 Board Director Tenure

(1) Each elected Board member shall, subject to these rules, hold office from immediately after the Annual General Meeting at which they are elected until the second Annual General Meeting after their election.

(2) Should a Board member resign before completion of tenure, a replacement Board member may be co-opted to replace that member for the remaining period of tenure of the outgoing Board member.

(3) No members of the Board may retain their position for more than three consecutive terms.

(4) Where a Director has completed three consecutive terms of service to the Board that person may, after a period of one year's hiatus, return to be a Director if duly nominated and elected by Valley FM members at a subsequent Annual General Meeting.

6.1.4 Election of Board Members

(1) Nominations of candidates for election as office-bearers of the Association or as ordinary Board members:

(a) shall be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and

(b) shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of office-bearers and ordinary Board members shall be conducted at the annual general meeting in such manner as the Board may direct.

6.1.5. Secretary

(1) The Secretary of the Association shall, as soon as practicable after being appointed Secretary, notify the Association of his or her address.

(2) It is the duty of the Secretary to keep minutes of:

(a) all elections and appointments of office-bearers and ordinary members

(b) the names of members of the Board present at a Board meeting or a general meeting, and

(c) all proceedings at Board meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

6.1.6 Treasurer

The Treasurer of the Association shall:

(a) collect and receive all monies due to the Association and make all payments authorised by the Association,nd

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

6.1.7 Casual Vacancies

For the purpose of these rules, a vacancy in the office of a member of the Board occurs if the member:

(a) dies

(b) ceases to be a member of the Association

(c) becomes an insolvent under administration within the meaning of the Corporations Law

(d) resigns the office by notice given in writing to the Secretary

(e) is removed from office pursuant to rule 6.1.8

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months.

6.1.8 Removal of Board members

(1) The Association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a Board member to whom a proposed resolution referred to in Clause (1) makes representations in writing to the President or Secretary (not exceeding a reasonable length) and requests that the representations be notified to the Association's members, the President or Secretary may send a copy of the representation to each Association members or, if the representastion are not so sent, the member is entitled to require that the representation be read out at the meeting at which the resolution is considered.

6.1.9. Board Meetings and Quorum

(1) The Board shall meet at least three (3) times in each calendar year at such place and time as the Board may determine.

(2) Additional meetings of the Board may be convened by any member of the Board.

(3) Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours (or other such period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

(5) Any three (3) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

(6) No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned).

(7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

(8) At meetings of the Board:

(a) the President, or in the President's absence, the Vice President is to preside, or

(b) if the President and Vice President are, absent or unwilling to act, such one (1) of the remaining members of the Board may be chosen by the members present to preside.

6.1.10 Delegation by Board to Sub-committee

(1) The Board may, by instrument in writing, delegate to one (1) or more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such functions of the Board as are specified in the instrument, other than:

(a) this power of delegation,; and

(b) a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of the Association in general meeting.

(2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time and circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.

(6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper, or as directed by the Board.

6.1.11 Voting and Decisions

(1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

(2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second, or casting, vote.

(3) Subject to clause 6.1.9, the Board may act despite any vacancy on the Board.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART IV – GENERAL MEETINGS

7. General Meetings

7.1.1 Annual General Meetings – Holding Of

(1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

(2) The Association shall hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of five (5) months after the expiration of the first financial year of the Association.

(3) Clauses (1) and (2) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

7.1.2 Annual General Meetings – Calling Of and Business At

(1) The annual general meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be to:

- (a) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
- (b) receive from the Board reports on the activities of the Association during the last preceding financial year,
- (c) elect office bearers and ordinary members of the Board, and
- (d) receive and consider a statement which is not misleading and which gives a true and fair view of:
 - (i) the income and expenditure of the Association during its last financial year
 - (ii) the assets and liabilities of the Association at the end of its last financial year
 - (iii) The mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year.

(3) An annual general meeting shall be specified as such in the notice convening it. (4)
An annual general meeting shall be conducted in accordance with the provisions of this Part.

7.1.3 Special General Meetings – Calling Of

(1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.

(2) The Board shall, on the requisition in writing of not less than five (5) per cent of the total number of members, convene a special general meeting of the Association.

(3) A requisition of members for a special general meeting:

(a) shall state the purpose or purposes of the meeting

(b) shall be signed by the members making the requisition,

(c) shall be lodged with the Secretary, and

(d) may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.

(4) If the Board fails to convene a special general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one (1) or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

(5) A special general meeting convened by a member or members referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

7.1.4 Notice

(1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary shall, at least 21 days before the date fixed for the holding of a general meeting, cause to be sent by electronic mail or pre-paid post as preferred by the member, to each member at the member's preferred electronic mail or postal address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under that clause, the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to 7.1.2 clause (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

7.1.5 Procedure

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five (5) members or 5 per cent (%) of the members of the Association present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened upon the requisition of members shall be dissolved, and
- (b) in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum otherwise, the meeting shall be dissolved.

7.1.6 Presiding Member

The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association

(2) If the President and the Vice President are absent or unwilling to act, the members present shall elect one (1) of their number to preside as Chairperson at the meeting.

7.1.7 Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

7.1.8 Making of Decisions

(1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minutes of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.

(3) Where the poll is demanded at a general meeting, the poll shall be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

7.1.9 Special Resolution

(1) A resolution of the Association is a special resolution if it is passed by a majority which comprises at least three quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

7.1.10 Voting

(1) On any question arising at a general meeting of the Association, a member has one (1) vote only.

(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote. (3) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

(4) All votes shall be given personally or by proxy but no member may hold more than five (5) proxies.

7.1.11 Appointment of Proxies

(1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

PART V - MISCELLANEOUS

8.1.1 Funds – Source

(1) The funds of the Association shall be derived from membership (new and annual renewal) fees, sponsorships, donations and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, such other sources as the Board determines.

(2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

(3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

8.1.2 Funds – Management

(1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Board or employees of the Association, being members of the Board or employees authorised to do so by the Board.

8.1.3 Alteration of Objects and Rules

(1) The statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

(2) The Objects and Rules of the Association shall not be altered except in accordance with section 29 of the ACT Associations Act 1991 (the Act).

8.1.4 Common Seal

(1) The common seal of the Association shall be kept in the custody of the Public Officer.

(2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Board or of one (1) member of the Board and of the Public Officer or Secretary.

8.1.5 Custody of Books

Subject to the Act, the Regulations and these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

8.1.6 Inspection of Books The records, books and other documents of the Association must be open to inspection at any reasonable hour.

8.1.7 Service of Notices

(1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member's address shown in the Register of Members.

(2) Where a document is sent to a person by the Board by properly addressing, pre-paying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

8.1.8 Winding Up

The Association shall be wound up if a resolution to that effect is carried by a vote of a three-quarter majority of the financial members present at a general meeting convened to consider the resolution.

8.1.9 Distribution of Surplus Assets

(1) In the event of dissolution or winding up of the Association, and there remains surplus assets after satisfaction of all its debts and liabilities, the same shall not be paid to or distributed among the members of the Association, but shall be transferred to an institution having objects similar to the objects of the Association. A suitable institution will be determined by the members of the Association.



APPENDIX 1: Appointment of Proxy Form

A financial member of Valley FM (VFM) may, by instrument in writing, appoint another member to be the member’s proxy vote for a meeting. To be valid, proxies must be in the form set out below and in the hands of the Returning Officer at least 24 hours prior to the set meeting.

To appoint a proxy for VFM’s Annual General Meeting on Wednesday 14 October 2015 the member must complete this proxy and return the completed form ensuring that it reaches the Returning Officer **no later than 5.00PM on (insert day and date)** by mail to:

The Returning Officer
PO 112
Erindale ACT 2903

Alternatively the completed form may be placed under the door of the office at the station before 5.00PM by **(insert date)**. Should further information be required please contact the Secretary **(insert name and contact number)**.

I, (Full name required)

of

..... (Full address please)

being a financial member of Valley FM Broadcasters Association Inc., hereby appoint:

..... (Full name required)

of

..... (Full address please)

as my proxy, to vote for me at the VFM AGM to be held on **(insert date)** and at any adjournment thereafter. This form authorises my proxy to vote on my behalf on all matters.

SignatureDate

Important Notes:

- A member may hold **no more than five (5) proxies** and both **members and proxy must be current financial members of VFM Broadcasters Association Inc.**
- This form does not authorise the proxy to vote on a matter if the person appointing the proxy is present at the relevant meeting and is personally voting on the matter
- This form is not valid unless it is received by the Secretary of VFM by 5.00PM
- The completed Nomination Form must be received by the Returning Officer by 5:00pm on **(insert date)** and contains the date on which it was completed.
- **This authority can be revoked by a later proxy form delivered to the Secretary in the manner described above before 5.00PM on (insert date)**
- Please return the completed proxy voting form to the Valley FM studio office or mail to:

The Returning Officer
Valley FM Broadcasters Association Inc.
Post Office Box 112
ERINDALE ACT 2903

NB: a proxy vote may not be given to a person who is not a member of Valley FM 89.5.

