

SOUTH EAST COMMUNITY ACCESS RADIO INC

CONSTITUTION

(updated 19th October 2024)

1 NAME

The name of the Association shall be “South East Community Access Radio Incorporated.” (hereinafter referred to as “the Association”).

2 REGISTERED OFFICE

The registered office of the Association shall, unless otherwise determined by the Board, be at 25 Alexander Street, Mount Gambier, in the State of South Australia.

3 DEFINITION OF TERMS

In this Constitution unless the context otherwise requires:-

- (a) words importing the singular number only shall include the plural number. Words importing the plural number only shall include the singular number.
- (b) “The Association” means the South East Community Access Radio Incorporated.
- (c) “The Board” means the Board of Management of the said Association South East Community Access Radio Incorporated.
- (d) “Member” means an individual who has become a member of the Association.
- (e) “Groups” means such organizations and associations as are formed and recognized in the community and shall not be any sub-division or part thereof.
- (f) “Rules” means such regulations rules by-laws as are not contained in this constitution.

4 OBJECTS OF THE ASSOCIATION

The objects of the Association are:-

The association is a charitable institution established for the principal purpose of advancing culture, radio and music by establishing, maintaining, operating, and promoting a community radio station to provide free broadcasting services for the direct benefit of the public including:

- (a) To assist, arrange and make available public broadcasting facilities in accordance with the code of ethics of the Broadcasting Act for persons, community groups, organizations in the Mount Gambier and surrounding districts.
- (b) To apply for, obtain and maintain a broadcasting licence for the purpose of conducting a community public radio station in Mount Gambier.
- (c) Through the conduct of this service to encourage and promote music, literature, art information and education for the benefit of the community in Mount Gambier and the surrounding districts.
- (d) To develop community awareness and social understanding by the provision of access to individuals, community organizations, Government departments and statutory bodies who are able to provide such information and education.
- (e) To teach, train, educate and provide services for the training of any persons involved in the preparation and broadcasting of programs.
- (f) To operate broadcast studios for the purpose of preparing and broadcasting radio programs by person, community groups and organizations in Mount Gambier and the surrounding districts.
- (g) To appoint, employ, remove or suspend staff as may be necessary or convenient for the purposes of the Association.
- (h) To do all such other acts and things as are or may be incidental or conducive to the attainment or furtherance of any objects, or the exercise of any of the powers of the Association including associating or affiliating with other kindred bodies.

5 POWER TO ACQUIRE PROPERTY

The Association shall have the power:-

- (a) To purchase, take on lease or otherwise acquire for the purpose of attaining its object any real or personal property and in particular any land, buildings, furniture, recording and transmission equipment and any other apparatus at any time deemed necessary by the Association.
- (b) To invest determined amounts of moneys of the Association upon such security or otherwise in such manner as may from time to time be determined by the Board.
- (c) To take out or acquire money on a loan, overdraft or mortgage for the purpose of making improvements or additions to the Association assets.
- (d) None of the real property of the Association shall be sold unless a two-thirds majority of members present and entitled to vote at any Annual General Meeting or Extraordinary General Meeting of the Association shall resolve that -
 - (i) the property in question is surplus to its needs and
 - (ii) that the arrangements proposed for the sale of such property are proper.

6 OTHER POWERS

The Association shall in addition to the powers from time to time prescribed by the law have power to do such of the following things as are incidental to the attainment of its objects:-

- (a) To provide technical or other assistance for broadcasting and to employ any suitable person or persons for such purposes.
- (b) To provide and maintain buildings, property and grounds for the benefit of its members.
- (c) To receive money by subscription, gift, grant, loan, debenture or bequest for the attainment of its objects.
- (d) To undertake printing, advertising or publication of the activities, programs or objects of the Association.

7 SURPLUS DISTRIBUTION

- (a) The Association shall not be carried on for the purpose of profit or gain to its members and is prohibited from undertaking any activity which will secure pecuniary profit whether directly or indirectly to its members and from making any distribution whether in money or property or otherwise to its members or relatives of members.
- (b) Any surplus money resulting from the Associations operations during a financial year after providing for depreciation in value of the Associations real and personal property or for contingent liability for loss shall be applied to carrying out the Associations objects.

8 COMMON SEAL

The common seal of the Association shall:-

- (a) Be kept by the Secretary or such person as shall from time to time be authorized by the Board of Management.
- (b) Not be affixed to any instrument or document except by authority of a resolution of the Board of Management and in the presence of the Chairperson and the Secretary or such other persons as the Board may appoint for the purpose.
- (c) Be affixed as aforesaid to any document authorized as aforesaid:

Provided that the person or persons in whose presence it is affixed shall personally sign such document.

9 MEMBERSHIP IN THE ASSOCIATION

Any member of the public or interested group body may apply for membership of the Association by completing the membership application form. Memberships are reviewed at each board of management meeting. Membership is temporary until approval or rejection and applicants will be advised following the next scheduled management meeting.

Membership in the Association shall be divided into four sections:-

(a) Individual Members

Individual having an interest in the objects of the Association may apply to the Management of the Station for membership.

(b) Group Members

Community organizations, Government departments, statutory bodies, groups and clubs of special interest may apply to the Management or the Station for Group membership.

(c) Family Members

Any individual or couple with children up to the age of eighteen may apply to the Management of the Station for Family membership.

(d) Life Members

Any individual may be nominated to the board for long term or special recognition as a life member of the association. These submissions are to be made a minimum of one month prior to the association's annual general meeting.

An application for membership may only be rejected if

- (i) there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the association: or
- (ii) required by law: or
- (iii) the applicant has been convicted of an indictable offence; or
- (iv) there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
- (v) there are reasonable grounds to believe the applicant would pose a security risk to the members or premises of the association.

If an applicant's membership is rejected by the board, they may follow the right of appeal under section 11.

10 MEMBERSHIP FEES AND RESPONSIBILITIES

- (a) The annual membership fees shall be fixed annually at the Annual General Meeting of the Association and shall be payable by each and every member on a year to year basis. (Life Members are excluded from making membership payment).
- (b) Membership shall be deemed to commence from the first day of the calendar month in which it is paid.
- (c) Membership fees for a renewal of membership shall be due and payable by all members of the association after the date of expiry of a current membership and within thirty one days of that date.
- (d) Unless determined otherwise by the Board of Management should any person cease to be a member of the Association for any reason whatsoever he/she shall not be entitled to the return of his/her membership subscription or any portion thereof.
- (e) Each group member shall be entitled to be represented at all general meetings of the Association by one delegated representative. The delegated representative shall be entitled to speak and vote at such meetings.
- (f) Each group member shall within twenty eight days of commencement of membership in the Association inform the Secretary in writing of the name and address of its delegated representatives.
- (g) The delegated representative shall represent his or her group member until such time as the group member advises the Secretary in writing of any change of delegate and the name and address of newly appointed delegated representative.
- (h) Concessional membership fees are available to any individual or family membership. This fee is half of the fee set in 10 (a).
- (i) The cost of Family membership shall be equivalent to the membership cost of the number of adults in the Family, discounted at a rate to be set by the AGM. Voting rights shall be equivalent to the number of adults in the family.
- (j) All members of the association are to abide by the associations code of conduct and by-laws given to all members. Failure to comply with items within this code may result in disciplinary action to be taken by the board.

11 RIGHT OR REPLY OF REJECTED APPLICANT OR DISCIPLINED MEMBER

1. Where the board passes a resolution under section 9 not to accept a member to the association, the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject to the resolution –
 - (a) setting out the resolution of the board and the grounds on which it is based
 - (b) stating that the applicant or member subject of the resolution may address the board at a meeting to be held not earlier than fourteen days and not later than twenty-eight 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 they may do either or both of the following:
 - i. attend and speak at that meeting
 - ii. submit to the board at or prior to the date of that meeting written representations relating to the resolution
2. At a meeting of the board held as referred to in clause 11.1 the board shall
 - (a) give the applicant or member subject to the resolution an opportunity to make oral or written representations;
 - (b) give due consideration to any written representations submitted to the board by the applicant or member subject of the resolution at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
3. Where the board confirms a resolution under clause 11.2, 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 the right of appeal under rule 13.
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 the applicant or member subject of the resolution 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 section 13.4, whichever is the later.

12 TERMINATION OF MEMBERSHIP

Membership in the Association shall continue until determined in any of the following ways:-

- (a) By any individual or group member giving notice in writing of his or her intention to resign from the Association.
- (b) By the non-payment of the annual membership fee fixed at the Annual General Meeting within the time prescribed by the Board or within such further time as the Board may from time to time allow.
- (c) By any group member going into liquidation or becoming defunct.
- (d) By the death of any individual member.
- (e) By the expulsion of any individual or group member by the Board on the grounds that such member has failed to fulfill his or her obligations to the Association or that he or she has been guilty of conduct detrimental to the Association.

13 RIGHT OF APPEAL OF REJECTED APPLICANT OR DISCIPLINED MEMBER

1. A rejected applicant or member may appeal to the association at a general meeting against a resolution of the board under rule 11, within seven days after the notice of the resolution is served on the rejected applicant or member, by lodging with the secretary a notice to that effect.
2. The notice may, 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.
3. On receipt of a notice from a rejected applicant or member under clause 13.1, the secretary must notify the board which is to convene a general meeting of the association to be held within twenty one days after the date on which the secretary received the notice.
4. At a general meeting of the association convened under clause 13.3:
 - (a) No business other than the question of the appeal is to be transacted; and
 - (b) The board and the rejected applicant or member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

5. If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

14 FINANCIAL YEAR

The financial year shall be from the first day of July in any year to the thirtieth day of June of the following year.

15 ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of the Association shall be held between the first and thirtieth days of September in each and every year.
- (b) The Annual General Meeting may make recommendations regarding the business and affairs of the Association to the Board of Management.
- (c) The agenda of the Annual General Meeting shall be:-
 - (i) To receive the annual report from its Chairperson or in his or her absence the Vice Chairperson.
 - (ii) To receive annual reports of all the Associations sub-committees.
 - (iii) To receive the annual financial statements and balance sheets.
 - (iv) To elect members to the Board of Management in accordance with the provisions of Clause 16 hereof.
 - (v) To discuss, consider and decide upon any motion of which prior notice has been given in accordance with this Constitution.
 - (vi) To appoint a person or persons to any special office which may from time to time be created by the Board.
 - (vii) To discuss and if thought fit to resolve any further business or matter relating to the operations of the Association, if agreed by a simple majority of the meeting at that time.
 - (viii) To appoint an auditor for the ensuing year.
- (d) Thirty five percent from the current financial membership or twenty members, which ever is the lesser, will constitute a quorum. For the purposes of this sub-clause each delegated representative shall deemed to be a member.
- (e) No item of business shall be transacted at the Annual General Meeting unless a quorum of members is present at the time when the meeting is discussing that item.

- (f) The Chairperson of the Board shall preside as Chairperson of the Annual General Meeting.
- (g) The Chairperson shall have a deliberative as well as a casting vote.
- (h) If a quorum is not present at the Annual General Meeting another meeting shall be held within fourteen days upon the giving of seven clear days notice. If a quorum is not present at the second meeting a third meeting shall be held within fourteen days upon the giving of seven clear days notice and those present at this meeting shall constitute a quorum.

16 APPOINTMENT OF THE BOARD OF MANAGEMENT

- (a) There shall be an elected Board of nine as provided for hereunder, all of whom shall be adult members of the Association
- (b) If a delegated representative shall be appointed to the Board he or she shall be entitled to speak and vote as if a full member at all meetings and proceedings.
- (c) The Station Manager shall be a delegated non-voting tenth member of the Board.
- (d) With the exception of the Station Manager, the Board of Management shall be elected for a two year period with half of the Board members to retire each year. Where more than half of the members are elected in one year, the first four members elected shall hold office for two years and the remainder shall hold office for one year.
- (e) Retiring members of the Board shall be eligible for re-election.
- (f) Nominations for appointments to the Board shall be made in writing to the Secretary up to one day prior to the Annual General Meeting.

17 VACANCIES ON THE BOARD OF MANAGEMENT

- (a) Casual vacancies occurring on the Board of Management shall be filled by the Board after a period of one month. Persons so appointed shall hold office until the following Annual General Meeting.
- (b) The appointment of any person to the Board shall be terminated on the happening of any of the following:-
 - (i) is certified mentally defective;
 - (ii) tenders a letter of resignation to the Board;
 - (iii) death;
 - (iv) is absent from three consecutive meetings of the Board without special leave having been granted by the Board.

- (v) upon the passing of a motion of no confidence in the person holding such office by the membership at any general meeting.

18 PROCEEDINGS OF THE BOARD OF MANAGEMENT

- (a) The Board of Management shall meet whenever necessary for the conduct of the business and affairs of the Association. Provided however that a meeting of the Board shall be held at least once in each month.
- (b) Subject to the constitution the Board of Management shall have power to adjourn and otherwise regulate its meetings as it deems fit.
- (c) The quorum for any meeting of the Board of Management shall be five voting members. If a quorum is not present for a Board of Management meeting within half an hour of the appointed time of the meeting it shall be adjourned for not more than fourteen days to a date to be fixed by the Secretary. Not less than three days notice of time and place of the adjourned meeting shall be given to all members of the Board of Management.
- (d) The Chairperson shall have a deliberative as well as a casting vote.
- (e)
 - (i) The Board of Management shall have power to delegate any of its powers to a sub-committee or special officers to deal with any particular matter or matters, and upon such terms as the Board of Management may think fit. The Chairperson and Secretary shall be ex-officio members of all sub-committees.
 - (ii) Sub-committees shall:-
 - (1) Elect their own chairperson from one of their members, and shall keep minutes and records of their proceedings and deliver them to the Board of Management if called upon.
 - (2) Exist until such time as the Board of Management determines.
 - (iii) Members of all such committees must be financial members of the Association.
- (f) Subject to the provisions of Clause 15 hereof the Board shall determine the time and place of each Annual General Meeting and any Extraordinary General Meeting of the Association.
- (g) At least twenty one days before the Annual General Meeting or any Extraordinary General Meeting of the Association Public Notice of such meeting shall be given by the Secretary and the Agenda shall be stated on the notice of

such meeting.

- (h) All acts or decisions done or made by any meeting of the Board of Management or any member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of the Board, be as valid and effective as if they had all been properly appointed unless it is proved that the appointment was made in fraud or bad faith.
- (i) The Board of Management shall represent the Association in affairs external to the Association and shall deal with such affairs as it deems fit.
- (j) The Board of Management shall develop and advance the interests of the Association generally as it deems fit or as directed by the Annual General Meeting of the Association and generally ensure that the business and affairs of the Association are conducted in accordance with this Constitution and the desired policy of the Annual General Meeting of the Association.

19 OFFICERS

The election of officer bears shall take place at the Annual General Meeting of the Association. Each office bearer shall subject to termination of office by resignation or otherwise hold office until his or her successor is appointed at the expiration of his or her term of office.

(a) The Chairperson

The Chairperson shall be a duly elected member of the Board of Management and shall be the Chairperson of all meetings of the Board and also of the Annual General Meeting or any Extraordinary General Meeting of the Association. The Chairperson shall sign Minutes of such meetings as being a true and correct record and shall be signatory to the Associations banking account.

- (b) The Vice Chairperson shall be a duly elected member of the Board of Management and shall execute the duties of the Chairperson in his or her absence.

(c) The Secretary

The Station Manager, as delegated member of the Board, shall be eligible for election as Secretary.

The Secretary shall attend to the correspondence at the direction of the Board and shall execute the ordinary administrative decisions of the Board. The Secretary shall take and keep in an orderly manner the Minutes of all meetings of the Board and all General Meetings of the Association.

(d) The Treasurer

The Treasurer shall keep the Associations accounts and present a financial statement at every meeting of the Board and Annual General Meeting of the Association. The Treasurer shall make the books and records available for inspection to any member in the presence of any Board member. The Treasurer shall pay the Associations debts by cheque only after the accounts for such debts have been passed for payment by the Board. At the end of each financial year the Treasurer shall have the Associations books and records audited by the appointed auditor.

(e) The Board is to consist of an additional five members & the station manager.

20 NOTICE OF BOARD MINUTES

Each member of the Board of Management shall be given at least three clear days notice of each intended Board Meeting provided that when the meetings are held on a regular basis such notice of meeting may be varied.

21 BANKING

- (a) The Board of Management shall open a banking account or accounts in the name of the Association into which all monies received shall be paid.
- (b) All cheques drawn on such accounts and all draft bills of exchange, promissory notes and other negotiable papers for and on behalf of the Association shall be signed by two persons authorised by the Board to do so.

22 CUSTODY OF BOOKS AND DOCUMENTS

All books and accounts, securities, documents and papers of the Association shall be kept at the registered office of the Association in such manner and with such provision for their security as the Board shall direct.

23 EXTRAORDINARY GENERAL MEETING

- (a) The Secretary shall call an Extraordinary General Meeting of the Association whenever so directed by the Board or upon receipt of a request in writing from at least twenty individual or group members of the Association and such a request shall contain the reason for such meeting.
- (b) The Board of Management on passing a resolution to call such Extraordinary General Meeting shall state in such resolution specifically the reason for such meeting and shall give notice of any motion desired to be put at such Extraordinary General Meeting.
- (c) An Extraordinary General Meeting called pursuant to a request from members as aforesaid shall be held within 21 days of the date on which the Secretary receives such written request and the only business conducted at such Extraordinary General Meeting shall be that given as the reason for the calling of the Extraordinary General Meeting.
- (d) Thirty five percent from the current financial membership or twenty members, which ever is the lesser, will constitute a quorum. For the purpose of this sub-clause each delegated representative shall be deemed to be a member.

24 NOTHING herein contained shall prevent the payment in good faith

- (a) of remuneration to any officer or servant of the Association nor
- (b) to any member of reasonable and proper rent for premises let by such member nor
- (c) to any member of an honorarium.

25 IN the event of a situation arising which is not provided for in these rules the Association in General Meeting shall have the power to decide what action shall be taken or procedure adopted.

26 AMENDMENTS

Subject to those matters herein specifically provided for this Constitution may be amended by resolution passed by a majority of not less than three quarters of members present and voting at any General Meeting of the Association, provided that details of the proposed amendments are available in writing from the registered office of the Association at least twenty one days prior to the meeting.

27 RULES OF THE ASSOCIATION

Rules of the Association other than those referred to in this Constitution may be amended, repealed or added to by a simple majority of the Board and may be recommended by any General Meeting of the Association.

28 WINDING UP THE ASSOCIATION

Subject to the applicable incorporated associations laws and any other applicable law, and any court order, any surplus assets that remain after the association is wound up:

- (a) A resolution to wind up the Association shall not be valid unless passed by a majority of not less than three quarters of the membership present at a duly convened General Meeting of the Association.
- (b) No individual or group member by virtue of membership in the Association shall have or be entitled to any funds, property or assets of the Association.
- (c) In the event of the Association being wound up pursuant to a resolution so to do the whole of its funds, property or assets shall be transferred to such other charity or charities associations or organizations having similar objectives as this Association as the Association in General Meeting shall determine.

The decision as to the charity or charities to be given the surplus assets under this clause 28 must be made by the board. If the management committee does not make the decision, the decision must be made by resolution of the members. If the members do not make this decision, the company may apply to the Supreme Court in the state of South Australia to make this decision.