

# Constitution of Tribe FM Incorporated

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Dated 13 October 2018

(Accepted at the Tribe FM SGM 1pm 13-10-2018)

This constitution is made available to all members of the association in electronic form in our obligation to meet the requirements of the Associations Act in being an open and transparent community based organisation.

The placement of the constitution on the association's website exceeds the acts requirement, and will also demonstrate to the community of the association's ability to be an open and transparent community based organisation.

Tribe FM Incorporated is a Not For Profit Organisation run by Volunteers.

We intend to meet the requirements of the Associations Act and the Community Broadcast Association of Australia Code of Practice document, an in doing so the Australian Media and Communication Authority licencing requirements.

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# Objects of Tribe FM Incorporated

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## NAME OF THE ASSOCIATION

The name of the Association shall be TRIBE FM INCORPORATED.

## OBJECTS OF THE ASSOCIATION

- 1.** To apply for and to hold a community broadcasting licence and any other telecommunications licences.
- 2.** To establish and to operate a community broadcasting station and to erect, furnish and equip audio studios and production facilities of broadcast standard for use by the community.
- 3.** To operate the association as a not for profit community institution and to undertake all measures necessary to provide a radio broadcasting service to encourage, enable and facilitate communication within the community by operating and developing community media activities serving the Onkaparinga Area in particular:
  - a.** to enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities.
  - b.** to promote the work of Australian musicians and performers and regularly play throughout the day, new material and music of upcoming Australian bands and performers or those not recorded or distributed by major record companies and to this end to provide broadcasting and recording facilities to encourage Australian music talent.
  - c.** to exceed at all times the minimum Australian content provisions outlined in the Community Broadcasting Code of Practice.
  - d.** to provide the opportunity for community groups and related associations, organisations and individuals to be involved in the production and presentation of original programs.

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- 4.** In accordance with the previous point, and as the Association determines, to provide programming of a type not adequately covered by existing broadcasters, and in particular :

  - a.** to encourage and develop uses of radio for community and public affairs, education, culture, information, entertainment and recreation by, for and directed to the local community including the handicapped, parents, teachers, and children, etc.
  - b.** to become a “town crier” of cultural and community information by compiling community resource data and information with respect to local activities, events and developments affecting the community,
  - c.** to promote and encourage innovative and experimental uses of radio,
  - d.** to commission musical, dramatic and literary works for use relating to the objects of the Association.
- 5.** To teach, train, instruct, prepare and assist members to produce material for transmission and to provide facilities for members to learn and practise the technical and aesthetic aspects of radio broadcasting and production.
- 6.** To foster the development and ideals of community broadcasting in such ways as the Association may determine, and to become a member of the Community Broadcasting Association of Australia and to subscribe to the Community Broadcasting Code of Practice, and in particular:

  - a.** to seek all possible participation of members in all aspects of the Association including management, operations, programming and program production.
  - b.** to actively discourage the broadcast of material which is sexist or racist.
- 7.** To foster a culture such that members shall at all times, consider a person’s individual merit and standing over and above other characteristics, such as age, gender, race, religious belief, sexual preference, cultural or ethnic background.
- 8.** To encourage participation in board and sub-committee structures that enable equal representation of the community area in such areas of age, gender, race, religious belief, sexual preference, cultural or ethnic background.

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- 9.** To conduct, either solely or jointly with others, entertainments, promotions, concerts, cultural activities, meetings, conferences, community information resource centres, lectures, seminars, courses, on matters of interest relating to the objects of the Association, (and to broadcast the same as are relevant) and to publish either solely or jointly with others, program and other material relating to the objects of the Association.
- 10.** To carry out research into radio and other media including all technical, economic, social and marketing aspects specifically related to the use of these means towards the objects of the Association.
- 11.** To produce either solely or jointly with others publications and other products for sale, loan, or hire including recorded programs suitable for dissemination through access arrangements with other community broadcasters and programmers and other outlets.
- 12.** To inform members and other interested individuals about the aims and operations of the Association, about community broadcasting, Australian and alternative music, and about the aims and activities of participating groups and individuals, through station programming and the establishment of a newsletter or programming guide.
- 13.** To support and to co-operate with any kindred body.
- 14.** To appoint, employ, remove or suspend staff as may be necessary or convenient for the purposes of the Association.
- 15.** To do or cease to do from time to time any other such things as may be determined to be in keeping with the general aims of the association.

# Rules of Tribe FM Incorporated

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## PART I- PRELIMINARY

### 1. DEFINITIONS

(1) In these rules:

“ordinary member” means a member of the Board who is not an office-bearer of the association, as referred to in rule 16 (2);

“secretary” means:

- (a) the person holding office under these rules as secretary of the association; or
- (b) if no such person holds that office - the public officer of the association;

“special general meeting” means a general meeting of the association other than an annual general meeting:

“the Act” means the Associations Incorporation Act;

“the Regulation” means the Associations Incorporation Regulation.

(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, if the function is a duty, a reference to the performance of the duty.

# Rules of Tribe FM Incorporated

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## PART II- MEMBERSHIP

### 2. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the association if, but only if:

- (a) the person has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- (b) the person has
  - (i.) applied for membership of the association as provided by rule 3; and
  - (ii.) has been approved for membership of the association by the Board of the association.

### 3. APPLICATION FOR MEMBERSHIP

- (1) An application for membership of the association
  - (a) shall be made by the applicant in writing or electronic form with the information as set out in the form in appendix 1 to these rules; and
  - (b) shall be lodged with the secretary of the association, accompanied by the required membership fee.
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the Board which shall determine whether to approve or reject the application. An application 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



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- (v.) there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the association.
- (3) Where the Board resolves -
  - (a) to approve an application for membership, the secretary shall, as soon as practicable after that resolution, notify the applicant of that approval.
  - (b) to reject an application for membership, the applicant shall have the right of reply and appeal under rule 13(1) and 14. 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 clause 13(1), confirms the resolution in accordance with this rule.
- (4) The secretary shall -
  - (a) upon resolution of the Board to approve an application on confirmation of payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause; or
  - (b) upon resolution of the Board to reject an application being overturned on reply or appeal and confirmation of payment of the required membership fee by the applicant, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.
  - (c) upon resolution of the Board to reject an application refund any monies paid in the same form and amount as the payment was initially made.

#### 4. CONFLICT OF INTEREST

- (1) A member as soon as aware must inform the secretary of a conflict of interest, including and not limited to:
  - (a) becoming an employee of a commercial media outlet; or
  - (b) becoming an employee of a public media outlet; or
  - (c) becoming a member of a community radio station with a service area that overlaps the associations own service area.

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- (2) The Secretary will within 7 days notify the Board.
- (3) A conflict of interest may restrict the person's ability to hold a Board or sub-committee position.
- (4) A conflict of interest may restrict voting of that person or their proxy during motions where the conflict of interest is apparent during Special General Meetings and Annual General Meetings.

### **5. CESSATION OF MEMBERSHIP**

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

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the association.
- (d) fails to pay the membership renewal fee by the 30<sup>th</sup> August of the calendar year that it is due.

### **6. 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 on cessation of the person's membership.

### **7. RESIGNATION OF MEMBERSHIP**

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary electronic or written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member
- (3) If a member of the association ceases to be a member under clause 7(2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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## 8. REGISTER OF MEMBERS

- (1) The secretary of the association must establish and maintain an electronic and written register of members of the association specifying the name, and residential address, and email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

## 9. FEES AND SUBSCRIPTIONS

- (1) A member of the association must pay to the association an annual membership fee as determined by the fee schedule as decided and voted on by the members at an AGM or SGM:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year; or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
  - (c) the membership joining fee in the first year of joining is calculated as a monthly prorata of 1/12<sup>th</sup> of the fee for each calendar month prior to the 30<sup>th</sup> June from the application date.

## 10. MEMBERS' LIABILITIES

The liability of a member of the association 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 9.

## 11. RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be handled according to the constitution and the Community Radio Broadcasting Codes of Practice.

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## 12. DISCIPLINING OF MEMBERS

- (1) A complaint may be made by any member of the association that some other member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the Board:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must 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) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Board may, by resolution, expel the member from the association or 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.

## 13. RIGHT OF REPLY OF REJECTED APPLICANT OR DISCIPLINED MEMBER

- (1) Where the Board passes a resolution under rule 3(3)(b) or rule 12(3), the secretary shall, as soon as practicable, cause a notice either electronically or 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 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 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 may do either or both of the following:
    - (i.) attend and speak at that meeting;

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- (ii.) submit to the Board at or prior to the date of that meeting electronic or written representations relating to the resolution.
- (2) At a meeting of the Board held as referred to in clause (1) 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 electronic or 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 (2), the secretary shall, within 7 days after that confirmation, by notice in electronic form or 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 14.
- (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 rule 14(4), whichever is the later.

### **14. 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 12, within 7 days after notice of the resolution is served on the rejected applicant or member, by lodging with the secretary a notice to that effect.

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- (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 (1), the secretary must notify the Board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (c):
  - (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, electronically or in writing, or both, either or all; 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.

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## PART III- THE BOARD

### 15. POWERS OF THE BOARD

The Board of management is to be called the Board of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association; and
- (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 a general meeting of members of the association; 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; and
- (d) shall appoint a Public Officer as required by the Act; and
- (e) the Board shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

### 16. CONSTITUTION AND MEMBERSHIP

- (1) Subject in the case of the first members of the Board to section 21 of the Act, the Board is to consist of:
  - (a) the office-bearers of the association; and
  - (b) four ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 17.
- (2) The office-bearers of the association are to be:
  - (a) the chairperson;
  - (b) the vice-chairperson;
  - (c) the treasurer; and
  - (d) the secretary.
- (3) Each member of the Board is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

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- (4) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the annual general meeting next following the date of the appointment.

### 17. ELECTION OF MEMBERS

- (1) Nominations and consent of candidates for election as members of the Board:
- (a) must be made in electronically or in writing with the information as set out in the form in appendix 3 to these rules, signed by 1 member of the association to these rules; and
  - (b) must be delivered to the nominated returning officer of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
  - (c) nominee consent must be delivered either in writing on the form with the information as set out in the form in appendix 3 to these rules, or separately by electronic form from the nominee to the nominated returning officer.
- (2) Except as provided by item (3), a member who has served as a board member in any capacity for more than five successive years shall not be eligible to stand for election to the Board. A member who is disqualified from eligibility for election to the Board by this rule shall be eligible for election after one year.
- (3) If at an Annual General Meeting there are insufficient nominations to fill all vacant positions on the Board, the meeting may, at its sole discretion, decide to allow a Member who, by virtue of item (2), would not be eligible for election to the Board to be so elected for one further term. Nothing in this rule should be construed to imply that any Member may serve on the Board (in whatever capacity) for more than four consecutive terms.



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- (4) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected a ballot is to be held to determine the two year office period holders.
- (5) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, a ballot is to be held to determine the two year office period holders.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (8) The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (9) The Board 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 half of the five members elected shall hold office for two years and the remainder shall hold office for one year.
- (10) The new members of the Board will meet within 48 hours to vote and determine the which members will hold the office-bearer positions, and notify the members within a further 48 hours.

### 18. SECRETARY

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary lodge notice with the association of his or her address.
- (2) The secretary of the association must, within 7 days of the election after being appointed notify the following bodies of the change of offices and change of contact details of each Board member.
  - a. The Australian Communication and Media Authority (ACMA)
  - b. Consumer and Business Services (CBS SA)
  - c. The Australian Charities and Not for Profits Commission (ACNC)

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- d. The Community Broadcast Association of Australia (CBAA)
  - e. The South Australian Community Broadcasters Association (SACBA)
  - f. The City of Onkaparinga
- (3) It is the duty of the secretary to keep minutes of:
- (1) all appointments of office-bearers and members of the Board;
  - (2) the names of members of the Board present at a Board meeting or a general meeting; and
  - (3) all proceedings at Board meetings and general meetings.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5) That the ratified Minutes of the Tribe FM Incorporated Association of Tribe FM Board meetings be emailed to all members, using the email address they have registered on membership form, as soon as possible following any given Board meeting

### 19. TREASURER

- It is the duty of the treasurer of the association to ensure:
- (1) that all money due to the association is collected and received and that all payments authorised by the association are made; and
  - (2) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
  - (3) The treasurer of the association must, within 48 hours of a change of officers notify the bank of any changes to the signatories of the associations bank accounts.

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## 20. CASUAL VACANCIES

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

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice delivered electronically or in writing to the secretary; or
- (e) is removed from office under rule 21; or
- (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 6 months.
- (h) fails to maintain and provide a current valid National Police Certificate or DCSI Screening Check or equivalent within 45 days of the Association AGM.

## 21. REMOVAL OF MEMBER

- (1) The association in general meeting may by resolution remove any member of the Board from the office of member 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 member of the Board to whom a proposed resolution referred to in clause (1) relates makes representations delivered electronically or in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

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## 22. MEETINGS AND QUORUM

- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the chairperson or by any member of the Board.
- (3) Electronic, or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on 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) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
  - (a) the chairperson or, in the chairperson's absence, the vice-chairperson is to preside; or
  - (b) if the chairperson and the vice-chairperson are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

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### **23.APPOINTMENT OF ASSOCIATION MEMBERS AS BOARD MEMBERS TO CONSTITUTE QUORUM**

- (1) If at any time the number of permanent Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of members of the association as Board members to enable the quorum to be constituted.
- (2) The appointment(s) are to be communicated to all members either electronically or in writing within 7 days.
- (3) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (4) This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

### **24.DELEGATION BY BOARD TO SUB- COMMITTEE**

- (1) The Board may, by instrument in electronic form, or in writing, delegate to one or more sub- committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (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 section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Board may continue to exercise any function delegated.

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- (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 electronic form or, in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

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## 25. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to 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 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 rule 22 (5), 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 despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## 26. USE OF TECHNOLOGY AT BOARD MEETINGS

- (1) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- (2) A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

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## PART IV - GENERAL MEETINGS

### 27. ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must 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 6 months after the expiration of the first financial year of the association.

### 28. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the association is, subject to the Act and to rule 26, to 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 is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of the association during the last preceding financial year;
  - (c) to elect office-bearers of the association and ordinary members of the Board;
  - (d) to receive and consider a statement which is not misleading and which gives a true and fair view of the following:
    - (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,



## Rules of Tribe FM Incorporated

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- (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 must be specified as such in the notice convening it.

### **29. SPECIAL GENERAL MEETINGS - CALLING OF**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board must, on the requisition in writing of at least 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:
  - (1) must state the purpose or purposes of the meeting; and
  - (2) must be signed by the members making the requisition; and
  - (3) must be lodged with the secretary; and
  - (4) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

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## 30. NOTICE

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's 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) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, 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 clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27 (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 must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 31. PROCEDURE

- (1) No item of business is to 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) Twenty members or thirty five percent whichever is the lesser 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:

## Rules of Tribe FM Incorporated

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- (a) if convened on the requisition of members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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 at least 3) is to constitute a quorum.

### 32. PRESIDING MEMBER

- (1) The chairperson or, in the chairperson's absence, the vice-chairperson, is to preside as chairperson at each general meeting of the association.
- (2) If the chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### 33. ADJOURNMENT

- (1) The meeting 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give electronic, or written 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.

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## 34. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the association is to 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 meeting chairperson 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 minute book 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 meeting chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the meeting chairperson of the meeting or to the question of an adjournment;
  - (b) or in any other case, in such manner and at such time before the close of the meeting as the meeting chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 35. SPECIAL RESOLUTION

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.

## 36. VOTING

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

## **Rules of Tribe FM Incorporated**

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- (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) No member may hold more than 1 proxy vote.

### **37.APPOINTMENT OF PROXIES**

- 1) Each member is to 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 is to be in writing or electronic form with the information as set out in the form in Appendix 2 to these rules.

# Rules of Tribe FM Incorporated

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## PART V MISCELLANEOUS

### 38.INSURANCE

- (1)The association must effect and maintain insurance as required under the Act.
- (2)In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

### 39.FUNDS - SOURCE

- (1) The funds of the association are to be derived from membership fees, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 40.FUNDS - MANAGEMENT

- (1)The Association shall keep such bank accounts and accounting records as are necessary to record accurately and explain correctly the financial transactions and financial position of the Association and the Board shall cause these accounts to be audited annually as required by the Act.
- (2)Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.
- (3)All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or electronically authorised by any 2 members of the Board or employees of the association, being members or employees authorised to do so by the Board.

# Rules of Tribe FM Incorporated

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## 41. PUBLIC FUND

- (1) The Association shall establish an account under the title 'Tribe FM Public Fund' for the purpose of seeking and receiving donations from members of the public.
- (2) The 'Tribe FM Public Fund' is to be administered by the Board or nominees thereof. Donations to the Public Fund may only be used to further the objects and purposes of the Association.

## 42. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

## 43. CUSTODY OF BOOKS

Except as otherwise provided by these rules, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

## 44. INSPECTION OF BOOKS

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

## 45. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally or by sending it by email to the members provided email address shown in the register of members, or post to the member at the member's address shown in the register of members.
- (2) If a document is sent to a person by properly addressing, electronically sending, pre-paying and posting to the person a letter or email containing the document, the document is, unless the contrary is proved, taken 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.

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## 46. WINDING UP

(1) The association shall be wound up if a special resolution to that effect is carried by a vote of a three-quarter majority (75%) of the financial members present at a special or general meeting convened to consider the resolution.

## 47. DISTRIBUTION OF SURPLUS ASSETS

(1) If the association is to be wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), and there remains surplus of the following assets after satisfaction of all its debts and liabilities, the same shall not be paid to or distributed among the members or the association, but shall be transferred to an institution having objects similar to the objects of the association, which is charitable at law to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions.

(2) A suitable institution will be determined by the members of the association with first consideration to peak community radio bodies, such as and not limited to, the South Australian Community Broadcasters Association Incorporated (SACBA) with regard to equipment, and the Community Broadcast Association of Australia Limited (CBAA), Community Broadcasting Foundation Limited (CBF) with regard to donated funds, and other local community bodies for those items which are not gained under DGR status.



## Rules of Tribe FM Incorporated

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(3) For the purposes of the rules for the distribution of assets the institution or institutions to which surplus assets shall be distributed and the amounts to be distributed to each such institution or institutions shall be determined by Special Resolution at a Meeting the Association

### **48. NON PROFIT**

(1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any present or past Member of the Association. Nothing in this Rule shall prevent the reimbursement of expenses incurred with the authority of and on behalf of the Association.

# Rules of Tribe FM Incorporated

## APPENDIX 1

(Rule 3 (1))

### APPLICATION FOR MEMBERSHIP OF ASSOCIATION

I, \_\_\_\_\_ (full name of applicant)  
of \_\_\_\_\_ (address)  
of \_\_\_\_\_ (email address)

hereby apply to become a member of the above named incorporated association.

In the event of my admission as a member I agree to be bound by the rules of the association for the time being in force.

Signature of applicant \_\_\_\_\_ Date \_\_\_\_\_

## APPENDIX 2

### FORM OF APPOINTMENT OF PROXY

I, \_\_\_\_\_ (full name)  
of \_\_\_\_\_ (address)  
of \_\_\_\_\_ (email address)  
being a member of \_\_\_\_\_ Tribe FM Inc \_\_\_\_\_ (name of association)  
hereby appoint \_\_\_\_\_ (full name of proxy)  
of \_\_\_\_\_ (address)

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

Signature of member appointing proxy \_\_\_\_\_ Date \_\_\_\_\_

NOTE: A proxy vote may not be given to a person who is not a member of the association.

# Rules of Tribe FM Incorporated

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## APPENDIX 3

### NOMINATION OF BOARD MEMBERS

I, \_\_\_\_\_ (full name nominator)

of \_\_\_\_\_ (address)

of \_\_\_\_\_ (email address)

being a member of \_\_\_\_\_ Tribe FM Inc \_\_\_\_\_ (name of association)

hereby nominate \_\_\_\_\_ (full name of nominee)

of \_\_\_\_\_ (address)

for the position of \_\_\_\_\_ (position)

being a member of that incorporated association, nominate the following member to be elected to the Board of Management at the Annual General Meeting held on the \_\_\_\_\_ day of 20\_\_\_\_ and at any adjournment of that meeting.

Signature of member nominating \_\_\_\_\_

Date \_\_\_\_\_