



# Lofty Community Media Inc.

Constitution

Version 1.4\*

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## Contents

1. Name of the Association .....	3
2. Definitions.....	3
3. Objects of the Association.....	3
4. Not for profit.....	5
5. Powers of the Association .....	5
6. The Association aims to reflect, without bias, public viewpoints relevant to our community	5
7. Oppressive or prejudicial conduct.....	5
Part B   Rules of the Association .....	5
8. Rules .....	5
9. The Constitution.....	5
10. Amendments to the Constitution.....	6
11. Constitution lifespan .....	6
12. Policy Documents.....	7
13. Amendments to policy documents .....	7
14. Disclosure.....	7
Part C   Membership.....	8
15. Membership qualifications .....	8
16. Application for membership .....	8
17. Cessation of membership.....	9
18. Membership entitlements not transferable.....	9
19. Resignation of membership .....	9
20. Register of members.....	10
21. Fees and subscriptions .....	10
Part D   Governance.....	10
22. Board .....	10
23. Powers of the Board .....	10
24. Presumption of validity .....	11
25. Board Structure.....	11
26. Election of Board Members .....	12
27. Secretary.....	12
28. Treasurer.....	12
29. Casual vacancies .....	13
30. Disclosure and conflicts of interest .....	13
31. Removal of Board member .....	14
32. Board meetings and quorum .....	14
33. Subcommittees .....	15
34. Voting and decisions made by Board and/or Subcommittee .....	15
35. Board meeting minutes.....	16
Part E   General Meetings .....	16

36. Types of General Meeting .....	16
37. Procedure .....	16
38. Presiding member .....	17
39. Adjournment.....	17
40. Making of decisions .....	17
41. Special resolutions .....	18
42. Voting: Only Members are eligible to vote.....	18
43. General Meeting minutes .....	19
44. Ordinary General Meetings.....	19
45. Annual General Meetings.....	19
46. Special General Meeting .....	19
Part F   Dispute Resolution and complaints handling.....	20
47. Internal complaints .....	20
48. Disciplinary action .....	21
49. Suspension of membership.....	21
50. Expulsion of a member .....	21
51. External complaints.....	21
52. Natural justice.....	22
Part G   Financial and risk management .....	22
53. Liability.....	22
54. Funding sources and application.....	22
55. Insurances.....	23
56. Banking .....	23
57. Payments .....	23
58. Purchases.....	24
59. Appointment of auditor .....	24
60. Asset register .....	25
61. Employment.....	25
62. Use of the Common Seal.....	25
63. Service of notices .....	25
64. Dissolution of the Association .....	25

**1. Name of the Association**

The name of the Association is Lofty Community Media Incorporated ('the Association').

**2. Definitions**

'Board' means the committee of management of the Association.

'First Board' means the Board formed as the committee of management of the Association from the date of incorporation until the first Annual General Meeting.

'Subcommittee' means a committee of management that has delegation assigned to it by the Board to manage a specific function of the Association.

'General Meeting' means a General Meeting of members of the Association convened in accordance with these Rules.

'CBAA' means Community Broadcasting Association of Australia.

'SACBA' means South Australian Community Broadcasting Association.

'Multi-channel' means content distribution over multiple forms of media, including but not limited to broadcast radio, online streaming, podcasting and social media.

'Member' means a member of the Association.

'Natural person' means an individual person.

'The Commission' means the Corporate Affairs Commission (South Australia), and/or its' successors.

'The Act' means the Associations Incorporation Act 1985 (SA).

'The Broadcast Act' means the Broadcast Services Act 1992 (Cth).

'Special resolution' means a special resolution defined in the Act.

'The Code' means the Community Radio Broadcasting Codes of Practice (2008).

'Financial Year' means any year commencing 1 July in one calendar year, and ending 30 June in the next calendar year.

'Month' means a calendar month.

**3. Objects of the Association**

- a. To build and maintain an independent, not-for-profit multi-channel media asset for the benefit of the Adelaide Hills community.
- b. To use a selection of established and emerging technologies to distribute relevant and engaging content to the residents of the Adelaide Hills, including but not limited to the establishment and ongoing operation of a community broadcasting licence and/or any other relevant telecommunications licences.
- c. To be fully compliant with the Code in order to maintain a general community broadcasting licence.

- d. to undertake all measures necessary to provide a multi-channel media outlet to encourage, enable and facilitate communication within the community by operating and developing community media activities serving the Adelaide Hills and in particular:
  - i. to enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities;
  - ii. 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; and
  - iii. to exceed at all times the minimum Australian content provisions outlined in the Code.
- e. To provide the opportunity for community members to be involved in the production and presentation of original programs.
- f. As per Rule 3(e), the Association is to actively encourage and foster the creation of content within the Adelaide Hills community, and in particular:
  - i. to encourage and develop uses of radio (both broadcast and online) for community and public affairs, education, culture, information, entertainment and recreation by, for and directed to the local community;
  - ii. 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;
  - iii. to promote and encourage innovative and experimental uses of a multi-channel media outlet; and
  - iv. to commission musical, dramatic and literary works for use relating to the objects of the Association.
- g. To teach, train, instruct, prepare, develop and assist members to produce material for transmission and to provide facilities for members to learn and practice the technical and aesthetic aspects of audio production, radio broadcasting, online streaming, podcasting, social media and/or any other technologies adopted by the Association within the scope of a multi-channel content distribution model.
- h. To foster the development and ideals of community broadcasting in such ways as the Association may determine, and to maintain membership of the CBAA, SACBA and/or any other bodies designed to support and advance the cause of community broadcasting.
- i. To adopt the Code, and to actively ensure that the requirements of the Code are upheld, met and/or exceeded as appropriate, and in particular:
  - i. to seek all possible participation of members in all aspects of the Association including management, operations, programming and program production; and
  - ii. to actively discourage the distribution of material which is sexist, racist, politically biased, sectarian or otherwise has potential to vilify or infringe on the rights of an individual.
- j. To actively seek out content sharing opportunities with other likeminded Associations.
- k. To actively support, collaborate with or otherwise provide assistance to other likeminded Associations, free of charge or obligation.
- l. 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.

m. 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.

**4. Not for profit**

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association. Section 55 of the Act provides a prohibition against securing profits for members.

**5. Powers of the Association**

The Association shall have all the powers conferred by Section 25 of the Act and may do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

**6. The Association aims to reflect, without bias, public viewpoints relevant to our community**

- a. The Association is **not affiliated to** any political party, lobby group or other such organization any way, shape or form.
- b. The Association is **not affiliated to** any church, congregation, religious lobby group or other such organization in any way, shape or form.
- c. An application for membership to the Association shall not be influenced by a potential member's own political and/or religious beliefs.

**7. Oppressive or prejudicial conduct**

Pursuant to Section 61 of the Act, neither the Association nor the Board may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a member or members, or in a manner that is contrary to the interests of the members as a whole.

## **Part B | Rules of the Association**

**8. Rules**

- a. For the purposes of the Act, the Constitution shall be deemed to be the Rules of the Association.
- b. Members shall be bound by the Rules.
- c. A copy of the current version of the Rules shall be made freely available to members or potential members pursuant to Rule 14.

**9. The Constitution**

- a. Nothing in this constitution shall affect the force or validity of any act or thing done by the Association, the Board, any Subcommittee of the Association or any Member prior to any amended constitution commencing.
- b. Any question which may arise as to the interpretation or effect of this constitution or of any Association Rules, including but not limited to policy documents made pursuant

thereto may be determined by the Board and any such determination is to be final and binding upon the members.

- c. If any provision of the constitution is found to be contrary to or inconsistent with the Act (as amended) or any other applicable Act, regulation or law then this constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.
- d. If any circumstances shall arise where this constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any General Meeting, have power to determine what action may be taken to best give effect to the objects of the Association and ensure its efficient administration; and every act of the Board bona fide resolve upon pursuant to this Rule shall be valid and effectual as if specifically authorised herein.

## **10. Amendments to the Constitution**

- a. This constitution may be repealed or amended by resolution of no fewer than seventy-five percent (75%) of voting members present and voting at a General Meeting of which not less than seven (7) days' written notice including notice of the proposed repeal or amendment has been distributed to all members.
- b. Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Board Meeting subject to subsequent disallowance at a General Meeting, provided that not less than seven (7) days' written notice including notice of the proposed new Rule, repeal or amendment has been distributed to all members
- c. These Rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes revision or replacement by substitute Rules.
- d. The alteration shall be registered with the Commissioner within thirty (30) days, or as otherwise required by the Act.
- e. The registered Rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

## **11. Constitution lifespan**

- a. This constitution shall be in force from the date of incorporation until the date of the first Annual General Meeting pursuant to Rule 45.
- b. At the first Annual General Meeting, the members shall either:
  - i. resolve to accept this Constitution as a permanent document, or
  - ii. vote on proposed amendments to this Constitution.
- c. Proposed amendments to this constitution are to be submitted in terms of Rule 10.
- d. Upon agreement by the members of the Association to the proposed Constitution, in either its current or amended version, the Association is to register the Constitution with the Commissioner within thirty (30) days of the resolution being passed, or as required by the Act, at which time the Constitution shall be deemed to be permanent

(notwithstanding any provisions for future amendments to the Constitution contained herein).

## **12. Policy Documents**

- a. Policy documents shall augment the Rules of the Association.
- b. Policy documents shall be made in forms including, but not limited to:
  - i. official Association documents titled "Policy Document";
  - ii. minutes from any General Meeting, Annual General Meeting, Special General Meeting, Board meeting or Subcommittee meeting where a policy has been created, amended or deleted; and/or
  - iii. email(s) from the Association stating that an Association policy has been created, amended or deleted.
- c. Where a policy has been created, amended or deleted, the Association is to update the relevant Policy Document as soon as practicable after said creation, amendment or deletion was adopted by the Association.

## **13. Amendments to policy documents**

- a. Pursuant to Rule 23(d), the Board may create, amend or delete policy documents as it sees fit, subject to:
  - i. said creation, amendment or deletion being subject to consideration at the next General Meeting after the proposed creation, amendment or deletion is drafted by the Board;
  - ii. all members have been given a copy of the proposed creation, amendment or deletion not less than seven (7) days prior to said meeting; and
  - iii. no fewer than seventy-five percent (75%) of members present at said meeting vote to adopt said creation, amendment or deletion.
- b. Should a proposed creation, amendment or deletion fail to pass at said meeting, the current version of said policy document (where applicable) is to remain in force.
- c. Should a proposed creation, amendment or deletion be upheld at said meeting, the new version of said policy document is to take effect immediately, with said policy document to be added to the Policy Document register no later than seven (7) days after said meeting.
- d. Every member shall receive a copy of the newly created or amended policy document in writing no later than seven (7) days after said meeting.

## **14. Disclosure**

- a. The Constitution and current policy documents shall be made freely available to any potential member upon their initial expression of interest in joining the Association, or as soon as practicable thereafter.
- b. The Constitution and current policy documents 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.
- c. If a member has a conflict of interest on any issue relevant to the Association, the member must make full and frank disclosure of it. Failure to make full and frank



disclosure of a conflict of interest will result in immediate cancellation of the member's membership.

## Part C | Membership

### 15. Membership qualifications

- a. A member must be a natural person.
- b. A person is qualified to be a member of the Association if, but only if:
  - i. the person has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
  - ii. the person has applied for membership of the Association as provided by Rule 16; and
  - iii. has been approved for membership of the Association by the Board of the Association or its delegate(s); and
  - iv. they provide upon request a a current suitable police clearance and/or working with children and vulnerable people check, including but not limited to a National Police Certificate and/or other screening checks as defined by the Government of South Australia Department of Human Services and/or its successors..

### 16. Application for membership

- a. An application for membership of the Association:
  - i. shall be made by the applicant in writing in the form set out by the Association;
  - ii. shall upon request by the Board of the Association be accompanied by a current National Police Certificate and/or equivalent document as defined in Section 15 b iv; and
  - iii. shall be lodged with the Secretary of the Association.
  - iv. As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Board or its delegate(s), which shall determine whether to approve or reject the application, noting that the Board of the Association has sole discretion in determining membership without any recourse to the applicant.
  - v. Considerations for rejection or acceptance of an application for membership, include but are not limited to the following:
    - a. Whether there are reasonable grounds to believe that the applicant would not abide by the Rules and objectives of the Association; or
    - b. If required by law; or
    - c. the applicant has been convicted of an indictable offence; or
    - d. the applicant is subject to a current court order or legal proceedings, either criminal or civil, that may prejudice their ability to participate in the Association; or
    - e. there are reasonable grounds to believe that the applicant would not abide by the Community Radio Broadcasting Codes of Practice; or

- f. there are reasonable grounds to believe that the applicant would pose a security risk and/or an existential threat to the Association, its members and/or its premises; or
- g. the applicant has been pre-assessed as posing a significant risk to the Association pursuant to Rules 16(b)(i), 16(b)(v) or 16 (b)(vi).
- vi. Where the Board resolves to approve an application for membership, the Secretary shall, as soon as practicable after that resolution, notify the applicant of that approval and request the applicant to pay the prescribed membership fee pursuant to Rule 21 within thirty (30) days after receipt by the applicant of the notification the sum payable under these Rules.
- vii. Pursuant to Rule 16b where the Board resolves to reject an application for membership, the applicant will be advised in writing by ordinary post or by email correspondence as soon as practical.

b) Membership is valid for 12 months and must be renewed annually pursuant to Section 16a

**17. Cessation of membership**

- a. A person ceases to be a member of the Association if the person:
  - i. dies;
  - ii. is expelled from the Association pursuant to Rule 50;
  - iii. resigns their membership;
  - iv. fails to renew their membership; or
  - v. fails to provide upon request by the Board of the Association an updated National Police Certificate and/or Working with Children and/or vulnerable people check as defined in Section 15 b iv within ninety (30) days of being requested to do so by the Association.

**18. Membership entitlements not transferable**

- a. A right, privilege or obligation which a person has by reason of being a member of the Association:
  - i. is not capable of being transferred or transmitted to another person; and
  - ii. terminates on cessation of the person's membership.

**19. Resignation of membership**

- a. A member of the Association may resign their membership by first giving at least fourteen (14) days' written notice to Association.
- b. Upon the expiration of the notice period, the member will cease to be a member of the Association.
- c. Any monies pre-paid to the Association, including not limited to membership fees and access fees
  - i. shall be refunded to the resigning member within thirty (30) days of their final day of membership, and
  - ii. said refund shall be prorated commensurate with the actual length of membership.
- d. Should the member resign without giving at least fourteen (14) days' written notice to the Association, the member

- i. shall forfeit any monies pre-paid to the Association as per Rule 19(c), and
  - ii. will be removed as a member of the Association as soon as practicable.
- e. If a member of the Association ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

**20. Register of members**

- a. 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 of the Association together with the date on which the person became a member and any other information in relation to said membership as required under the Act.
- b. 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.
- c. The register of members may not be copied, duplicated or otherwise distributed without the express consent of the Association.

**21. Fees and subscriptions**

- a. A member of the Association must pay to the Association a prescribed annual membership fee as determined by the Board:
  - i. except as provided by paragraph (b), before 1 July in each calendar year; or
  - ii. 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.
- b. Where a member has joined the Association in any month other than July in any calendar year, their first year's membership:
  - i. shall be prorated at one-twelfth (1/12<sup>th</sup>) of the annual membership fee, multiplied by the number of months remaining between the day the application for membership has been accepted and the last day of the financial year.
  - ii. Where the number of months remaining as calculated in terms of Rule 21(b.i) is not a whole number, the number of months remaining shall be rounded up to the next whole number for prorating purposes.
- c. The Association may discount a member's membership fee where a member is:
  - i. under 18 years of age; or
  - ii. a full-time student; or
  - iii. the holder of a Commonwealth Health Care card; or
  - iv. the holder of a Seniors Card.

## **Part D | Governance**

**22. Board**

The Association shall be governed by a committee of management of the Association, known as the Board, as defined in Rule 2.

**23. Powers of the Board**

Subject to the Act, the Code, any other applicable legislation, these Rules and to any resolution passed by the Association in General Meeting, Board has the power to:

- a. to control and manage the affairs of the Association;
- b. 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;
- c. the doing of all things and the making and performing of all contracts which in its judgment are necessary or proper for the purpose of carrying into effect the Objects;
- d. to formulate and implement policies, strategic plans, goals and objectives for the Association; and
- e. 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.

**24. Presumption of validity**

- a. Subject to Rule 23, all acts of and things done by the Board, or any member of the Board, for and on behalf of the Association and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any member thereof.

**25. Board Structure**

- a. The Board shall consist of:
  - i. the office-bearers of the Association; and
  - ii. not fewer than two (2) and not greater than four (4) ordinary members.
- b. Each Board member shall be elected for a two (2) year term at the Annual General Meeting of the Association in terms of Rule 26.
- c. The office-bearers of the Association shall be:
  - i. The Chair;
  - ii. The Vice-Chair;
  - iii. The Treasurer; and
  - iv. The Secretary.
- d. Each member of the Board is, subject to these Rules, to hold office until the conclusion of the second Annual General Meeting following the date of the member's election, but is eligible for re-election.
- e. At the Annual General Meeting held in even numbered years, the terms of the following Board positions shall expire:
  - i. The Chair;
  - ii. The Secretary; and
  - iii. Up to two (2) ordinary members.
- f. At the Annual General Meeting held in odd numbered years, the terms of the following Board positions shall expire:
  - i. The Vice-Chair;
  - ii. The Treasurer; and
  - iii. Up to two (2) ordinary members.
- g. 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.

- h. Each Board member must be a current member of the Association aged eighteen (18) years or older.

## **26. Election of Board Members**

- a. Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Board:
  - i. must be made in writing, endorsed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - ii. must be delivered to the Secretary of the Association at least seven (7) days prior to the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- b. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- c. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- d. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- e. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- f. 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.

## **27. Secretary**

- a. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of their address.
- b. It is the duty of the Secretary to keep minutes of:
  - i. appointments of office-bearers and members of the Board;
  - ii. the names of members of the Board present at a Board meeting or a General Meeting; and
  - iii. all proceedings at Board meetings and General Meetings.
- c. For the purposes of the Act, the Secretary assumes the role of the Association's Public Officer, unless otherwise determined by the Board.
- d. The Secretary must notify the Commission that they are the Association's Public Officer within thirty (30) days of being elected as Secretary, or within any other timeframe specified in the Act.

## **28. Treasurer**

- a. It is the duty of the Treasurer of the Association to ensure:
  - i. that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

- ii. 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.
- iii. Except as otherwise provided by these Rules, the Treasurer must keep in their custody or under their control all records, books and other documents relating to the Association.

**29. Casual vacancies**

- a. For the purpose of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:
  - i. Becomes deceased during their tenure; or
  - ii. Ceases to be member of the Association; or
  - iii. becomes an insolvent under administration within the meaning of the Corporations Law; or
  - iv. resigns office by notice in writing given to the Secretary; or
  - v. is removed from office under Rule 31; or
  - vi. becomes mentally incapacitated; or
  - vii. is convicted of an indictable offence; or
  - viii. is absent without the consent of the Board from three (3) or more Board meetings within one (1) calendar year; or
  - ix. requests leave of absence from the Board, which is subsequently approved.
- b. The term of a casual vacancy shall be:
  - i. where the vacancy was created due to an approved leave of absence or any such temporary vacancy, until the Board member that created said vacancy returns to their duties on the Board; or
  - ii. until the next Annual General Meeting (whichever occurs first).

**30. Disclosure and conflicts of interest**

- a. For the purposes of this Rule, a conflict of interest includes, but is not limited to a direct or indirect pecuniary interest in a contract or a proposed contract into which the Association may enter.
- b. A Board member must declare their interests, actual or potential, as soon as practicable after said conflict has arisen, but no later than the first general or Board meeting after which said conflict of interest has arisen.
- c. Should the Board be called upon to consider an item that may present a conflict of interest for a Board member, the Board member shall excuse themselves from consideration of said matter.
- d. Where a vote is called for in relation to an item that may present a conflict of interest for a Board member, the Board member shall excuse themselves from voting of said motion.
- e. The Secretary is to maintain a register of declared interests, which is to be updated as soon as practicable when a Board member's interest has arisen.
- f. Where a Board member has considered an item and/or voted on a motion that may present a conflict of interest, the Association reserves the right to take disciplinary action against said board member in terms of Rule 47.

**31. Removal of Board member**

- a. The Association in an Ordinary General Meeting or a Special General Meeting, by resolution, may 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.
- b. If a member of the Board to whom a proposed resolution referred to in Rule 31(a) relates makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Chair 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.
- c. A Board member may be removed due to:
  - i. a resolution passed at an Ordinary General Meeting or Special General Meeting where the Board member has lost a no-confidence motion; or
  - ii. actions that may bring the Association and/or the Community Broadcasting sector into disrepute; or
  - iii. Being subject to an irreconcilable conflict of interest; or
  - iv. Being in breach of the Association's Rules; or
  - v. Any other matter that is of significant concern to the Association and its members.
- d. The removal of a Board member may either be temporary or permanent, depending on the severity of the circumstances surrounding the removal of the Board member.
- e. A Board member that has been removed from their duties has the right to appeal their removal in terms of Rules 49 and 50.

**32. Board meetings and quorum**

- a. The Board shall meet no fewer than three (3) times in each period calendar year, at such place and time as the Board may determine.
- b. Additional meetings of the Board may be convened by the Chair or by any member of the Board.
- c. Written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least forty-eight (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.
- d. Notice of a meeting given under Rule 32 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.
- e. The greatest of three (3) members, or greater than sixty percent (60%) of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- f. No business is to be transacted by the Board unless a quorum is present and if, within thirty (30) minutes 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.

- g. If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting is to be dissolved.
- h. At a meeting of the Board:
  - i. the Chair or, in the Chair's absence, the Vice-Chair is to preside; or
  - ii. if the Chair and the Vice-Chair are absent, unwilling or otherwise unable 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.

### **33. Subcommittees**

- a. The Board may, by instrument in writing, delegate to one or more Subcommittees the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - i. this power of delegation; and
  - ii. a function which is a duty imposed on the Board by the Act or by any other law.
- b. Where the Board calls for a Subcommittee to be formed, a representative of the Board is to call for nominations from members to form the Subcommittee.
- c. A serving Board member shall not be eligible to join a Subcommittee, unless authorised by the Board to do so.
- d. 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.
- e. Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- f. Any act or thing done or suffered by a Subcommittee 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.
- g. The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- h. A Subcommittee may meet and adjourn as it thinks proper.

### **34. Voting and decisions made by Board and/or Subcommittee**

- a. Questions arising at a meeting of the Board or of any Subcommittee appointed by the Board are to be determined by a majority of the votes of members of the Board or Subcommittee present at the meeting.
- b. Each member present at a meeting of the Board or of any Subcommittee 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.
- c. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Subcommittee 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 Subcommittee.



**35. Board meeting minutes**

- a. Proper Minutes of all proceedings of meetings of the Board shall be kept in an appropriate readable format, including either hard copy or any relevant digital formats.
- b. The Minutes kept pursuant to this Rule must be confirmed by the members of the Board at a subsequent meeting.
- c. Where Minutes are entered, and confirmed they shall be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- d. The records of the Minutes are to be kept by the Secretary of the organisation and are available to members upon request.

## **Part E | General Meetings**

**36. Types of General Meeting**

- a. The Association may convene the following types of General Meeting:
  - i. Ordinary General Meeting;
  - ii. Annual General Meeting; and
  - iii. Special General Meeting.

**37. Procedure**

- a. Meeting procedures contained within Rules 37 through 43 inclusive are deemed to apply to all types of General Meeting, unless exclusions are otherwise specified in Rules 44 through 46, or otherwise specified in the Act.
- b. 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 twenty-one (21) days before the date fixed for the holding of the General Meeting, cause to be sent by regular post or email 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.
- c. 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 twenty-one (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 Rule 41 specifying, in addition to the matter required under Rule 41, the intention to propose the resolution as a special resolution.
- d. 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 45(b).
- e. A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Board, must include that business in the next notice calling a General Meeting given after receipt of the notice from the member, but no later than fourteen (14) days prior to the date fixed for the holding of the General Meeting.
- f. Where additional business has been proposed by a member pursuant to Rule 37(e), the Secretary, must provide an updated notice of meeting no later than seven (7) days prior to the date fixed for the holding of said meeting.

- g. 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.
- h. The greatest of five (5) members or 10 per cent (10%) of the total number of members 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.
- i. If within thirty (30) minutes after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
  - i. if convened on the requisition of members, is to be dissolved; and
  - ii. 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
  - iii. communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- j. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

**38. Presiding member**

- a. The Chair or, in the Chair's absence, the Vice-Chair, is to preside as Chairperson at each General Meeting of the Association.
- b. If the Chair and the Vice-Chair are absent, unwilling or are otherwise unable to act, the members present must elect one of their number to preside as Chairperson at the meeting.

**39. Adjournment**

- a. 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b. If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must 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.
- c. Except as provided in Rules 39(a) and 39(b), 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.

**40. Making of decisions**

- a. 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 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.

- b. At a General Meeting of the Association, a poll may be demanded by the Chairperson or by at least three (3) members present in person at the meeting.
- c. If a poll is demanded at a General Meeting, the poll must be taken:
  - i. immediately in the case of a secret ballot which relates to the election of the Chairperson of the meeting or to the question of an adjournment;
  - ii. or 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 is taken to be the resolution of the meeting on that matter.

**41. Special resolutions**

- a. 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 twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

**42. Voting: Only Members are eligible to vote**

- a. On any question arising at a General Meeting of the Association a member has one vote only, except where a vote is called for in relation to an item that may present a conflict of interest for a member.
- b. Where the member has a conflict of interest in relation to a proposed resolution or other agenda item, the member shall:
  - i. Inform the Secretary that a conflict of interest is present, therefore they will not be in a position to discuss or vote on said resolution or agenda item as soon as practicable after the agenda is distributed; or
  - ii. Should a member become aware of a conflict or potential conflict of interest during a meeting, the conflicted member is to declare their interest at the meeting.
- c. A member may not vote on a motion where a conflict of interest is present in relation to that particular motion, however may vote on other motions raised at the meeting that do not present a conflict of interest to said member.
- d. 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.
- e. Proxy voting is permitted under the following circumstances:
  - i. The Secretary of the Association will carry proxy votes from any members of the Association, accompanied by a voting preference form.
  - ii. a member may only carry a proxy vote for one (1) other member, and
  - iii. where a member chooses to nominate the Secretary of the Association or another member as a proxy, they must declare this nomination *in writing* at any time right up until the opening of the meeting, where *in writing* includes, but may not be limited to:
    - 1. letter;
    - 2. e-mail;
    - 3. short message service (SMS);
    - 4. Facebook Messenger; or

5. any other form of written communication where the source of said communication is verifiable by the Board, and
- iv. said proxy nomination is to be forwarded to the Board as soon as practicable upon receipt, but no later than the opening of said General Meeting.

**43. General Meeting minutes**

- a. Proper Minutes of all proceedings of General Meetings of the Association shall be entered within thirty (30) days after the relevant meeting in minute books kept for the purpose.
- b. The Minutes kept pursuant to this Rule must be confirmed by the members of the Association at a subsequent meeting.
- c. The Minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which proceedings took place or by the Chairperson of the next succeeding meeting at which the Minutes are confirmed.
- d. Where Minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- e. Every member shall receive an electronic copy of the Minutes as soon as practicable once said Minutes have been entered into the relevant minute books kept for the purpose, but no later than thirty (30) days after said General Meeting was held.
- f. The records of the Minutes are to be kept by the Secretary of the organisation and are available to members upon request.

**44. Ordinary General Meetings**

- a. The Board may, whenever it thinks fit, convene an Ordinary General Meeting of the Association, but no fewer than three (3) times in each calendar year, at such place and time as the Board may determine.

**45. Annual General Meetings**

- a. The Association must, 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.
- b. The Annual General Meeting of the Association is, subject to the Act and to be convened on such date and at such place and time as the Board thinks fit.
- c. 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:
  - 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.
- d. An Annual General Meeting must be specified as such in the notice convening it.

**46. Special General Meeting**

- a. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

- b. The Board must, on the requisition in writing of the either no fewer than five (5) members or 10 per cent (10%) of the total number of members, whichever is greater, convene a Special General Meeting of the Association.
- c. A requisition of members for a Special General Meeting:
  - i. must state the purpose or purposes of the meeting; and
  - ii. must be signed by the members making the requisition; and
  - iii. must be lodged with the Secretary; and
  - iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d. If the Board fails to convene a Special General Meeting to be held within thirty (30) days 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 ninety (90) days after that date.
- e. A Special General Meeting convened by a member or members as referred to in Rule 46(d) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board.

## Part F | Dispute Resolution and complaints handling

### 47. Internal complaints

- a. 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, relevant policy documents and the relevant Codes contained within the Community Broadcasting Code of Practice.
- b. A complaint may be made by any member (the Complainant) of the Association that another member (the Complainee) of the Association:
  - i. has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - ii. persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- c. On receiving such a complaint, the Board:
  - i. must cause notice of the complaint to be served on the Complainee, with said notice including a verbatim extract of said complaint with the Complainant's name and/or other identifying data redacted; and
  - ii. must give the Complainee at least twenty-one (21) days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - iii. must take into consideration any submissions made by the Complainee in connection with the complaint.
- d. The submission from the Complainee in response to the complaint is to be assessed at the first Board meeting after the Complainee's response.
- e. The outcome of the assessment of said complaint is to be communicated by the Board to both the Complainant and Complainee as soon as practicable after the Board meeting at which the complaint was considered.
- f. Should the complaint be upheld by the Board, the discipline process as per Rule 48 is to apply.

**48. Disciplinary action**

A member may be subject to formal disciplinary action, including but not limited to suspension of membership and/or expulsion from the Association. Pursuant to Rule 16b the Board of the Association has sole discretion in determining membership without any recourse to the member.

**49. Suspension of membership**

- a. The Board may resolve to suspend a member where in the opinion of the Board:
  - i. The conduct of that member is discreditable or injurious to the character or interests of the Association;
  - ii. commits an act or omits to act in a manner which is designed to damage the reputation of the Association or significantly hinder its operation; or
  - iii. The member fails to pay the membership fee when requested within a period of time considered reasonable by the Board.
- b. Membership may be suspended by not less than a seventy-five percent (75%) majority vote by the Board.
- c. The suspension shall not come into effect until at least seven (7) days after the resolution to suspend said member was made by Board, however said member must be informed as soon as possible of the resolution being passed that they are to be suspended.
- d. The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due in its sole discretion. The decision to not renew a membership is at the sole discretion of the Board without recourse to the applicant.

**50. Expulsion of a member**

- a. Subject to giving a member an opportunity to be heard or to make a written submission to the Board, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association pursuant to Rule 16a and 16b.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 50d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal expulsion to the association at a general meeting. The intention to appeal shall be communicated in writing to the Secretary or Public Officer of the Association within fourteen (14) days after the determination of the Board has been communicated to the member.
- e. In the event of an appeal under 50d above, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by a majority vote of the members at a General Meeting, after the appellant has been heard by the members present, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

**51. External complaints**

- a. The Association acknowledges the right of our audience to comment and make complaints in writing concerning:
  - i. alleged non-compliance with both the licence conditions in the Act and the requirements outlined in the Codes,
  - ii. program content, and
  - iii. the general service provided to the community.
- b. The Association shall broadcast at least one on-air announcement each week that contains information about the Codes and where listeners can get a copy.
- c. The Association shall make every reasonable effort to resolve complaints, except where a complaint is clearly frivolous, without sufficient grounds or not made in good faith.
- d. The Association will ensure that:
  - i. complaints will be conscientiously considered, investigated if necessary and responded to substantively as soon as possible;
  - ii. complaints will be responded to in writing within sixty (60) days of receipt (as required in the Act, and the response will include a copy of the Code);
  - iii. complainants are advised in writing that they have the right to refer their complaint about a Code matter to ACMA provided they have first:
    1. formally lodged their complaint with the Association, and
    2. received a substantive response from the Association and are dissatisfied with this response or did not receive a response from the licensee within sixty (60) days after making the complaint.
  - iv. A written complaint or response may be delivered by letter or e-mail.
- e. The Secretary will maintain a record of complaints and responses for a period of at least two years from the date of the complaint.
- f. The record of complaints and responses will be made available to ACMA on request.
- g. Where the subject of the complaint relates the conduct of a specific member or members of the Association, said member or members shall have the right of reply. .

## **52. Natural justice**

Pursuant to section 40 of the Act, where the Board of an incorporated Association exercises any power of adjudication that it may have in relation to a dispute between its members, or a dispute between itself and members of the Association, the Rules of natural justice must be observed.

## **Part G | Financial and risk management**

### **53. Liability**

- a. Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

### **54. Funding sources and application**

- a. The funds of the Association are to be derived from membership fees, donations, sponsorship, access fees, audience subscriptions/pledges/patronage and, subject to any resolution passed by the Association in General Meeting, such other sources as the Board determines.



- b. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of an account held by the Association at an ADI, in terms of Rule 58(a).
- c. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- d. Subject to any resolution passed by the Association in General Meeting or otherwise provided for in the Constitution, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

**55. Insurances**

- a. The Association must effect and maintain insurance as required under the Act, the Broadcasting Act, the Code and/or any other legislative or other instrument under which the Association must comply.
- b. In addition to the insurance required under Rule 55(a), the Association may effect and maintain other insurance.

**56. Banking**

- a. The Association shall hold an account or accounts with an Authorised Deposit-taking Institution (ADI), as listed by the Australian Prudential Regulation Authority in accordance with the Banking Act 1959 (Cth), of one or more of the following types:
  - i. Transaction account (including but not limited to a cheque account);
  - ii. At-call savings account; and/or
  - iii. Term deposit.
- b. All current Board members are to be authorised signatories to the Association's bank accounts, unless otherwise agreed by the Board.
- c. All debit transactions from any account held by the Association with an ADI shall be authorised by two (2) authorised signatories.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by two (2) authorised signatories.
- e. An outgoing Board member shall be removed as an authorised signatory as soon as practicable, but no later than seven (7) days after they have left their position on the Board.
- f. An incoming Board member shall be added as an authorised signatory as soon as practicable, but no later than seven (7) days after they have been elected to the Board.
- g. The Association's bank statements, term deposit certificates and/or any associated banking-related records 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.

**57. Payments**

- a. All payments made on behalf of the Association shall be authorised by two (2) authorised signatories.
- b. The Association is prohibited from making monetary payments to any member for any purpose other than a bona fide reimbursement under Rules 57(c), 57(d) and 58(e).



- c. Where a member has purchased any goods or services in order to assist the Association to further its objectives, said purchase is deemed to be a gift to the Association, and therefore the Association is not obliged to reimburse the member that made said purchase unless the Board has expressly instructed the member to make said purchase on the Association's behalf, in terms of Rule 58(e).
- d. A member *may*, at the Association's discretion, be entitled to a referral fee paid by the Association where a member has successfully referred a sponsor to the Association, subject to the conditions of any Policy Statement(s) pertaining to sponsorship.

#### **58. Purchases**

- a. Purchases of goods or services on behalf of the Association must be approved by the board.
- b. Where the purchase is of a capital item, said item must be entered into the Association's asset register as soon as practicable after the Association has taken delivery of said capital item.
- c. Where a member has made a purchase on behalf of the Association, the member is entitled to seek reimbursement for the purchase price, but *only* where the board has expressly instructed the member *in writing* to make said purchase on the Association's behalf and the following conditions have been met:
  - i. The goods or services have been delivered to the Association; and
  - ii. A receipt confirming payment by the member of said goods or services being delivered to the Association is presented to the Secretary.
- d. Pursuant to Rules 57(a) and 58(c), where a purchase has been on behalf of the Association by a member who is also an authorised signatory as defined in Rule 56(b), said member shall not be permitted to act a signatory to authorise payment of said reimbursement claim, unless by approval of the Board of the Association.

#### **59. Appointment of auditor**

- a. Should the Association generate revenue of greater than five hundred thousand dollars (\$500,000) in a financial year:
  - i. the Association shall be deemed to be a prescribed association in terms of the Act; and
  - ii. the Association must appoint an auditor pursuant to section 35 of the Act.
- b. The members of the Association may choose to appoint an auditor where the Association generates revenue of less than five hundred thousand dollars (\$500,000) in a financial year, with said auditor to be appointed at an Annual General Meeting.
- c. The nominated auditor is to be appointed effective immediately after the resolution to appoint said auditor is passed at an Annual General Meeting, and shall serve as the Association's auditor until the next Annual General Meeting, where they shall be eligible for re-appointment, subject to the agreement of the members.
- d. Should the members not make an appointment of an auditor at an Annual General meeting, the Board shall appoint an auditor for the current financial year where:
  - i. mandated by the Act, including but not limited to the generation of revenue sufficient for the Association to be deemed to be a prescribed association in terms of the Act; or

- ii. in all other cases, where the members resolve to appoint an auditor at an Annual General Meeting; and
  - iii. the members also resolve to delegate the appointment of said auditor to the Board at the same Annual General Meeting.
- e. The appointed auditor shall hold the qualifications stipulated in the Act.
- f. Where an auditor has been appointed, the powers conferred to them in the Act shall apply, even where the Association is not deemed to be a prescribed association as defined in the Act.

**60. Asset register**

- a. All capital items are to be recorded on the asset register
- b. The asset register is to be maintained by the Treasurer, shall 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.

**61. Employment**

The Association shall be prohibited from offering paid employment to any person, unless approved by resolution by the members at a General Meeting.

**62. Use of the Common Seal**

- a. The common seal of the Association shall be kept in the custody of the Public Officer.
- b. The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must 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.
- c. Every use of the seal shall be recorded in the Minutes book of the Association.

**63. Service of notices**

- a. For the purpose of these Rules, a notice may be served by or on behalf of the Association on any member by one or more of the following methods:
  - i. in person;
  - ii. via post at the member's address as recorded in the register of members;
  - iii. via electronic means, including but not limited to
    - 1. e-mail;
    - 2. short message service (SMS);
    - 3. Facebook Messenger;or any similar text-based electronic communications medium.
- b. If a document is sent to a person by properly addressing, pre-paying and posting to the person a letter 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.
- c. Where a notice has been sent via electronic means, delivery is deemed to have occurred:
  - i. When a delivery notification has been received; or
  - ii. Seventy-two (72) hours after the time and date stamp recorded on said notice when served.

**64. Dissolution of the Association**

- a. Pursuant to the Act, The Association shall be wound up by approval of not less than seventy-five percent (75%) of the members present and voting at a meeting called for that purpose of which not less than thirty (30) days written notice including notice of the proposed dissolution has been distributed to all members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in General Meeting, unless otherwise directed by contractual instruments with state or federal agencies.
- c. On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects as the Association shall be identified and determined by a resolution of members in General Meeting, provided that:
  - i. such other body shall also prohibit the distribution of income and property to the members to the extent stated herein; and
  - ii. such other body is not otherwise bound by contractual instruments with state or federal agencies that prohibit the transfer of said property from the Association.