

|  |
| --- |
| RoxFM 105.5 Inc. |
| Constitution |
| Revised July 2013 2012 |

|  |  |  |
| --- | --- | --- |
| Document No | RoxFM Constitution | Governance |
| Revision | 2 |  |
| Created | August 2012 | Replacing previous registered copies of Constitution. |
| Approved | 12 August 2013 | Board of Management |
| Submitted to Office of Consumer Affairs | |  |
| Date |  |  |

Left blank on purpose

Table of Contents

[1 Name 1](#_Toc365322186)

[2 Definitions 1](#_Toc365322187)

[3 Purpose of the Association 1](#_Toc365322188)

[4 Powers of the Association 2](#_Toc365322189)

[5 Membership 2](#_Toc365322190)

[5.1 Types 2](#_Toc365322191)

[5.2 Subscriptions 2](#_Toc365322192)

[5.3 Resignations 3](#_Toc365322193)

[5.4 Expulsion of a Member 4](#_Toc365322194)

[5.5 Register of Members 5](#_Toc365322195)

[6 The Board of Management 5](#_Toc365322196)

[6.1 The Affairs of the Association 5](#_Toc365322197)

[6.2 Operational Matters 5](#_Toc365322198)

[6.3 Board may Delegate Powers to Sub-Committees 6](#_Toc365322199)

[6.4 Board may Appoint Sub-Committees 6](#_Toc365322200)

[6.5 The Board Composition 6](#_Toc365322201)

[6.6 Proceedings of the Board 6](#_Toc365322202)

[6.7 Disqualification of Board Members 7](#_Toc365322203)

[7 The Seal 7](#_Toc365322204)

[8 General Meetings 7](#_Toc365322205)

[8.1 Annual General Meetings 7](#_Toc365322206)

[8.2 Special General Meetings 8](#_Toc365322207)

[8.3 Notice of General Meetings 8](#_Toc365322208)

[8.4 Proceedings at General Meetings 8](#_Toc365322209)

[8.5 Voting at General Meetings 9](#_Toc365322210)

[8.6 Poll at General Meeting 9](#_Toc365322211)

[8.7 Special and Ordinary Resolutions 9](#_Toc365322212)

[8.8 Proxies 9](#_Toc365322213)

[9 Minutes 10](#_Toc365322214)

[10 Dispute Resolution 10](#_Toc365322215)

[11 Financial Reporting 10](#_Toc365322216)

[11.1 Financial Year 10](#_Toc365322217)

[11.2 Accounts to be Kept 11](#_Toc365322218)

[11.3 Appointment of Auditor 11](#_Toc365322219)

[12 Prohibition Against Securing Profits for Members 11](#_Toc365322220)

[13 Winding Up 11](#_Toc365322221)

[14 Application of Surplus Assets 11](#_Toc365322222)

[15 Rules 11](#_Toc365322223)

# Name

The name of the incorporated Association is 105.5 RoxFM Incorporated referred to here as “the Association”.

# Definitions

|  |  |
| --- | --- |
| “Board” | means the Board of Management of the Association |
| “general meeting” | means a general meeting of members of the Association convened in accordance with these rules |
| “member” | means a financial member of the Association |
| “the Act” | means the Associations Incorporation Act (SA) 1985 |
| “special resolution” | means a special resolution as defined in the Act |
| “month” | shall mean a calendar month |
| “SGM” | shall mean Special General Meeting |
| “Constitution” | shall mean the rules of the association |

# Purpose of the Association

The aims of the Association are

3.1 To provide the communities of Roxby Downs and Andamooka in South Australia with a high quality, community based FM broadcasting radio station.

3.2 To source avenues of funding to ensure access for all regardless of gender, cultural background, level of income or disability, or religious and/or political beliefs.

3.3 To support, encourage, assist and co-operate with other community groups and organisations in achieving their goals that are consistent with these aims.

3.4 To encourage local performers with their art.

3.5 To provide activities and programs developed for the positive promotion of self-esteem and self-awareness, life skills communication and team dynamics.

3.6 To provide training opportunities to interested members of the community to become involved in the operations and functions of the radio station.

3.7 To provide opportunities and partnerships with local education providers, enabling the students to access to a high quality broadcast training facility.

3.8 To operate as a not-for-profit organisation.

# Powers of the Association

The Association shall have all of the powers conferred by section 25 of the Act.

The powers of the Association are subject to the current Act and these rules.

# Membership

## Types

There are four types of membership available to the Association:

Type 1 Junior Member

Any person, who is aged between 12 and 18 years inclusive, supports the purpose of the Association and agrees to be bound by its rules.

A Junior member shall not be entitled to a vote at the meetings of the Association.

Type 2 Individual Member

Any person, who has a genuine interest in the operation of a community radio station, supports the purpose of the Association and agrees to be bound by its rules.

Type 3 Family Member

Any family, (defined as immediate family consisting of parents/guardians and children under the age of eighteen), who have a genuine interest in the operation of a community radio station, support the purpose of the Association and agree to be bound by its rules.

Type 4 Group/Organisation Member

Any community group/organisation and/or local business who has a genuine interest in the furthering the aims of the Association, supports the purpose of the Association and agrees to be bound by its rules.

Note: Type 3 and Type 4 memberships are entitled to one vote only at any meeting of the Association.

## Subscriptions

The subscription fees for membership shall be such sum, (if any) as the Board shall determine from time to time at a Board meeting

### An application form must accompany the subscription fee to be a valid application for membership.

### The Board may reject any application of members if:

1. There is legal impediment
2. There are reasonable grounds to be believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
3. There are reasonable grounds to believe the applicant would pose a security risk to the members or property of the Association

### Any applicant for membership who application has been rejected may, within twenty one (21) days, lodge a written appeal.

The Board shall give the applicant adequate opportunity to address the Board either in person or by written submissions, concerning the rejected application.

If the Board disallows the appeal it shall notify its reasons in writing to the applicant.

### Any member or applicant for membership who has had their appeal to the Board disallowed shall have a final right of appeal to a Special General Meeting (SGM) of the Association.

Any such appeal shall be made by written notice to the Secretary not more than twenty-one (21) days after the disallowance by the Board.

On receipt of such notice, the Secretary shall immediately call an SGM of the Association to consider the appeal.

The member or applicant shall be entitled to address the meeting and make submissions.

The decision of the meeting whether to allow or disallow the appeal shall be final and binding on all parties, and must be carried by a majority vote of 75% of members present at the SGM.

### The subscription fees shall be payable annually on the 31 January or at such other time as the Board shall determine.

### Any member whose subscription is outstanding for more than twenty eight (28) days after the due date for payment shall cease to be a member of the Association provided always that the Board may reinstate such a membership on such terms as it thinks.

## Resignations

A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association.

### Any member so resigning shall forfeit any remaining subscriptions to the Association.

## Expulsion of a Member

Subject to this clause, the Board may expel a member from the Association if the member:

1. Has not abided by the provisions of this Constitution; OR
2. has been convicted of an indictable offence of which legal evidence is provided to the Board; OR
3. has failed to abide by the Community Broadcasting Code of Practise OR
4. has endangered or unreasonably interfered with the property or premises of the Association or the rights of the members of the Association;
5. has been guilty of other conduct detrimental to the interests or objects of the Association.

### Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.

### Until such time as a determination is made all on-air privileges shall be suspended.

### The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4.5 below), cease to be a member fourteen (14) days after the Board has communicated its determination to the member.

### It shall be open to a member to appeal to the Association in a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the Association within fourteen (14) days after the determination of the Board has been communicated to the member.

### Upon receipt of a request for an appeal to the Secretary, the Secretary shall cause a general meeting to be held within twenty one (21) days from the date upon which the request for appeal is received by the Secretary.

### At the general meeting convened for the purpose of hearing an appeal against the expulsion:

1. No business other than the expulsion in question shall be transacted;
2. the Secretary will place before the general meeting details of the ground/s of the expulsion and the Board’s reason for the expulsion;
3. the member shall be given an opportunity to be heard;
4. the member shall be given an opportunity to present supporting evidence;
5. the general meeting shall vote by secret ballot on the question as to whether the expulsion will be lifted or confirmed.

### If, at the general meeting described in 5.4,6, a majority of members present vote in favour of lifting the expulsion, the expulsion will be deemed to have been lifted and the expelled member will be entitled to continue membership with the Association.

### If, at the general meeting described in 5.4.6 a majority of the members present vote in favour of the confirmation of the expulsion of the member, the expulsion takes effect immediately, and the expelled member ceases to be a member of the Association.

## Register of Members

A register of members must be kept and contain.

1. The name, address, email and telephone/mobile numbers of each member;
2. the date on which each member was admitted to the Association; and
3. if applicable, the date of, and reason(s) for, termination of membership.

# The Board of Management

## The Affairs of the Association

### The affairs of the Association shall be managed and controlled by the Board which in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the purpose of the Association, and are not by the Act, the Code or by these rules, required to be done by the Association in a general meeting.

#### The management and control of the funds and other property of the Association is vested in the Board.

#### The Board shall have 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.

#### The Board shall appoint a Public Officer as required by the Act.

## Operational Matters

The Board shall appoint a station manager to be employed by RoxFM to manage the day-to-day operations of RoxFM and to provide reports to the Board ("**Station Manager**"). The Board will:

1. at its first meeting, determine the process by which the Board will appoint the Station Manager as soon as practicable;
2. at its first meeting, set out what reports it will require from the Station Manager;
3. subsequently, provide feedback to the Station Manager regarding the reports provided and the important matters relating to RoxFM that the Station Manager will be required to know; and
4. confirm with the Station Manager the extent of his or her authority in dealing with RoxFM operational matters and the limits upon any contractual negotiations the Station Manager is authorised to enter into in respect of the station.

## Board may Delegate Powers to Sub-Committees

#### The Board may, to the extent permitted by the Act, delegate any of its powers to sub-committees consisting of such members as it thinks fit. Any sub-committee so formed shall, in the execution of the powers or functions delegated to or conferred on it, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as is applicable and so far as this Constitution shall not be superseded by any rules made by the Board.

#### The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

## Board may Appoint Sub-Committees

### The Board may appoint one (1) or more sub-committees. The Board may provide explicit terms of reference for each sub-committee appointed and shall, if desired appoint one (1) of the members as chairperson of each sub-committee.

## The Board Composition

### The board shall be comprised of a Chairperson, Deputy Chairperson, Secretary, Treasurer and an additional three (3) members. **[EDIT: additional four (4) members (09/05/2018)]**

### A board member shall be a financial member of the Association.

### All Board members shall be elected annually. Executive members shall be limited in any one position to a maximum of four (4) consecutive years and thereafter may not be re-elected to the same position until one year has elapsed.

### A retiring board member shall be eligible to stand for re-election, subject to 6.2.3.

### Any member of the Association shall be eligible to stand for election to the Board provided that another member of the Association has nominated that person. The nomination shall be in writing and signed by the proposer and by the nominee, both of whom shall be financial members of the Association.

### The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Board, pursuant to 6.2.3.

## Proceedings of the Board

The Board shall meet together at least every second month.

### Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of an equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

### A quorum for a meeting of the Board shall be a simple majority of the Board.

### A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract.

## Disqualification of Board Members

The office of a Board member shall become vacant if Board member is:

1. Disqualified from being a board member by the act;
2. expelled as a member under these Rules;
3. permanently incapacitated by ill health; or
4. absent without apology from more than three meetings in a financial year.

# The Seal

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute book of the Association. The affixing of the Seal shall be witnessed by the Secretary and Treasurer and Public Officer.

# General Meetings

## Annual General Meetings

The Board shall call an AGM in accordance with the Act and these rules.

### The first Annual General (AGM) Meeting shall be held and thereafter within five months of the end of each financial year.

### The order of the business at the meeting shall be:

1. The confirmation of the minutes of the previous AGM and of any SGM held since that meeting.
2. The consideration of the accounts and reports of the Board and the auditor’ report (if auditors report is required);
3. The election of Board Members;
4. The appointment of Auditors (if required – see Rule 11.8);
5. Any other business requiring consideration by the Association in General Meeting.

## Special General Meetings

The Board may call a Special General Meeting (SGM) of the Association at any time.

### Upon request in writing of not less than 10% of the total number of members of the Association, the Board shall within one month of the receipt of the request, convene a SGM for the purpose of the meeting.

### Every request for a SGM shall be signed by the relevant members and shall state the purpose of the meeting.

### If a SGM is not convened within one month, as required by 8.2.1 above, the relevant members or at least 50% of their number may convene a SGM. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose, the Board shall ensure that the relevant members are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

## Notice of General Meetings

Subject to 8.3.2 at least twenty one (21) days’ notice of any general meeting shall be given to members. The notices shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

### Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty (21) days prior to the date of the meeting.

### A notice may be given by the association to any member, serving the member with the notice personally or by sending it by post to the address appearing in the register of members or electronically by email where a member has notified their acceptances of this option (see rule 5.5).

## Proceedings at General Meetings

Fifty per cent or eight members (whichever is less) present personally shall constitute a quorum for the transaction business of any general meeting.

### If within thirty (30) minutes after the time appointed for the commencement of the meeting a quorum of members is not present, a meeting convened upon the request of the members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.

### Subject to 8.4.1, if the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the Chairperson, the members may choose a board member or one of their own number to be the chairperson of that meeting.

## Voting at General Meetings

Subject to these rules, every member of the association has only one vote at a meeting of the Association.

### Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy at that meeting.

### Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by show of hands.

### A member being a group / organisation shall be entitled to appoint one person, who shall not be an individual member of the Association, to represent it at general meetings of the Association. Group members should nominate their representative in writing to the Secretary of the Association. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the group / organisation member is revoked.

## Poll at General Meeting

If a poll is demanded by at least five members, it must be conducted by secret ballot and the result of the poll is the resolution of the meeting on that question.

### A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## Special and Ordinary Resolutions

A special resolution is a special resolution as defined in the Act.

### An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## Proxies

A member shall be entitled to appoint in writing a person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

### A member attending any general meeting of the Association is only entitled to hold one proxy vote.

### A proxy vote held by any member of the Association is only valid for one meeting as defined on the proxy notification.

# Minutes

### Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

### The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.

### The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.

### 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.

# Dispute Resolution

### The dispute resolution procedure set out in this rule applies to disputes under these rules between:

1. A member and another member; or
2. A member and the Association.

### The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

### If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

### If a resolution is not reached after 10.1.2 and 10.1.3, the matter shall be decided on by the Board. The Board's decision can be appealed as per the process in Sections 5.4.4, 5.4.5 and 5.4.6.

# Financial Reporting

## Financial Year

The financial year of the Association shall be the period of twelve (12) months commencing 1 July and ending 30 June of the following year.

## Accounts to be Kept

The Association shall be keep and retain such account records as are necessary to correctly record and explain the financial transaction and financial position of the Association in accordance with the Act.

## Appointment of Auditor

At each AGM, the members may appoint a person to be auditor of the Association.

### The auditor shall hold office until the next AGM and is eligible for re-appointment.

### If an appointment is not made at an AGM the Board may appoint an auditor for the current financial year.

# Prohibition Against Securing Profits for Members

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.

# Winding Up

The Association may be wound up in the manner provided for in the Act.

# Application of Surplus Assets

### If after the winding up of the association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

### Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

# Rules

These rules may be altered (including an alteration to the Association’s name) at a special general meeting of the members of the Association of which 21 days’ notice shall be given in writing. This includes rescission or replacement by substitute rules.

The Secretary shall give all Members at least 21 days’ notice, in writing, of any proposed alterations to the rules.

The alterations shall be registered with Consumer and Business Services as required by the Act.

The registered Rules shall bind the Association and every member.