

RULES OF EDUCATIONAL BROADCASTERS ADELAIDE INCORPORATED

1. **THE NAME** of the incorporated association is Educational Broadcasters Adelaide Incorporated, referred to in these rules as “The Association”. The Association will trade as Radio Adelaide.
2. **DEFINITIONS**
 - 2.1 **Board** means the board of management of the Association.
 - 2.2 **Board Member** means a person duly elected or appointed to membership of the Board, in accordance with these Rules.
 - 2.3 **Board Vacancy Policy** means a policy on matters relating to Board Vacancies, to be determined by the Board, and addressing, at a minimum, the procedure for nominating to fill a Board vacancy.
 - 2.4 **Dispute Resolution Policy** means a policy on matters relating to dispute resolution, to be determined by the Board, and addressing, at a minimum, the procedure for resolving disputes under these Rules.
 - 2.5 **Financial Year** means the 12-month period ending on the last day of June each year.
 - 2.6 **Meeting of the Association** means a general meeting convened in accordance with these rules where all members may participate. Meetings of the Association may be General Meetings (GM), Annual General Meetings (AGM) or Extraordinary General Meetings (EGM).
 - 2.7 **Meetings of the Board** are meetings where the Board members exercise the functions of the Board.
 - 2.8 **Member of the Association** means a natural person who is a member of the Association.
 - 2.9 **Membership Policy** means a policy on membership matters, to be determined by the Board, and addressing, at a minimum, membership fees and grounds for refusal of applications and expulsion of Members of the Association.
 - 2.10 **Policy** means a set of regulations or procedures approved by the Board that remains in force until replaced by an updated Policy.
 - 2.11 **Register of Members** means the list held by the Secretary that contains the name, residential address, phone number, email address, the date of admission, and any other relevant information of every person who is a current Member of the Association.
 - 2.12 **Simple Majority** means the sum of half the number of members present at a meeting plus one, which is then rounded down to the nearest whole number.

- 2.13** *The Act* means the Associations Incorporation Act 1985 (SA), as amended from time to time. (Note that any reference in the Act to “the Committee” should be interpreted in these Rules as “the Board”.)
- 2.14** *Written Notice* means a notice in writing given to any member by sending it via any of the contact details listed in the Register of Members. The notice shall be deemed to have been delivered if it has been correctly sent, with due allowance for the mode of delivery.

3. OBJECTS OF THE ASSOCIATION

The Association has the following Objects, in no particular order:

- 3.1 To do all things necessary to apply for and to hold a community radio broadcasting licence;
- 3.2 To establish and to operate a community broadcasting station and to build, furnish and equip studios and production facilities of broadcast standard for use by the community;
- 3.3 To broadcast programs focused on local issues, events, culture and activities relevant to the needs and interests of the Adelaide RA1 ACMA licence area and, in particular, the educational institutions, their staff, students and alumni within that area;
- 3.4 To promote the work of Australian (in particular South Australian) thinkers, educators and artists of every discipline;
- 3.5 To provide the opportunity for groups, associations and individuals to produce and present original programs;
- 3.6 To foster the development and ideals of community broadcasting in such ways as the Association may determine and, in particular, to provide facilities for members to learn and practise the technical and aesthetic aspects of radio broadcasting and production;
- 3.7 To abide by the Community Radio Codes of Practice;
- 3.8 To provide programming of a type not adequately served by pre-existing broadcasters, and in particular special programs directed to groups or sectors within the community whose interests, needs and problems are likewise not adequately served;
- 3.9 To inform members and other interested individuals about the aims and operations of the Association, about community broadcasting, and about the aims and activities of participating groups and individuals; and
- 3.10 The association will not affiliate with any political group/party nor with any religious group.

4. POWERS

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

5. MEMBERSHIP AND FEES

- 5.1 Membership of the Association shall be open to any natural person upon submission to the Board of the completed form and payment of the annual membership fee set out in the Membership Policy.
- 5.2 A person shall not become a Member until their application is approved by the Board.
- 5.3 The Board may refuse an application for membership according to the Membership Policy, but must provide a reason for that refusal.
- 5.4 The Secretary is responsible for adding the details of the newly approved Member to the Register of Members.
- 5.5 A member shall have the right to one vote at any Meeting of the Association on every issue that may arise.
- 5.6 A person whose application is rejected by the Board has the right to appeal that decision at the next Meeting of the Association. If a Simple Majority of members present at that meeting support the appeal, then the person shall become a member.
- 5.7 The Board may expel any member according to the Policy determined by the Board and it must provide a reason for that expulsion.
- 5.8 Any member who is expelled from Membership of the Association shall have the right to appeal that decision at the next Meeting of the Association. If a Simple Majority of members present at that meeting support the appeal then the decision to expel the member shall be revoked.
- 5.9 Annual membership fees shall become due on the last day of June and the Secretary shall send Written Notice to all members before the last day of May. If a member does not pay the annual membership fee prior to the last day of July they shall cease to be a Member and their name shall be removed from the Register of Members.
- 5.10 The Board may not refuse to accept the payment of a membership fee from an existing Member.
- 5.11 A Member may resign from The Association only by advising the Board in writing. At its next meeting the Board will direct the Secretary to remove the name of that Member from the Register of Members. Resignation by a member does not release them from any obligations to the Association they had prior to their resignation.

6. THE BOARD

- 6.1 The affairs of The Association shall be managed 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 Objects of the Association, and are not by the Act or by these rules required to be done at a Meeting of the Association.
- 6.2 The Board shall have the power to appoint officers and committees as required to carry out the Objects of the Association. and it may delegate to these officers and committees any of its powers with the exception of the powers to refuse membership applications and expel members.
- 6.3 All power delegated to officers or committees is subject to review by the Board, and shall remain in force until altered by the Board. The Board may impose on any delegation of power any further terms that it thinks fit.
- 6.4 The positions on the Board shall be the Chair, Vice-Chair, Secretary, Treasurer, and between 2 and 6 Ordinary Board members with the number being determined by the Board.
- 6.5 All positions on the Board shall be held by Members of the Association and a Member may not hold more than one Board position at a time.
- 6.6 The Board shall develop one or more Policies describing the additional roles and responsibilities for all positions that are not already described in these Rules or the Act.
- 6.7 The first Board shall hold office until the first AGM.
- 6.8 At every AGM held during an even numbered year, the Chair, Treasurer, and the even numbered Ordinary Board positions shall be declared vacant and an election shall be held to fill those vacancies for a term that shall expire at the next AGM occurring during an even numbered year.
- 6.9 At every AGM held during an odd numbered year the Vice-Chair, Secretary, and the odd numbered Ordinary Board positions shall be declared vacant and an election shall be held to fill those vacancies for a term that shall expire at the next AGM occurring during an odd numbered year.
- 6.10 Nomination for a Board position vacancy shall be in writing and in compliance with the Board Vacancy Policy.
- 6.11 If the number of nominations is equal to the number of Board positions available, the Secretary shall report this at the AGM, and the Chair shall declare such persons duly elected as Board members.

7. DISQUALIFICATION OF BOARD MEMBERS

- 7.1 The office of a Board Member shall become vacant if that Board Member is disqualified by the Act, or expelled from the Association under these Rules, or permanently incapacitated by ill health, or absent without appropriate apology from more than 2 Meetings of the Board in any 12-month period

8. BOARD MEETINGS

- 8.1 The Board shall meet at least 8 times every Financial Year.
- 8.2 Questions arising at any Meeting of the Board shall be decided by a Simple Majority with all Board members present having one vote. In the event of a tied vote the status quo shall prevail.
- 8.3 The Board may not make any decisions unless it has a quorum. The quorum for any Meeting of the Board shall be 5 members present.
- 8.4 In the event of a casual vacancy the Board shall use its best efforts to appoint a Member to fill that position for the remainder of its term.
- 8.5 In the event that casual vacancies result in the total number of Board members being fewer than 5, the remaining Board shall appoint Members temporarily to return the membership to 5 and shall call a General Meeting within 90 days to fill all vacancies.
- 8.6 A member of the Board who has a conflict of interest in any dealings with the Association must disclose that interest to the Board as required by the Act, must not vote with respect to those dealings, and must withdraw from any Meeting of the Board if directed by the Board. A conflict of interest is not initiated where the Board member has the interest in common with all or a substantial proportion of the members of the association.
- 8.7 Board members have a fiduciary duty to the Association and must always carry out their duties in the best interest of the Association.
- 8.8 Members of the Association who are not Board Members may attend Meetings of the Board, but have no automatic rights other than as silent observers and may be excluded if the Board determines that in the interests of the Association, or for reasons of confidentiality, an in-camera discussion is necessary.
- 8.9 Proxy voting is not permitted at any Meeting of the Board.

9. PUBLIC OFFICER

- 9.1 A Public Officer (as defined in the Act) shall be appointed from the membership and they shall remain the Public Officer until a successor is appointed by the Board and accepted by the Commission (as defined in the Act).

10. RULES

- 10.1 These Rules shall bind the Association and every Member to the same extent as if they had respectively signed and agreed to be bound by them.
- 10.2 These Rules may be altered, or replaced by new rules, by a Special Resolution (as defined in the Act). Any new rules shall come into force at the time they are passed by Special Resolution of the Members of the Association and shall be registered as required by the Act.

11. THE SEAL

- 11.1 The Association shall have a common seal.
- 11.2 The Seal shall be used only with the authorisation of the Board and every use shall be recorded in the Minutes of the Meeting of the Board. The Public Officer and 1 other Board member shall witness the affixing of the Seal.
- 11.3 The Seal shall be kept in the custody of the Public Officer.

12. CALLING MEETINGS OF THE ASSOCIATION

- 12.1 The AGM shall be held by the end of October each year, after giving at least 14 days Written Notice to the Members. The agenda for the Meeting shall be: the consideration of the accounts; reports of the Board, Committees and Auditor; the appointment of an Auditor and Board members; and any other business that, in the view of the Board, would require consideration at a GM.
- 12.2 The Board may call a GM at any time after giving at least 14 days' Written Notice to the members.
- 12.3 Any Member of the Association, at any time, may request the Board to call a GM. Such a request must be in writing and set out one or more matters of business that the Member views as requiring a GM.
- 12.4 The following procedure applies if the Board does not grant a request from a Member within 28 days of the request.
 - 12.4.1 Upon presentation of a requisition in writing of not less than 20% of the total number of members of the Association (the requisitioners), the Board shall, within 42 days of the receipt of the requisition, convene an EGM for the purpose specified in that requisition.
 - 12.4.2 A requisition for an EGM shall be signed and dated by each Member presenting the requisition. The dates of the signatures shall fall within a 14-day period, otherwise the requisition shall have no effect.
 - 12.4.3 If the EGM is not held within 42 days of the receipt of the requisition, the requisitioners may call and hold the EGM. Such a meeting shall be called and held in the same manner as if called and held by the Board. The Secretary shall supply to the requisitioners the contact details of the Members entitled to receive a Written Notice of the EGM. The Association shall reimburse to the requisitioners, or otherwise cover, the reasonable expenses of calling and holding the EGM.
- 12.5 Notice of a meeting of the Association at which a Special Resolution is to be proposed shall be given at least 42 days prior to the date of the meeting.

13. PROCEEDINGS AT MEETINGS OF THE ASSOCIATION

- 13.1 A meeting of the Association may not act unless it has a quorum. The quorum shall be 30% of the total membership of the Association or 15 Members, whichever is the lesser number, unless the meeting is being held as a result of the following Rule.
- 13.2 The following Rules apply to non-quorate Meetings of the Association.
 - 13.2.1 If 30 minutes have elapsed after the start time specified for the meeting and a quorum of Members are not present, the meeting shall stand adjourned to any other day, but the chosen day must comply with the requirements for giving notice for that type of meeting.
 - 13.2.2 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, those members present shall form the quorum.
- 13.3 The Chair of the Board shall preside over every Meeting of the Association. If the Chair is unable to preside then the Vice-Chair of the Board shall preside. If the Vice-Chair is unable to preside then those Members present may choose a Member to preside.
- 13.4 Questions arising at any Meeting of the Association shall be decided by a Simple Majority on a show of hands and declared by the Chair.
- 13.5 If a division is then required by the Chair, or by 5 or more Members, it shall be taken in such manner as the Chair directs, providing that the name and voting decision of each person are recorded.
- 13.6 Any meeting of the Association may include attendance by Members in multiple locations using appropriate affordable means providing a reasonable chance to participate effectively in the meeting.
- 13.7 Proxy voting is not permitted at any meeting of the Association.

14. MINUTES

- 14.1 Minutes of the proceedings of any meeting of Board or the Association shall be made and kept in a permanent form.
- 14.2 Minutes shall show at least the date, time and locations of the meeting (any meeting may be held in multiple locations), those persons in attendance and any apologies, the name of the member presiding over the meeting, the name of the person taking the notes that become the Minutes, any motions proposed and the outcome of the vote on those motions and any personal explanation a member reasonably requests to be recorded.
- 14.3 Notes made at a meeting that are intended to become the minutes must first be approved by a subsequent similar meeting. Any suggested corrections to those notes may only be put forward by those Members who were at the meeting where those notes were taken. All Members at the subsequent meeting may vote on whether to accept the notes as the Minutes of the previous meeting.
- 14.4 Notes made at a meeting may be approved at that same meeting if every Member at the meeting is able to effectively read the notes and the last motion of the meeting is put by the member presiding over the meeting, seconded by the note taker, that shall state "the notes of this meeting, including this Motion, is a true and correct record of this meeting being held now and that the meeting is closed". If this motion is passed then this Motion will form the final part of the Minutes.
- 14.5 Minutes shall be signed, physically or electronically, by the Member who presided at the meeting at which the proceedings took place or, if that is not possible, by the Member who presided at the subsequent similar meeting.
- 14.6 Where Minutes are approved and signed they shall, until the contrary is proven, be held to be evidence that the meeting was properly convened and held and that all appointments made at that Meeting are valid.
- 14.7 Any meeting may decide to hold part of the meeting discussion in-camera, but the outcomes and the voting on the outcomes of any such discussion must be recorded in the Minutes.

15. ACCOUNTS

- 15.1 The Treasurer shall keep accounting records that correctly record and explain the financial transactions and financial position of the Association.
- 15.2 The accounting records shall be made available to every Meeting of the Board and every Meeting of the Association.

16. DISPUTE RESOLUTION

- 16.1 Where the Board or a committee exercises any power of adjudication that it may have in relation to a dispute between members or a dispute between itself and one or more members, the rules of natural justice will be observed.
- 16.2 The dispute resolution procedure shall be as set out in the Dispute Resolution Policy.

17. NOT FOR PROFIT

- 17.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the Objects 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, provided that nothing herein shall prevent the payment in good faith of remuneration or reimbursement for out of pocket expenses to any Member of the Association in return for services actually rendered to the Association.

18. WINDING UP

- 18.1 If the Association is to be wound up, this shall be done in the manner provided for in the Act.

19. APPLICATION OF SURPLUS ASSETS

- 19.1 If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - a. gifts of money or property for the principal purpose of the Association;
 - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the Association;
 - c. money received by the Association because of such gifts and contributions.
- 19.2 If after the winding up of the Association, and any distribution of assets as required by Rule 19.1, there remain "Surplus Assets" (as defined in the Act), such Surplus Assets shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Association, and which shall prohibit the distribution of

its or their income and property among its or their members to an extent at least as good as is imposed on the Association under the Act and these rules, such institution or institutions to be determined by the members of the Association.