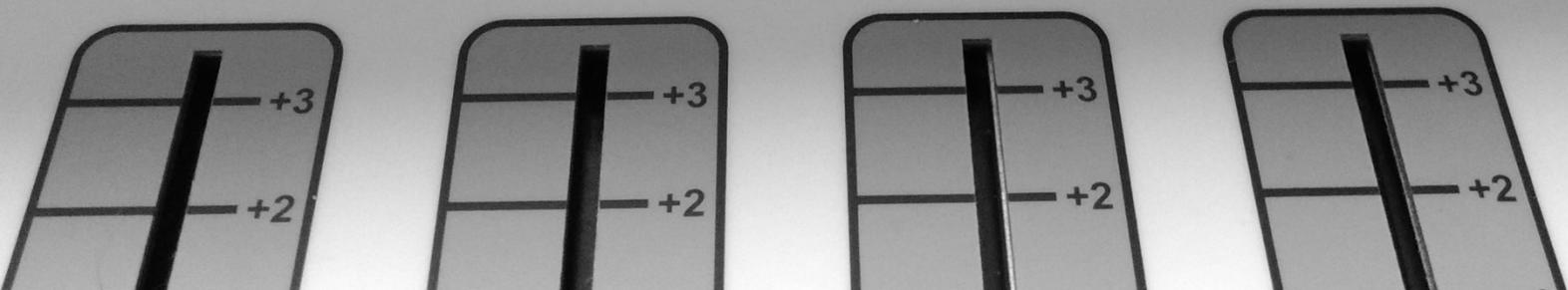


LEFT

RIGHT



Lofty 88.9
Radio with altitude

Constitution/Board

B32 Appendix 12
November 2019



SOUTH AUSTRALIA
Associations Incorporation Act 1985
Section 20(1)

Incorporation Number: **A43330**

Certificate of Incorporation

This is to certify that

LOFTY COMMUNITY MEDIA INCORPORATED

is, on and from the fifth day of June 2017
incorporated under the Associations Incorporation Act 1985.

Given under the seal of the Corporate Affairs Commission at Adelaide on this fifth
day of June 2017

A handwritten signature in black ink, appearing to be 'S. J. ...', written over a horizontal line.

Commissioner of Corporate Affairs



re: Constitution V1.1
October 2018

Consumer and Business Services
91 Grenfell Street
Adelaide SA 5000
GPO Box 1719
Adelaide SA 5001
Telephone 131 882
www.cbs.sa.gov.au

Checklist

for proposed rules/alteration of rules of an association.

Section 23A of the Act applies to new applications and to alterations to rules submitted to the Corporate Affairs Commission for registration. This checklist must be completed and lodged if the association is submitting a new set of rules or an alteration of rules.

An example set of rules may be obtained from Consumer and Business Services, or by logging onto our website at www.cbs.sa.gov.au.

The following matters required by section 23A are provided for in the proposed rules of the association.

Example rule No.	Matter	Your association's rule No.
1	The name of the association	1
3	The objects or purposes of the association	3
4.6.1	The powers of the association and by whom and in what manner they are exercised	5
5	Membership in the case of an association that has members, including:	Part C
5.1	• types of membership	15
5.2	• subscriptions	16
5.3	• resignations	17
5.4	• expulsions	52
5.5	• register of members	20
6.1b	Who has the management and control of the funds and other property of the association	58, 59, 60
6.1	The powers, duties and manner of appointment of the committee, including:	
6.2	• composition of the committee	25
6.2	• terms of office of the members of the committee	25(c)
6.2	• notice of proposed appointments/elections to the committee	26
6.2	• filling of casual vacancies occurring on the committee	25(h)
6.3	• proceedings of committee	32
6.4	• disqualification of committee members	31
8	The calling of and procedure at general meetings, including:	
8.1	Annual general meetings	37, 45
8.2	Special general meetings	37, 46
8.3	Notice of meetings	37(b)
8.4	Proceedings at meetings	37
8.5	Voting at meetings	42
8.6	Poll at meetings	40
8.7	Special and ordinary resolutions	42(a), 40
8.8	Whether members are entitled to vote by proxy	42(e)
11.5	Appointment of an auditor of a prescribed association (i.e. an association with gross receipts in excess of \$500,000 per year - refer to section 3 of the Act)	61
13	How the association shall be dissolved	66
15	The manner in which the rules of the association may be altered.	10

Please note: this checklist is to accompany forms 1&2,4 and 6&7.



Our Reference: A43330



Government of South Australia

Office of Consumer and
Business Affairs

19 October 2018

LOFTY COMMUNITY MEDIA INCORPORATED
THE PUBLIC OFFICER
14 PEPPER AVENUE
STIRLING SA 5152

**Business and
Occupational Services**

Level 3
Chesser House
91-97 Grenfell Street
Adelaide SA 5000

GPO Box 1719
Adelaide SA 5001
DX 225

Tel 08 8204 9644
Fax 08 8204 9697

www.ocba.sa.gov.au

Dear Anthony Sander

ALTERATION TO RULES

I refer to your application received on 19 October 2018 to alter the rules for the incorporated association LOFTY COMMUNITY MEDIA INCORPORATED under the Associations Incorporation Act 1985 (the "Act").

The Office of Consumer and Business Affairs, which incorporates the Corporate Affairs Commission (the "Commission"), is responsible for the administration of the Act.

The Commission is satisfied the proposed alteration conforms with the requirements of the Act and therefore has been registered.

Should you have any further queries, please contact our office on ~~1300 138 918~~ 131 882

Yours sincerely

A handwritten signature in black ink, appearing to read 'Julie Dellavia'.

Julie Dellavia

for the Corporate Affairs Commission

LOFTY COMMUNITY MEDIA INCORPORATED

14 PEPPER AVENUE
STIRLING SA 5152

TAX INVOICE

Lodgement No: 16313546

Page No. 1

Date of Issue: 19/10/2018

DOCUMENTS LODGED

Document Number	Form Id	Organisation /Licensee	Fee Assessed	GST Assessed	Amount Paid	Amt Waived	GST inc Amount Due	Reference
888017	BP2AO	LOFTY COMMUNITY MEDIA INCORPORATED A43330	66.50	0.00	66.50	0.00	0.00	1570796230
TOTALS			66.50	0.00	66.50	0.00	0.00	

PAYMENTS RECEIVED

Payment Reference	Date Paid	Payment Details	Amount of Payment	Lodgement No
1570796230	19/10/2018	[REDACTED]	66.50	16313546
TOTAL			66.50	



ANNEXURE A



Lofty Community Media Inc.

Constitution

Version 1.1

October 2018

This is the annexure marked "A" referred to the Statutory Declaration of **ANTHONY JOHN SANDER**

made on the *19th* day of *October* 2018

Before me:

Robyn Cations JP
I.D. 31599
Justice of the Peace for
The State of South Australia

Contents

Part A Recitals	3
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 is apolitical and secular	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.....	6
13. Amendments to policy documents	7
14. Disclosure	7
Part C Membership	7
15. Membership qualifications	7
16. Application for membership.....	7
17. Cessation of membership.....	8
18. Membership entitlements not transferable.....	9
19. Resignation of membership	9
20. Register of members.....	9
21. Fees and subscriptions.....	9
Part D Governance	10
22. Board.....	10
23. Powers of the Board.....	10
24. Presumption of validity	10
25. Board Structure.....	10
26. Election of Board Members.....	11
27. Secretary	12
28. Treasurer.....	12
29. Casual vacancies.....	12
30. Disclosure and conflicts of interest	13
31. Removal of Board member	13
32. Board meetings and quorum.....	13
33. Sub-committees.....	14
34. Voting and decisions made by Board and/or Sub-committee	14
35. Board meeting minutes.....	15
Part E General Meetings.....	15
36. Types of General Meeting.....	15
37. Procedure	15
38. Presiding member	16

39. Adjournment	16
40. Making of decisions	16
41. Special resolutions	17
42. Voting	17
43. General Meeting minutes	17
44. Ordinary General Meetings	18
45. Annual General Meetings	18
46. Special General Meeting	18
Part F Dispute Resolution and complaints handling	19
47. Internal complaints	19
48. Right of reply	19
49. Right of appeal	20
50. Disciplinary action	21
51. Suspension of membership	21
52. Expulsion of a member	21
53. External complaints	22
54. Natural justice	22
Part G Financial and risk management	23
55. Liability	23
56. Funding sources and application	23
57. Insurances	23
58. Banking	23
59. Payments	24
60. Purchases	24
61. Appointment of auditor	24
62. Asset register	25
63. Employment	25
64. Use of the Common Seal	25
65. Service of notices	25
66. Dissolution of the Association	26
APPENDIX A – Revision History	27

Part A | Recitals

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.

'Sub-committee' 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 assist with the acquisition of a Temporary Community Broadcasting Licence (TCBL), and eventual 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 distribute programming of a type not adequately covered by legacy media outlets.
- h. 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.
- i. To foster the development and ideals of community broadcasting in such ways as the Association may determine, and to become a member of the CBAA, SACBA and/or any other bodies designed to support and advance the cause of community broadcasting.
- j. 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.
- k. To actively seek out content sharing opportunities with other likeminded Associations.
- l. To actively support, collaborate with or otherwise provide assistance to other likeminded Associations, free of charge or obligation.
- m. 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.
- n. 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 is apolitical and secular

- a. The Association shall not be affiliated with any political party, lobby group or other such organization any way, shape or form.
- b. The Association shall not be affiliated with any church, congregation, religious lobby group or other such organization in any way, shape or form.
- c. Notwithstanding Rules 6(a) and 6(b), an application for membership to the Association shall not be influenced by a potential member's own political and/or religious beliefs.
- d. The Board shall not reject an application for membership based solely on a potential member's beliefs or affiliations with any political and/or religious group as defined in Rules 6(a) and 6(b).

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 sub-committee 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 Sub-committee 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.

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 hold a suitable police clearance, 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, which is to be updated every three (3) years, subject to current Association policy.

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 be accompanied by a National Police Certificate (or equivalent document) dated no earlier than twelve (12) months prior to the date of the application; and
 - iii. shall be lodged with the Secretary of the Association.
 - b. 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. An application may only be rejected if
 - i. there are reasonable grounds to believe that the applicant would not abide by the Rules and objectives of the Association; or
 - ii. required by law; or
 - iii. the applicant has been convicted of an indictable offence; or
 - iv. 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
 - v. there are reasonable grounds to believe that the applicant would not abide by the Community Radio Broadcasting Codes of Practice; or
 - vi. 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
 - vii. 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).
 - c. 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.
 - d. Where the Board resolves to reject an application for membership, the applicant shall have the right of reply and appeal under Rules 48 and 49.
 - e. The Secretary shall:
 - i. upon payment by the applicant of the amounts referred to in Rule 21 within the period referred to in that Rule, or
 - ii. upon resolution of the Board to reject an application being overturned on reply or appeal and payment of the required membership fee by the applicant, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

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 52;
 - iii. resigns their membership;
 - iv. fails to renew their membership within sixty (60) days of expiry; or
 - v. fails to provide an updated National Police Certificate (or equivalent) within ninety (90) days of being requested to do so by the Association, or when the most recent National Police Certificate held is greater than three (3) years old.
- b. Where a membership has ceased in terms of Rule 17(a.iii) or 17(a.iv), the lapsed member is entitled to reapply for membership within twelve (12) months of their membership expiry date, with said reapplication for membership to be automatically approved by the Secretary without reference to the Board.

- c. Where a membership has ceased in terms of Rule 17(a.v), the lapsed member is entitled to reapply for membership within twelve (12) months of their membership expiry date, subject to:
 - i. said reapplication for membership being automatically approved by the Secretary without reference to the Board where the updated National Police Certificate shows no adverse history; or
 - ii. full reassessment of membership by the Board or its delegate(s) where the updated National Police Certificate shows any matter of concern to the Secretary.
- d. Pursuant to Rule 17(b), a lapsed member who reapplies for membership more than twelve (12) months after their membership expired will be subject to the full membership application process in terms of Rule 16.

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 (1/12th) 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 by fifty percent (50%) of the prescribed annual 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 First Board shall:
 - i. administer the affairs of the Association pursuant to section 29 of the Act;
 - ii. consist of four (4) members, consisting of:
 - 1. the Chair;
 - 2. the Secretary, and

3. two ordinary members.
 - iii. serve from the date of incorporation until the first Annual General Meeting;
 - iv. be bound by the same Rules as a board elected at an Annual General Meeting; and
 - v. at the first Annual General Meeting, the First Board shall step down from their positions, however each member of the First Board shall be eligible for re-election pursuant to the Act and these Rules.
- b. Notwithstanding the structure of the First Board as defined in Rule 25(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.
- c. 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.
- d. The office-bearers of the Association shall be:
 - i. The Chair;
 - ii. The Vice-Chair;
 - iii. The Treasurer; and
 - iv. The Secretary.
- e. 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.
- f. 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.
- g. 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.
- h. 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.
- i. 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 his or her 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 his or her custody or under his or her 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 his or her 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 his or her 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 his or her duties has the right to appeal his or her removal in terms of Rules 48 and 49.

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. Sub-committees

- a. The Board may, by instrument in writing, delegate to one or more sub-committees 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 sub-committee to be formed, a representative of the Board is to call for nominations from members to form the sub-committee.
- c. A serving Board member shall not be eligible to join a sub-committee, unless authorised by the Board to do so.
- d. A member may serve on a maximum of two (2) sub-committees at any one time.
- e. 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.
- f. Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- g. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- h. The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- i. A sub-committee may meet and adjourn as it thinks proper.

34. Voting and decisions made by Board and/or Sub-committee

- a. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- b. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the

event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- c. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

35. Board meeting minutes

- a. Proper Minutes of all proceedings of meetings of the Board 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 Board 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. 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 pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 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

- a. On any question arising at a General Meeting of the Association a member has one vote only, except here 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. a member may only carry a proxy vote for one (1) other member, and
 - ii. where a member chooses to appoint another member as a proxy, the must be nominated *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
 - iii. 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. With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- b. The Association must hold its first Annual General Meeting:
 - i. within the period of eighteen (18) months after its incorporation under the Act; and
 - ii. within the period of six (6) months after the expiration of the first financial year of the Association.
- c. 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.
- d. 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.
- e. 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 Code 6 of 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 willfully 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, but no later than twenty-four (24) hours after said meeting was closed.
- f. Should the complaint be upheld by the Board, the discipline process as per Rule 50 is to apply.

48. Right of reply

- a. Pursuant to Rules 16(d), 47(f) and 53(g), an applicant or a member respectively shall have the right of reply where:
 - i. In the case of an applicant, said applicant's membership application was rejected by the Board; or
 - ii. In the case of a member, a complaint against said member has been upheld by the Board.
- b. Where the Board passes a resolution under Rule 16 or Rule 47, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution
 - i. setting out the resolution of the Board and the grounds on which it is based;
 - ii. stating that the applicant or member subject of the resolution may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service of the notice;
 - iii. stating the date, place and time of that meeting; and

- iv. informing the applicant or member subject of the resolution that he or she may do any or all of the following:
 - 1. attend and speak at that meeting;
 - 2. appoint a representative to attend and speak at the meeting on their behalf; and/or
 - 3. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- c. At a meeting of the Board held as referred to in Rule 48(b) the Board shall:
 - i. give the applicant or member subject of the resolution an opportunity to make oral representations;
 - ii. give due consideration to any written representations submitted to the Board by the applicant or member subject of the resolution at or prior to the meeting; and
 - iii. by resolution determine whether to confirm or to revoke the resolution.
- d. Where the Board confirms a resolution under Rule 48(c), the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under Rule 49.
- e. A resolution confirmed by the Board does not take effect:
 - i. until the expiration of the period within which the applicant or member subject of the resolution is entitled to appeal against the resolution where the applicant or member subject of the resolution does not exercise the right of appeal within that period; or
 - ii. where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the Association confirms the resolution, whichever is the later.
- f. The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association pursuant to Rule 50 if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

49. Right of appeal

- a. A rejected applicant or member, either directly or through their appointed representative, may appeal to the Association at a General Meeting against a resolution of the Board under Rule 48, within seven (7) days after notice of the resolution is served on the rejected applicant or member, by lodging with the Secretary a notice to that effect.
- b. The notice may, but need not, be accompanied by a statement of the grounds on which the rejected applicant or member intends to rely for the purposes of the appeal.
- c. On receipt of a notice from a rejected applicant or member under Rule 49(a), the Secretary must notify the Board which is to convene a Special General Meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice, unless said complaint is deemed by the Association to be sensitive in terms of Rule 49(f).
- d. At a Special General Meeting of the Association convened under Rule 49:
 - i. no business other than the question of the appeal is to be transacted;
 - ii. The rejected applicant or member, either directly or through their appointed representative, and the Board shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e. If at the Special General Meeting the Association passes a special resolution in favour of upholding confirmation of the resolution, the resolution is confirmed.

- f. Where said complaint has been deemed by the Association as being of a sensitive nature, a closed appeal meeting shall be held. Said meeting is to be held under the following conditions:
 - i. the meeting shall be held at a neutral location; and
 - ii. a quorum of the Board shall be present in terms of Rule 32(e); and
 - iii. the Board and the applicant shall be entitled to appoint one advocate to speak on each respective party's behalf; and
 - iv. the meeting shall be moderated by an independent mediator, with both parties agreeing to the appointment of said mediator prior to the meeting taking place; and
 - v. in the event that both parties are unable to agree to the appointment of an independent mediator within sixty (60) days of said appeal being lodged, the Association shall delegate the refer to the South Australian Community Broadcasting Association (SACBA), who shall appoint a mediator on behalf of both parties.
- g. Should the resolution be confirmed pursuant to Rule 49(e) or Rule 49(f), the rejected applicant or member has no further recourse.
- h. Should the resolution be overturned pursuant to Rule 49(e) or Rule 49(f):
 - i. the rejected applicant shall be admitted to the Association as a member upon payment of the prescribed membership fee in terms of Rule 21; or
 - ii. the member shall continue to hold their membership of the Association without prejudice.

50. Disciplinary action

Pursuant to Rules 47 through 49, a member may be subject to formal disciplinary action, including but not limited to suspension of membership and/or expulsion from the Association.

51. 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 within twenty-four (24) hours of the resolution being passed that they are to be suspended.
- d. Pursuant to Rule 51(d), the suspended member shall be entitled to be informed of the matters leading to the suspension, to make representations which at the election of the Board may be made in person, in writing or through a representative, and to receive a fair hearing as to whether the suspension is in the best interests of the good management of the Association in achieving its objects.
- e. In dealing with such suspension the Board will act according to the principles of natural justice, and shall include an opportunity for the member to be heard or to make a written submission in terms of Rule 48.
- f. The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

52. 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 upon not less than two thirds majority vote by the Board.
- b. It shall be open to a member to appeal the Board against the expulsion, pursuant to Rules 48 and 49.
- c. 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.
- d. In the event of an appeal, 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 Special General Meeting, convened pursuant to Rule 49, after the appellant has been heard by the members present at said Special General Meeting. In such event membership will be terminated at the date of the meeting at which the determination of the Board is upheld.

53. 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 in terms of Rule 48.

54. 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

55. 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.

56. Funding sources and application

- a. The funds of the Association are to be derived from membership fees, donations, sponsorship, access fees 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.

57. 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 57(a), the Association may effect and maintain other insurance.

58. 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.

59. 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 59(c), 59(d) and 60(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 60(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.

60. Purchases

- a. Purchases of goods or services on behalf of the Association of up to fifty dollars (\$50) per transaction may be undertaken by the Chair, the Vice-Chair, the Secretary or the Treasurer without further reference to the Board or the members, capped to a maximum of six (6) separate transactions or one hundred and fifty dollars (\$150) in total transactions per financial year.
- b. Purchases of goods or services on behalf of the Association of not less than fifty dollars (\$50) but not more than one thousand dollars (\$1,000) per transaction must be approved by the Board prior to said purchase transaction being entered into.
- c. Purchases of goods or services on behalf of the Association of greater than one thousand dollars (\$1,000) per transaction must be approved by the members at an Ordinary General Meeting, an Annual General Meeting, or a Special General Meeting; unless pre-approval has been granted by the members at a previous Ordinary General Meeting, an Annual General Meeting, or a Special General Meeting where said purchase of goods was tabled and agreed to by the members.
- d. Dollar values referred to in Rules 60(a), (b) and (c) shall be exclusive of Goods and Services Tax (GST), where applicable.
- e. 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.
- f. 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.
- g. Pursuant to Rules 59(a) and 60(e), where a purchase has been on behalf of the Association by a member who is also an authorised signatory as defined in Rule 58(b), said member shall not be permitted to act a signatory to authorise payment of said reimbursement claim.

61. 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.

62. 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.

63. Employment

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

64. 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.

65. 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.

66. 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.

APPENDIX A – Revision History

Revisions are highlighted.

Version	Date	Revisions
1.0	31 May 2017	Original version of LCMI Constitution as lodged with Consumer and Business Services (CBS).
1.1	13 October 2018 <i>(as accepted by resolution at the 2018 Association AGM)</i>	<p>Definitions</p> <p>'The Code' means the Community Radio Broadcasting Codes of Practice (2008).</p> <p>Rule 15(b)(iv)</p> <p>[A member must] hold a suitable police clearance, 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, which is to be updated every three (3) years, subject to current Association policy.</p> <p>Rule 16(b)(iv)</p> <p>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. An application may only be rejected if] [...] 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 [...]</p> <p>Rule 16(b)(vi)</p> <p>[...]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 [...]</p> <p>Rule 16(b)(vii)</p> <p>[...] 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).</p> <p>Rule 16(d)</p> <p>Where the Board resolves to reject an application for membership, the applicant shall have the right of reply and appeal under Rules 48 and 49. except where said application has been pre-assessed as posing a significant risk in terms of Rule 16(b)(vii).</p>

Rule 16(e)

~~Where a membership application that has been rejected pursuant to Rule 16(b)(vii), said applicant shall have no further recourse against the Association, its members, its board and/or its office bearers.~~

Rule 21(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 (1/12th) 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.

Rule 49(f)

Where said complaint has been deemed by the Association as being of a sensitive nature, a closed appeal meeting shall be held. Said meeting is to be held under the following conditions:

- i. the meeting shall be held at a neutral location; and
- ii. quorum of the Board shall be present in terms of Rule 32(e); and
- iii. the Board and the applicant shall be entitled to appoint one advocate to speak on each respective party's behalf; and
- iv. the meeting shall be moderated by an independent mediator, with both parties agreeing to the appointment of said mediator prior to the meeting taking place; and
- v. in the event that both parties are unable to agree to the appointment of an independent mediator within sixty (60) days of said appeal being lodged, the Association shall delegate the refer to the South Australian Community Broadcasting Association (SACBA), who shall appoint a mediator on behalf of both parties.

Rule 53(a)

The Association acknowledges the right of our audience to comment and make complaints in writing concerning:

Rule 59(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 60(e).

Rule 60(b)

Purchases of goods or services on behalf of the Association of not less than fifty dollars (\$50) but not more than one thousand dollars (\$1,000) per transaction must be approved by the Board prior to said purchase transaction being entered into.

Rule 60(c)

Purchases of goods or services on behalf of the Association of greater than one thousand dollars (\$1,000) per transaction must be approved by the members at an Ordinary General Meeting, an Annual General Meeting, or a Special General Meeting; unless pre-approval has been granted by the members at a previous Ordinary General Meeting, an Annual General Meeting, or a Special General Meeting where said purchase of goods was tabled and agreed to by the members.

Rule 60(d)

Dollar values referred to in Rules 60(a), (b) and (c) shall be exclusive of Goods and Services Tax (GST), where applicable

Rule 60(f)

Pursuant to Rules 59(a) and 60(e), where a purchase has been on behalf of the Association by a member who is also an authorised signatory as defined in Rule 58(b), said member shall not be permitted to act a signatory to authorise payment of said reimbursement claim.



Lofty Community Media Inc.

Constitution

Version 1.2

November 2019

Contents

Part A Recitals	3
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 is apolitical and secular	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	6
13. Amendments to policy documents	7
14. Disclosure	7
Part C Membership	7
15. Membership qualifications	7
16. Application for membership	8
17. Cessation of membership	8
18. Membership entitlements not transferable	9
19. Resignation of membership	9
20. Register of members	9
21. Fees and subscriptions	10
Part D Governance	10
22. Board	10
23. Powers of the Board	10
24. Presumption of validity	10
25. Board Structure	11
26. Election of Board Members	11
27. Secretary	12
28. Treasurer	12
29. Casual vacancies	12
30. Disclosure and conflicts of interest	12
31. Removal of Board member	13
32. Board meetings and quorum	13
33. Subcommittees	14
34. Voting and decisions made by Board and/or Subcommittee	14
35. Board meeting minutes	15
Part E General Meetings	15
36. Types of General Meeting	15
37. Procedure	15
38. Presiding member	16

39.	Adjournment	16
40.	Making of decisions	16
41.	Special resolutions.....	16
42.	Voting	17
43.	General Meeting minutes	17
44.	Ordinary General Meetings.....	18
45.	Annual General Meetings.....	18
46.	Special General Meeting	18
Part F Dispute Resolution and complaints handling		18
47.	Internal complaints	18
48.	Right of reply	19
49.	Right of appeal	20
50.	Disciplinary action.....	21
51.	Suspension of membership.....	21
52.	Expulsion of a member.....	21
53.	External complaints.....	21
54.	Natural justice	22
Part G Financial and risk management		22
55.	Liability.....	22
56.	Funding sources and application.....	22
57.	Insurances.....	22
58.	Banking.....	23
59.	Payments.....	23
60.	Purchases.....	23
61.	Appointment of auditor.....	24
62.	Asset register	25
63.	Employment	25
64.	Use of the Common Seal.....	25
65.	Service of notices	25
66.	Dissolution of the Association	25
Appendix A Revision History		27

Part A | Recitals

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 assist with the acquisition of a Temporary Community Broadcasting Licence (TCBL), and eventual 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 distribute programming of a type not adequately covered by legacy media outlets.
- h. 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.
- i. To foster the development and ideals of community broadcasting in such ways as the Association may determine, and to become a member of the CBAA, SACBA and/or any other bodies designed to support and advance the cause of community broadcasting.
- j. 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.
- k. To actively seek out content sharing opportunities with other likeminded Associations.
- l. To actively support, collaborate with or otherwise provide assistance to other likeminded Associations, free of charge or obligation.
- m. 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.
- n. 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 is apolitical and secular

- a. The Association shall not be in affiliated with any political party, lobby group or other such organization any way, shape or form.
- b. The Association shall not be affiliated with any church, congregation, religious lobby group or other such organization in any way, shape or form.
- c. Notwithstanding Rules 6(a) and 6(b), an application for membership to the Association shall not be influenced by a potential member's own political and/or religious beliefs.
- d. The Board shall not reject an application for membership based solely on a potential member's beliefs or affiliations with any political and/or religious group as defined in Rules 6(a) and 6(b).

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.

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 hold a suitable police clearance, 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, which is to be updated every three (3) years, subject to current Association policy.

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 be accompanied by a National Police Certificate (or equivalent document) dated no earlier than twelve (12) months prior to the date of the application; and
 - iii. shall be lodged with the Secretary of the Association.
- b. 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. An application may only be rejected if
 - i. there are reasonable grounds to believe that the applicant would not abide by the Rules and objectives of the Association; or
 - ii. required by law; or
 - iii. the applicant has been convicted of an indictable offence; or
 - iv. 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
 - v. there are reasonable grounds to believe that the applicant would not abide by the Community Radio Broadcasting Codes of Practice; or
 - vi. 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
 - vii. 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).
- c. 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.
- d. Where the Board resolves to reject an application for membership, the applicant shall have the right of reply and appeal under Rules 48 and 49.
- e. The Secretary shall:
 - i. upon payment by the applicant of the amounts referred to in Rule 21 within the period referred to in that Rule, or
 - ii. upon resolution of the Board to reject an application being overturned on reply or appeal and payment of the required membership fee by the applicant, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

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 52;
 - iii. resigns their membership;
 - iv. fails to renew their membership within sixty (60) days of expiry; or
 - v. fails to provide an updated National Police Certificate (or equivalent) within ninety (90) days of being requested to do so by the Association, or when the most recent National Police Certificate held is greater than three (3) years old.
- b. Where a membership has ceased in terms of Rule 17(a.iii) or 17(a.iv), the lapsed member is entitled to reapply for membership within twelve (12) months of their membership expiry

date, with said reapplication for membership to be automatically approved by the Secretary without reference to the Board.

- c. Where a membership has ceased in terms of Rule 17(a.v), the lapsed member is entitled to reapply for membership within twelve (12) months of their membership expiry date, subject to:
 - i. said reapplication for membership being automatically approved by the Secretary without reference to the Board where the updated National Police Certificate shows no adverse history; or
 - ii. full reassessment of membership by the Board or its delegate(s) where the updated National Police Certificate shows any matter of concern to the Secretary.
- d. Pursuant to Rule 17(b), a lapsed member who reapplies for membership more than twelve (12) months after their membership expired will be subject to the full membership application process in terms of Rule 16.

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 (1/12th) 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 by fifty percent (50%) of the prescribed annual 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 his or her 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 his or her custody or under his or her 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 his or her 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 his or her 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 his or her duties has the right to appeal his or her removal in terms of Rules 48 and 49.

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 member may serve on a maximum of two (2) Subcommittees at any one time.
- e. 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.
- f. Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- g. 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.
- h. The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- i. 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 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 Board at a subsequent meeting.
- c. The Minutes kept pursuant to this Rule shall be signed by the Chair of the meeting at which proceedings took place or by the Chair 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. 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 pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 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

- a. On any question arising at a General Meeting of the Association a member has one vote only, except here 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. a member may only carry a proxy vote for one (1) other member, and
 - ii. where a member chooses to appoint another member as a proxy, the must be nominated *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
 - iii. 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, but no later than twenty-four (24) hours after said meeting was closed.
 - f. Should the complaint be upheld by the Board, the discipline process as per Rule 50 is to apply.

48. Right of reply

- a. Pursuant to Rules 16(d), 47(f) and 53(g), an applicant or a member respectively shall have the right of reply where:
 - i. In the case of an applicant, said applicant's membership application was rejected by the Board; or
 - ii. In the case of a member, a complaint against said member has been upheld by the Board.
- b. Where the Board passes a resolution under Rule 16 or Rule 47, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution
 - i. setting out the resolution of the Board and the grounds on which it is based;
 - ii. stating that the applicant or member subject of the resolution may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service of the notice;
 - iii. stating the date, place and time of that meeting; and
 - iv. informing the applicant or member subject of the resolution that he or she may do any or all of the following:
 1. attend and speak at that meeting;
 2. appoint a representative to attend and speak at the meeting on their behalf; and/or
 3. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- c. At a meeting of the Board held as referred to in Rule 48(b) the Board shall:
 - i. give the applicant or member subject of the resolution an opportunity to make oral representations;
 - ii. give due consideration to any written representations submitted to the Board by the applicant or member subject of the resolution at or prior to the meeting; and
 - iii. by resolution determine whether to confirm or to revoke the resolution.
- d. Where the Board confirms a resolution under Rule 48(c), the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under Rule 49.
- e. A resolution confirmed by the Board does not take effect:
 - i. until the expiration of the period within which the applicant or member subject of the resolution is entitled to appeal against the resolution where the applicant or

- member subject of the resolution does not exercise the right of appeal within that period; or
 - ii. where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the Association confirms the resolution, whichever is the later.
- f. The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association pursuant to Rule 50 if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

49. Right of appeal

- a. A rejected applicant or member, either directly or through their appointed representative, may appeal to the Association at a General Meeting against a resolution of the Board under Rule 48, within seven (7) days after notice of the resolution is served on the rejected applicant or member, by lodging with the Secretary a notice to that effect.
- b. The notice may, but need not, be accompanied by a statement of the grounds on which the rejected applicant or member intends to rely for the purposes of the appeal.
- c. On receipt of a notice from a rejected applicant or member under Rule 49(a), the Secretary must notify the Board which is to convene a Special General Meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice, unless said complaint is deemed by the Association to be sensitive in terms of Rule 49(f).
- d. At a Special General Meeting of the Association convened under Rule 49:
 - i. no business other than the question of the appeal is to be transacted;
 - ii. The rejected applicant or member, either directly or through their appointed representative, and the Board shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e. If at the Special General Meeting the Association passes a special resolution in favour of upholding confirmation of the resolution, the resolution is confirmed.
- f. Where said complaint has been deemed by the Association as being of a sensitive nature, a closed appeal meeting shall be held. Said meeting is to be held under the following conditions:
 - i. the meeting shall be held at a neutral location; and
 - ii. a quorum of the Board shall be present in terms of Rule 32(e); and
 - iii. the Board and the applicant shall be entitled to appoint one advocate to speak on each respective party's behalf; and
 - iv. the meeting shall be moderated by an independent mediator, with both parties agreeing to the appointment of said mediator prior to the meeting taking place; and
 - v. in the event that both parties are unable to agree to the appointment of an independent mediator within sixty (60) days of said appeal being lodged, the Association shall delegate the refer to the South Australian Community Broadcasting Association (SACBA), who shall appoint a mediator on behalf of both parties.
- g. Should the resolution be confirmed pursuant to Rule 49(e) or Rule 49(f), the rejected applicant or member has no further recourse.
- h. Should the resolution be overturned pursuant to Rule 49(e) or Rule 49(f):
 - i. the rejected applicant shall be admitted to the Association as a member upon payment of the prescribed membership fee in terms of Rule 21; or
 - ii. the member shall continue to hold their membership of the Association without prejudice.

50. Disciplinary action

Pursuant to Rules 47 through 49, a member may be subject to formal disciplinary action, including but not limited to suspension of membership and/or expulsion from the Association.

51. 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 within twenty-four (24) hours of the resolution being passed that they are to be suspended.
- d. Pursuant to Rule 51(d), the suspended member shall be entitled to be informed of the matters leading to the suspension, to make representations which at the election of the Board may be made in person, in writing or through a representative, and to receive a fair hearing as to whether the suspension is in the best interests of the good management of the Association in achieving its objects.
- e. In dealing with such suspension the Board will act according to the principles of natural justice, and shall include an opportunity for the member to be heard or to make a written submission in terms of Rule 48.
- f. The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

52. 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 upon not less than two thirds majority vote by the Board.
- b. It shall be open to a member to appeal the Board against the expulsion, pursuant to Rules 48 and 49.
- c. 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.
- d. In the event of an appeal, 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 Special General Meeting, convened pursuant to Rule 49, after the appellant has been heard by the members present at said Special General Meeting. In such event membership will be terminated at the date of the meeting at which the determination of the Board is upheld.

53. 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 in terms of Rule 48.

54. 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

55. 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.

56. 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.

57. 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 57(a), the Association may effect and maintain other insurance.

58. 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.

59. 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 59(c), 59(d) and 60(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 60(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.

60. Purchases

- a. Purchases of goods or services on behalf of the Association of up to fifty dollars (\$50) per transaction may be undertaken by the Chair, the Vice-Chair, the Secretary or the Treasurer without further reference to the Board or the members, capped to a maximum of six (6) separate transactions or one hundred and fifty dollars (\$150) in total transactions per financial year.
- b. Purchases of goods or services on behalf of the Association of not less than fifty dollars (\$50) but not more than one thousand dollars (\$1,000) per transaction must be approved by the Board prior to said purchase transaction being entered into.

- c. Purchases of goods or services on behalf of the Association of greater than one thousand dollars (\$1,000) per transaction must be approved by the members at an Ordinary General Meeting, an Annual General Meeting, or a Special General Meeting; unless pre-approval has been granted by the members at a previous Ordinary General Meeting, an Annual General Meeting, or a Special General Meeting where said purchase of goods was tabled and agreed to by the members.
- d. Dollar values referred to in Rules 60(a), (b) and (c) shall be exclusive of Goods and Services Tax (GST), where applicable.
- e. 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.
- f. 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.
- g. Pursuant to Rules 59(a) and 60(e), where a purchase has been on behalf of the Association by a member who is also an authorised signatory as defined in Rule 58(b), said member shall not be permitted to act a signatory to authorise payment of said reimbursement claim.

61. 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.

62. 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.

63. Employment

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

64. 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.

65. 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.

66. 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.

Appendix A | Revision History

Revisions are highlighted.

Version	Date	Revisions
1.0	31 May 2017	Original version of LCMI Constitution as lodged with Consumer and Business Services (CBS).
1.1	13 October 2018	<p>Definitions</p> <p>'The Code' means the Community Radio Broadcasting Codes of Practice (2008).</p> <p>Rule 15(b)(iv)</p> <p>[A member must] hold a suitable police clearance, 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, which is to be updated every three (3) years, subject to current Association policy.</p> <p>Rule 16(b)(iv)</p> <p>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. An application may only be rejected if [...] 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 [...]</p> <p>Rule 16(b)(vi)</p> <p>[...] 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 [...]</p> <p>Rule 16(b)(vii)</p> <p>[...] 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).</p> <p>Rule 16(d)</p> <p>Where the Board resolves to reject an application for membership, the applicant shall have the right of reply and appeal under Rules 48 and 49, except where said application has been pre-assessed as posing a significant risk in terms of Rule 16(b)(vii).</p> <p>Rule 16(e)</p> <p>Where a membership application that has been rejected pursuant to Rule 16(b)(vii), said applicant shall have no further recourse against the Association, its members, its board and/or its office bearers.</p> <p>Rule 21(b)</p> <p>Where a member has joined the Association in any month other than July in any calendar year, their first year's membership:</p>

- i. shall be prorated at one-twelfth (1/12th) 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.

Rule 49(f)

Where said complaint has been deemed by the Association as being of a sensitive nature, a closed appeal meeting shall be held. Said meeting is to be held under the following conditions:

- i. the meeting shall be held at a neutral location; and
- ii. a quorum of the Board shall be present in terms of Rule 32(e); and
- iii. the Board and the applicant shall be entitled to appoint one advocate to speak on each respective party's behalf; and
- iv. the meeting shall be moderated by an independent mediator, with both parties agreeing to the appointment of said mediator prior to the meeting taking place.

Rule 53(a)

The Association acknowledges the right of our audience to comment and make complaints in writing concerning:

Rule 59(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 60(e).

Rule 60(b)

Purchases of goods or services on behalf of the Association of not less than fifty dollars (\$50) but not more than one thousand dollars (\$1,000) per transaction must be approved by the Board prior to said purchase transaction being entered into.

Rule 60(c)

Purchases of goods or services on behalf of the Association of greater than one thousand dollars (\$1,000) per transaction must be approved by the members at an Ordinary General Meeting, an Annual General Meeting, or a Special General Meeting; unless pre-approval has been granted by the members at a previous Ordinary General Meeting, an Annual General Meeting, or a Special General Meeting where said purchase of goods was tabled and agreed to by the members.

Rule 60(d)

Dollar values referred to in Rules 60(a), (b) and (c) shall be exclusive of Goods and Services Tax (GST), where applicable

Rule 60(f)

Pursuant to Rules 59(a) and 60(e), where a purchase has been on behalf of the Association by a member who is also an authorised signatory as defined in Rule 58(b), said member shall not be permitted to act a signatory to authorise payment of said reimbursement claim.

1.2 1 November 2019

Rule 15(b)(iv)

[A member must] hold a suitable police clearance, 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, which is to be updated every three (3) years, subject to current Association policy.

Rule 25

Redundant (expired) clause pertaining to the First Board viz. c Lofty Community Media Incorporated Constitution V1.1 ("Constitution V1.1") Rule 25(a) removed. Rules 25(a) through (h) identical to Constitution V1.1 Rules 25(b) through (i), notwithstanding deletion of references to the First Board.

Rule 45(a)

~~With the exception of the first Annual General Meeting of the Association,~~ The Association must, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.

Rule 45(b)

~~The Association must hold its first Annual General Meeting:~~
~~i. within the period of eighteen (18) months after its incorporation under the Act, and~~
~~ii. within the period of six (6) months after the expiration of the first financial year of the Association.~~ *Redundant (expired) clause pertaining to the first Annual General Meeting, held 13 October 2018.*

Rule 45(b) through (d)

Identical to Rules 45(c) through (e) in Constitution V1.1. Renumbered due to deletion of Constitution V1.1 Rule 45(b).

Rule 47(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.

Rule 47(a)(ii)

[...] persistently and willfully wilfully acted in a manner prejudicial to the interests of the Association.

Rule 56(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.

Rule 61(e)

The appointed auditor shall be hold the qualifications stipulated in the Act.



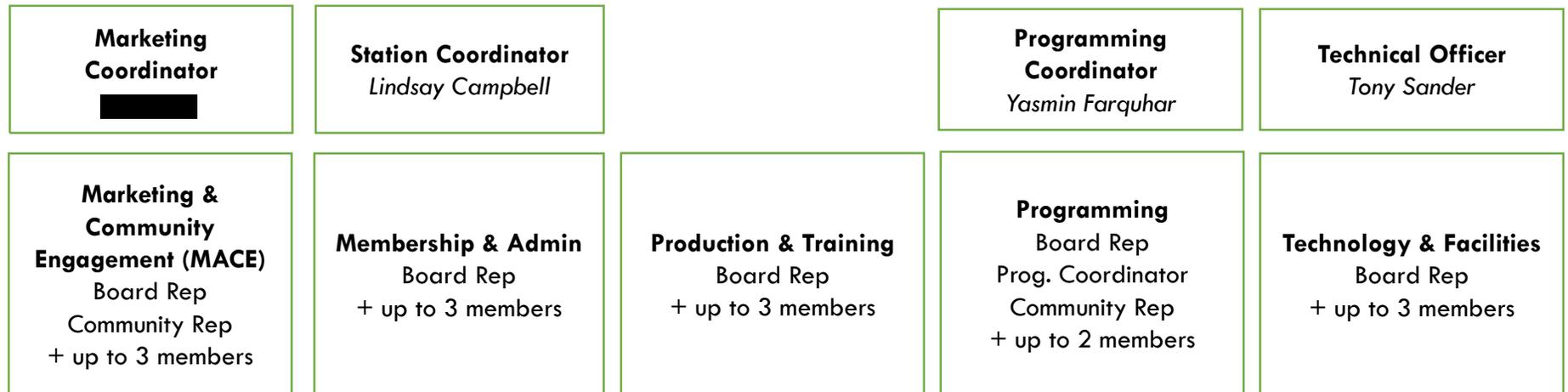
Lofty's Management and Operations Structure

Board, Committees and Volunteers – November 2019

Strategy Layer (Board)



Interface Layer (Committees)



Operations Layer (Volunteers)





Our People

As at 21 November 2019

Lofty's Board

Name	Position	Date commenced
Claudine Burgess	Chair	13 October 2018 ¹
Benjamin (Ben) Goldfinch	Vice Chair	13 October 2018
Dr Tanya Lyons PhD	Secretary	23 January 2019 ²
Alan (Al) Thorne	Treasurer	13 October 2018 ³
Robert (Rob) Vrabec	Board Member	13 October 2018 ⁴
Bridie Campbell	Board Member	21 November 2019
Geoffrey (Geoff) Cleggett	Board Member	21 November 2019

Lofty's Board Members

Lofty's Board is currently made up of seven elected members, pursuant to the Lofty Community Media Incorporated Constitution. The Constitution stipulates that every Board Member must also be a financial member of Lofty, ensuring that each Board Member acts in Lofty's best interests at all times.

We have attracted a Board consisting of high calibre individuals, all of whom have substantial experience in their respective fields. Each shares Lofty's vision of building a valuable cultural and community organisation for the benefit of Adelaide Hills residents.

Every Lofty Board member resides within the Adelaide Hills.

¹ Appointed Chair 23 January 2019 due to Lara Winsor's resignation from the Lofty Board

² Appointed Secretary 23 January 2019 due to Lara Winsor's resignation from the Lofty Board

³ Re-elected at 2019 Lofty AGM, 21 November 2019

⁴ Re-elected at 2019 Lofty AGM, 21 November 2019

Our Board as at 21 November 2019

Claudine Burgess
Chair
Aldgate

- Masters in Neuro Linguistic Programming
- Freelance Photographer and Marketing Consultant 2005-present
- Public Relations Executive, Honda Rothmans International 1988-1993
- Council Member, Save The Children (South Australia) 2007-2010
- Council Member, Business Professionals for Women 2007-2010
- Fluent in 5 languages (English, Flemish, French, German, Dutch)

Benjamin Goldfinch
Vice Chair
Balhannah

- Bachelor of Journalism
- Sports Journalist, *The Courier Mount Barker*
- 7 years' experience in live sports broadcasting
- Co-founded Lofty in 2017

Dr Tanya Lyons PhD
Secretary
Macclesfield

- PhD in History and International Relations
- Senior Lecturer, Flinders University 2005-2018
- President, The African Studies Association of Australasia and the Pacific 2012-2017
- Author, *Guns and Guerilla Girls: Women in the Zimbabwean Liberation Struggle (2004)*
- Co-editor of four books
- Writer/co-writer of over 30 research articles pertaining to African studies

Alan Thorne
Treasurer
Mount Barker

- Former Board Member, Blues Society of South Australia
- 20+ years community broadcasting experience
- Proprietor, Gift Emporium 1991-2000
- Qualified electrician
- Champion sand sculptor
- Co-founded Lofty in 2017

Robert Vrabec
Macclesfield

- Bachelor of Education
- Tech studies teacher

Bridie Campbell
Mount Barker

As Bridie and Geoff have recently been elected to the Lofty Board, full biographical information is not yet available.

Geoffrey Cleggett
Blakiston

We are happy to supply an updated version of this document upon request.

Lofty's Staff

In terms of Rule 63 of the Lofty Community Media Incorporated Constitution, Lofty is prohibited from engaging paid employees.

The coordination of Lofty's operation is delegated to several roles. All roles are held by current Lofty members, and are in a voluntary capacity.

All of Lofty's voluntary staff members reside within the Adelaide Hills.

Station Coordinator

Lindsay Campbell

Mount Barker

- Associate Fellow, Australian Marketing Institute
- 50 years military service (RNZAF/RAAF), including aircrew and aviation technology (radar tech/air electronics)
- 30 years' experience in major event organisation and production
- 6 years' community radio station management experience
- Former elected member, Mount Barker District Council 2006-2018
- Strong knowledge of broadcasting legislation and compliance
- Key liaison point between members and Board

Technical Officers

Geoff Cleggett

Blakiston

- Over 50 years' experience in RF technologies
- Amateur radio licence holder (VK5ZAE)
- Manages Lofty's TX (RF) facilities

Tony Sander

Stirling

- Diploma of Information Technology (Networks)
- Designed and built Lofty's IT networking infrastructure and Audio over Internet Protocol (AoIP) studio-to-transmitter link (STL)
- Manages Lofty's IT facilities including TX IP link
- Co-founded Lofty in 2017

Programming Coordinator

Yasmin Farquhar

Mount Barker

- Programming committee member, Hills Radio 2015-2016
- First entered community broadcasting in 1995

Admin & Member Coordinator

Position vacant

- Oversees operation of Admin & Membership functions
- Role currently filled by Station Coordinator

Marketing Coordinator

██████████

██████████

██

██



Lofty Community Media Incorporated
ABN 73 798 304 687

ANNUAL REPORT

for the Financial Year ending 30 June 2018

Our mission & vision

Our vision takes the form of a Lofty Goal. *Our Lofty Goal is to build a valuable cultural and community asset for the Adelaide Hills.*

Our milestones

from inception to 30 June 2018

18 May 2017	Meeting of four ex-Hills Radio members (Al Thorne, Ben Goldfinch, Kirri Riley and Tony Sander) resolves to incorporate a new association, Lofty Community Media Incorporated (Lofty).
26 May 2017	Lofty's 24/7 live audio stream enters testing.
2 June 2017	Application for Lofty's incorporation lodged with Consumer and Business Services (CBS), Adelaide.
5 June 2017	Lofty granted incorporated association status.
1 August 2017	Lofty's 24/7 live audio stream and new website (lofty.org.au) soft launched.
1 November 2017	Lofty joins South Australian Community Broadcasting Association (SACBA).
12 November 2017	Lofty's official public launch at In The Raw festival.
30 November 2017	Lofty's first official public information meeting held, attracting approximately 25 attendees.
22 March 2018	Lofty enters into a strategic alliance with the Hills Football League (HFL) to distribute one live HFL game per week via online streaming, as well as the development and management of a new online portal for Adelaide Hills football, hillsfooty.com. FM broadcast rights retained by current rights holder
7 April 2018	First HFL match delivered via live audio stream (Ironbank v Kersbrook, Ironbank Oval).
11 April 2018	HFL FM broadcast rights holder hands back rights to HFL; HFL offers to provide Lofty with FM broadcast rights subject to Lofty obtaining an FM licence to broadcast one live game per week on a Saturday afternoon.
29 May 2018	Lofty submits first application for Temporary Community Broadcasting Licence with the regulator (ACMA).

CONTENTS

PROLOGUE

Our mission & vision	2
Our milestones to 30 June 2018	2
Section 1 – An overview of Lofty	
About us	4
Our people	5
Section 2 – Governance	
Structure & management	6
Section 3 – Our Finances	
Treasurer’s report	7
Financial statements	8

About us

Lofty Community Media Incorporated (Lofty) was founded in 2017 by a small but enthusiastic team of people with one common vision: to build a valuable cultural and community asset for the Adelaide Hills.

We will build a modern and progressive grass-roots media outlet for the Adelaide Hills, utilising a mix of current and emerging media technologies, including FM radio and online services, to provide a platform where members of the Adelaide Hills community can engage in self-expression and dissemination of information.

Salient points from Lofty's objectives as documented in our Constitution, albeit paraphrased for the purposes of this report, include:

- to build and maintain an independent, not-for-profit multi-channel media asset for the benefit of the Adelaide Hills community;
- to adopt established and emerging technologies in the formation of said community media asset;
- to ensure we are fully compliant with all relevant Codes and Acts, thus positioning us to obtain an FM broadcasting licence;
- to actively encourage members of the Adelaide Hills community to participate in the formation and ongoing operation of our organisation, simultaneously increasing the diversity of locally produced on-air content and providing said members with skills training and personal development opportunities;
- to enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities;
- to promote the Adelaide Hills to non-residents using technologies that allow us to communicate beyond the range of a terrestrial FM transmitter;
- to actively promote the work of Australian musicians and performers with local, emerging and/or unsigned artists given priority for airplay; and
- to actively seek and encourage collaborations with other likeminded associations and entities.

To underpin Lofty's desire to build a safe common ground, a conscious decision was made to declare Lofty as an apolitical and secular organisation, as evidenced in Rule 6 of the Constitution. We don't wish to stifle debate or exclude community members with specific views or beliefs; rather, it is designed to encourage a broad cross-section of the community to participate in Lofty with as few barriers as possible.

A robust and somewhat member-centric constitution has resulted in Lofty's open and transparent environment. Every member is encouraged to feel ownership in Lofty. This has spawned a positive culture of collaboration and diversity first envisaged by Lofty's founders in May 2017.

We are quickly establishing a reputation as a leading not-for-profit media organisation in the Adelaide Hills. Furthermore, our modern and progressive approach realistically positions Lofty to gain renown as one of Australia's leading community broadcasting and not-for-profit media enterprises.

Our People

As at 30 June 2018

Lofty's Board

Name	Position	Dates acted (if not for whole year)
Lara Winsor	Chair	
Alan (Al) Thorne	Vice-Chair	
Anthony (Tony) Sander	Treasurer/Secretary	
Robert (Rob) Vrabec	Board Member	

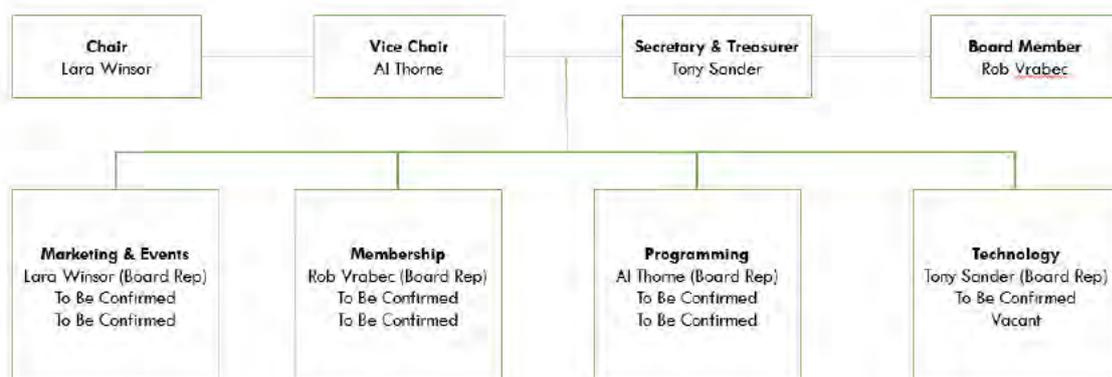
Staff

In terms of Rule 63 of the Lofty Community Media Incorporated Constitution V1.0 May 2017, Lofty is prohibited from engaging paid employees.

The creation of several roles, to be staffed on a 100% voluntary basis, is under consideration for the 2018-19 Financial year.

Structure & Management

Lofty Board and Committees 30 June 2018



Treasurer's Report

At the risk of stating the obvious, Lofty is a nascent organisation. This is reflected in Lofty's financial statements for the 2017-18 Financial Year.

Planning is underway for the 2018-19 Financial Year, where Lofty expects a steep increase in both income and expenses commensurate with its transition from conceptual to tangible.

Due to the token nature of Lofty's 2017-18 financial reports, an auditor has not been appointed; not least of which because the cost of said audit would most likely exceed Lofty's 2017-18 Financial Year revenue.

I confirm that the Financial Reports contained within this Report are true and correct.



Tony Sander
Treasurer, Lofty Community Media Incorporated
1 October 2018

Lofty Community Media Incorporated ABN 73 798 304 687
Income Statement for the Financial Year ending 30 June 2018

Income

Fundraising - Donations	████████
Fundraising - Goods for sale	████████
<i>Income Total</i>	████████

Expenses

Accounting Fees	████████
Insurance	████████
Licences	████████
Rent	████████
Venue Hire	████████
<i>Expense Total</i>	████████

Operating Surplus ██████████

Other Income Total ██████

Other Expense Total ██████

Net Surplus ██████████

Lofty Community Media Incorporated ABN 73 798 304 687

Balance Sheet as at 30 June 2018

Assets

BankSA Cheque Account	████████
Formation Costs	████████
Tax Paid on Purchases	████████

Total Assets ██████████

Liabilities

Tax Collected from Sales	████████
--------------------------	----------

Total Liabilities ██████████

Equity

Current Earnings	████████
Historical Balancing	████████
Member Equity	████████

Total Equity ██████████

Lofty Community Media Incorporated

Incorporated in South Australia | ABN 73 798 304 687

PO Box 1746 MOUNT BARKER SA 5251

Phone (08) 7079 8333

info@lofty.org.au | lofty.org.au

facebook.com/radiolofly



Lofty Community Media Incorporated 2018 AGM Minutes

Date/Time 13 October 2018 10:30

Venue RSL Mount Barker Sub-Branch, 23 Hutchinson Street, MOUNT BARKER



Chair Lara Winsor (LW).

Board Tony Sander (TS), Rob Vrabec (RV).

Members Ben Goldfinch (BG), [REDACTED] Claudine Burgess (CB), Geoff Cleggett (GC), [REDACTED]

Guests Tim Borgas (TB), [REDACTED].

Apologies Al Thorne (AT), Yasmin Farquhar (YF), [REDACTED]

Meeting opened 10:40

- LW opened meeting with introduction, acknowledgement of Country and apologies.
- TB briefly introduced the South Australian Community Broadcasters Association (SACBA) to the Lofty members. Topics included technical support, governance support, use of SACBA's equipment bank and the annual Bilby Awards for excellence in SA community broadcasting. Lofty acknowledged SACBA's support in getting set up, as Lofty is using SACBA's equipment (viz. transmitter, broadcast console, sound processor etc) until Lofty is in a position to source its own, as well as JP and BG's success in the 2018 SACBA Bilby Awards for receiving a runner-up Bilby for Best Sports Broadcast (HFL Call of the Wild).
- LW submitted the Chair's report (attached). It was noted that the expected timeline for 2018 was different from the forecast. Points of note include acknowledgement of TS and AT representing Lofty at the 2018 SACBA Conference, and acknowledgement of GC offering use of his tower to broadcast from. Accepted by TS, seconded CB.
- TS submitted the Treasurer's report and financial statements (attached). Accepted by LW, seconded PH.

JL left meeting 11:10, appointed LW as proxy

- Proposed resolution: Acceptance of Constitution Version 1.1 (V1.1). Revisions to the current Constitution (Constitution V1.0), as tabled. Revisions attached.

Rule No.	Change Adopted	Motion Accepted	Motion Seconded	Notes
Definitions	Yes	PH	CB	Fixed typo.
15(b)(iv)	Yes	PH	NH	
16(b)(iv)	Yes	CB	PH	
16(b)(vi)	Yes	BG	PJ	
16(b)(vii)	Yes	PH	NH	
16(d)	No	TS	LW	Current clause retained.
16(e)	No	CB	LW	Remove proposed clause due to inconsistencies between proposed clause and Constitution.
21(b)	Yes	PH	CB	
49(f)	Yes	PJ	KF	Clause redrafted to close potential loophole spotted by TB, PC and GC. Additional sub-clause added, viz.: <i>v. If no independent</i>

				<p><i>mediator can be agreed upon by both parties within 60 calendar days of original complaint being formally lodged a neutral mediator shall be appointed by SACBA (or words to this effect).</i></p> <p>LW thanked TB for SACBA's offer to assist in a situation where 49(f) may be invoked, and thanked PW and GC for their input.</p>
53(a)	Yes	LW	PJ	Added additional word for clarity.
59(c)	Yes	PJ	CB	Fixed typo.
60(b)	Yes	PJ	PH	
60(c)	Yes	CP	PJ	
60(d)	Yes	LW	RB	
60(f)	Yes	CB	PH	

Constitutional amendments as above carried unanimously. LW cast proxy vote on behalf of JL.

6. Questions to Board:

1. JP asked if there was any update on the proposed timesharing arrangement of 88.9 FM with Hills Radio. As per the Chair's report, LW confirmed that Lofty has made its requirements clear to the regulator; Lofty has committed to deliver Hills Football League (HFL) live match coverage via FM from 2019, thus Saturdays are required as a minimum. TB confirmed that his knowledge of the regulator's standard operating procedures suggests that in the event where two TCBL applicants for one frequency are unable to reach a consensus re: timesharing arrangements, the regulator shall have the final say with no further recourse.
2. CB asked about Lofty's governance training. LW confirmed that Lofty is currently researching a number of providers for assistance in not-for-profit governance training, including but not limited to SACBA and Volunteering SA. LW reaffirmed Lofty's commitment to transparency and diligence in governance. TS introduced the CBAA Station Health Check Report to the members; this is a tool that guides community radio stations through all the steps to be taken to ensure full compliance. The Board has placed an action item on its next Board meeting agenda viz. formation of Policy & Governance committee to commence working on Policy Documents for Lofty.
3. PH asked about the requirement for a National Police Certificate and/or equivalent and whether or not they would be necessary for passive members (i.e. members choose to support Lofty financially, but do not wish to participate in the day-to-day operations). TS suggested that it may be possible to review the requirement. LW brought to everybody's attention that as of 1 November 2018, screening checks for volunteers living in South Australia will be free of charge. (Source: <https://screening.sa.gov.au/screening-process/volunteer-screening>)

7. Board Election. In terms of Rule 25 of Constitution V1.1, the First Board (viz. LW, AT, TS and RV) stepped down, with a new Board to be elected. Said Board is to consist of no fewer than six (6) members and no greater than eight (8) members.

TB, as an independent returning officer, confirmed that six (6) nominations for Board membership had been received, and therefore confirmed the following new Board members:

Lara Winsor, Chair (re-elected)
Tony Sander, Treasurer (re-elected)
Al Thorne, Board Member (re-elected)
Rob Vrabec, Board Member (re-elected)
Claudine Burgess, Board Member
Ben Goldfinch, Board Member

There were no nominations for Vice Chair or Secretary. TB advised that the Board can appoint said roles as they see fit. Said appointments deferred until the next Board meeting.

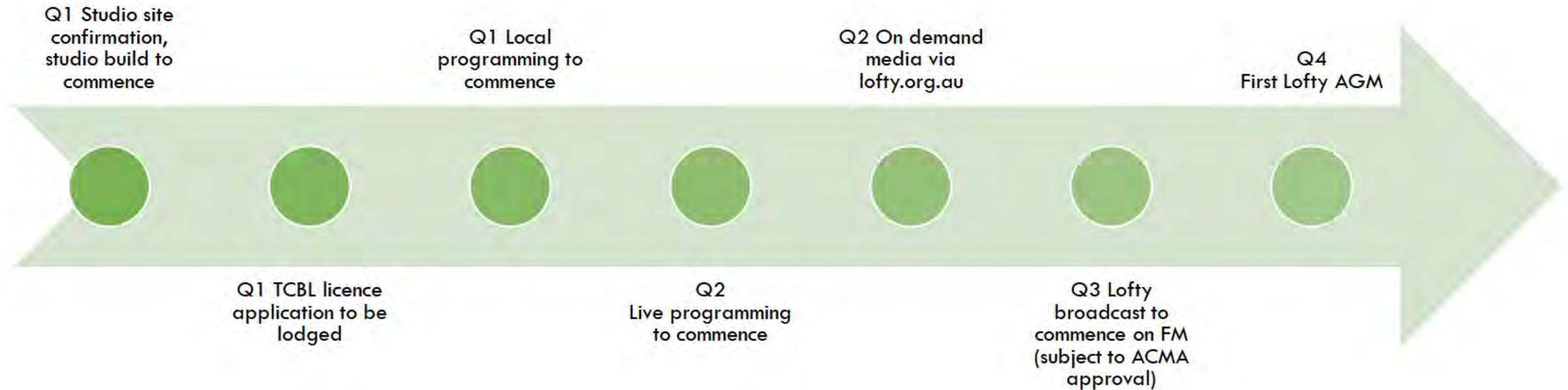
Meeting closed 11:50

Lofty Community Media

AGM – 13 October 2018



Proposed Timeline 2018



Actual Timeline 2018



Proposed Timeline 2019



Questions? Ask Lofty.

PO Box 1746 MOUNT BARKER SA 5251

Phone (08) 7079 8333

Email info@lofty.org.au

 facebook.com/radiolofly





Lofty Community Media Incorporated
ABN 73 798 304 687

ANNUAL REPORT

for the Financial Year ending 30 June 2019

Our mission & vision

Our vision takes the form of a Lofty Goal. *Our Lofty Goal is to build a valuable cultural and community asset for the Adelaide Hills.*

Our milestones

from 1 June 2018 to 30 June 2019

11 August 2018	Lofty wins Runner-Up in 2018 SACBA Bilby Awards for the HFL Call Of The Wild online live stream (commenced 7 April 2018).
15 August 2018	Lofty's bid for a Temporary Community Broadcasting Licence (TCBL) is successful, with proposed start date 22 November 2018.
16 August 2018	Lofty joins the Community Broadcasting Association of Australia (CBAA).
22 August 2018	Lofty secures transmission (TX) site at Cleggett Farm, Littlehampton.
1 October 2018	Lofty signs lease for studio premises at 20 Stephen Street, Mount Barker.
25 November 2018	Lofty commences broadcasting on 88.9 FM weekly from Sunday 00:00 through Tuesday 23:59 in a timesharing arrangement with Hills Radio, as set by the regulator (ACMA).
22 March 2019	Lofty holds first of new format public information sessions; held at Lofty's studio and adopting a more intimate format than previous "Town Hall" style sessions.
6 April 2019	2019 Hills Football League (HFL) Division 1 Season commences; online audio streaming services continue.
27 April 2019	First HFL Call Of The Wild live video stream via hillsfooty.com and HFL Media's Facebook page; Lofty audio feed used by video stream provider, Sports Interactive.
25 May 2019	ACMA opens consultation into creation of long-term general community radio licence on 88.9 FM, based in Mount Barker.
30 June 2019	Lofty has broadcast over 400 hours of live and local content on 88.9 FM since 25 November 2018.

CONTENTS

PROLOGUE

Our mission & vision	2
Our milestones from 1 July 2018 to 30 June 2019	2
Section 1 – An overview of Lofty	
About us	4
Our people	5
Section 2 – Governance	
Structure & management	6
Section 3 – Our Finances	
Treasurer’s report	7
Financial statements	8

About us

Lofty Community Media Incorporated (Lofty) was founded in 2017 by a small but enthusiastic team of people with one common vision: to build a valuable cultural and community asset for the Adelaide Hills.

We will build a modern and progressive grass-roots media outlet for the Adelaide Hills, utilising a mix of current and emerging media technologies, including FM radio and online services, to provide a platform where members of the Adelaide Hills community can engage in self-expression and dissemination of information.

Salient points from Lofty's objectives as documented in our Constitution, albeit paraphrased for the purposes of this report, include:

- to build and maintain an independent, not-for-profit multi-channel media asset for the benefit of the Adelaide Hills community;
- to adopt established and emerging technologies in the formation of said community media asset;
- to ensure we are fully compliant with all relevant Codes and Acts, thus positioning us to obtain an FM broadcasting licence;
- to actively encourage members of the Adelaide Hills community to participate in the formation and ongoing operation of our organisation, simultaneously increasing the diversity of locally produced on-air content and providing said members with skills training and personal development opportunities;
- to enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities;
- to promote the Adelaide Hills to non-residents using technologies that allow us to communicate beyond the range of a terrestrial FM transmitter;
- to actively promote the work of Australian musicians and performers with local, emerging and/or unsigned artists given priority for airplay; and
- to actively seek and encourage collaborations with other likeminded associations and entities.

To underpin Lofty's desire to build a safe common ground, a conscious decision was made to declare Lofty as an apolitical and secular organisation, as evidenced in Rule 6 of the Constitution. We don't wish to stifle debate or exclude community members with specific views or beliefs; rather, it is designed to encourage a broad cross-section of the community to participate in Lofty with as few barriers as possible.

A robust and somewhat member-centric constitution has resulted in Lofty's open and transparent environment. Every member is encouraged to feel ownership in Lofty. This has spawned a positive culture of collaboration and diversity first envisaged by Lofty's founders in May 2017.

We are quickly establishing a reputation as a leading not-for-profit media organisation in the Adelaide Hills. Furthermore, our modern and progressive approach realistically positions Lofty to gain renown as one of Australia's leading community broadcasting and not-for-profit media enterprises.

Our People

As at 30 June 2019

Lofty's Board

Name	Position	Dates acted (if not for whole year)
Claudine Burgess	Chair ¹	13 October 2018
Alan (Al) Thorne	Vice-Chair ²	13 October 2018
Dr Tanya Lyons PhD	Secretary	22 January 2019 ³
Anthony (Tony) Sander	Treasurer	13 October 2018
Robert (Rob) Vrabec	Board Member	13 October 2018
Benjamin (Ben) Goldfinch	Board Member	13 October 2019

Staff

Rule 63 of the Lofty Community Media Incorporated Constitution V1.1 October 2018 prohibits Lofty from engaging paid employees.

In May 2019, Lofty's Board approached Mr. Lindsay Campbell to act as Lofty's Station Coordinator in a voluntary capacity, which he accepted. Lindsay has significant experience in community radio; his most recent experience being Station Manager at 5 Triple R FM 107.3 Woomera.

As we gain scale, Lofty expects to move towards a model where station management is overseen by several members acting at a Coordinator level. The Coordinator roles are effectively a job-share arrangement; hence each Coordinator is deemed to be a Duty Coordinator. Lofty is working with the South Australian Community Broadcasting Association (SACBA) to formulate a training program for our future Coordinators.

¹ Originally elected as a Board Member, Claudine was appointed Chair on 22 January 2019 as a result of Lara Winsor's resignation from the Board.

² Originally elected as a Board Member, Al was appointed Vice-Chair on 22 January 2019.

³ Appointed as Secretary pursuant to Rule 29 of the Constitution as a result of Lara Winsor's resignation from the Board.

Structure & Management



Lofty's Management and Operations Structure Board, Committees and Volunteers – 30 June 2019



Treasurer's Report

Lofty's successful bid for a Temporary Community Broadcasting Licence (TCBL) has created both revenue opportunities and significant expenditure during the 2018-19 Financial Year.

News of this bid, as first reported in August 2018, led to an extraordinary outpouring of public support from the Adelaide Hills community. Much of this support took the form of cash donations, for which Lofty is eternally grateful.

Due to this immense support, Lofty felt no pressure to actively canvass potential sponsors during the 2018-19 Financial Year. One highly encouraging sign is that as a result of our first few months on air, Lofty has attracted a number of approaches from potential local sponsors. We expect to convert many of these opportunities into paid sponsorships as the 2019-20 Financial Year progresses.

Heading into the 2019-20 Financial Year, we anticipate a shift in Lofty's funding mix to include the aforementioned sponsorship along with access charges, membership and other fundraising initiatives.

Lofty has also benefited from the generous in-kind support of SACBA and access to their equipment bank, including an FM transmitter and a studio desk. SACBA has committed to continue its support until Lofty acquires our own equipment; we expect to commence the acquisition of such equipment from 2022, by way of grant funding from the Community Broadcasting Foundation (CBF).

The 2018-19 Financial Year also provided a valuable opportunity for Lofty to refine its desired operating model; being one untainted by profit motives or commercial imperatives, where the effectiveness of said model is enhanced by broad community participation.

I am sanguine about our model's long-term sustainability; whilst it is underpinned by the generosity of time offered by the community with no expectation of recompense, its close alignment with the spirit of community radio is – in my honest personal opinion - unprecedented in the Adelaide Hills.

Pursuant to Rule 61 of the Constitution, an auditor has not been appointed.

I confirm that the Financial Reports contained within this Report are true and correct.



Tony Sander
Treasurer, Lofty Community Media Incorporated
1 November 2019

Lofty Community Media Incorporated ABN 73 798 304 687
Income Statement for the Financial Year ending 30 June 2019

	FY19	FY18
Income		
Fundraising - Donations	████████	████████
Fundraising - Goods for sale	████	████████
Grants & Subsidies	████	████
Membership	████	████
<i>Income Total</i>	████████	████████
Expenses		
Accounting Fees	████	████
Bank Fees	████	████
Cleaning	████	████
Computer Expenses	████	████
Electricity	████	████
Insurance	████	████
Interest Expense ⁴	████	████
Internet	████	████
Licences	████	████
Rent	████	████
Repairs & Maintenance	████	████
Subscriptions	████	████
Venue Hire	████	████
<i>Expense Total</i>	████████	████████
Net Surplus (Deficit)	████████	████████

⁴ Insurance Premium Funding taken out to facilitate monthly instalments instead of annual lump sum.

Lofty Community Media Incorporated ABN 73 798 304 687

Balance Sheet as at 30 June 2019

	FY19	FY18
Assets		
<i>Current Assets</i>		
BankSA Cheque Account	█	█
Petty Cash	█	
Tax Paid on Purchases	█	█
Prepaid Expenses	█	
Total Current Assets	█	█
<i>Non-Current Assets</i>		
Security Deposit - 20 Stephen Street	█	
Plant & Equipment	█	
Total Non-Current Assets	█	█
Total Tangible Assets	█	█
<i>Intangible Assets</i>		
Formation Costs	█	█
Total Intangible Assets	█	█
Total Assets	█	█
Liabilities		
<i>Current Liabilities</i>		
Tax Collected from Sales	█	█
Total Current Liabilities	█	█
<i>Non-Current Liabilities</i>		
Loan - █	█	
Total Non-Current Liabilities	█	█
Total Liabilities	█	█
Equity		
Current Earnings	█	█
Historical Balancing	█	█
Member Equity	█	█
Total Equity	█	█

⁵ Provided on an interest-free basis to fund security deposit over 20 Stephen Street MOUNT BARKER SA 5251

Lofty Community Media Incorporated

Incorporated in South Australia | ABN 73 798 304 687

PO Box 1746 MOUNT BARKER SA 5251

Phone (08) 7079 8333

info@lofty.org.au | lofty.org.au

facebook.com/radiolofly





MEMBERSHIP APPLICATION FORM

Please complete the following membership form and submit to info@lofty.org.au. Membership is subject to acceptance by Lofty Community Media Incorporated (Lofty) in terms of Rule 16 of the Lofty Community Media Incorporated Constitution V1.1 (the Constitution). Whilst we have attached a summary of the most relevant points of the Constitution as part of this application form, we strongly recommend that you review the full document before committing to Lofty. We also recommend you review the Community Radio Broadcasting Codes of Practice 2008, and Lofty's Policy Documents prior to signing this document. Please visit lofty.org.au to view or download these documents.

Full name				Preferred given name					
Home address									
Postal address (if applicable)									
Preferred phone number						Date of birth			
Preferred email address									
Concessional Status* Please circle one. Refer to Appendix A for concession criteria. Where no status is circled, Lofty assumes no concession applies and full membership fee shall be payable.				Under 18	Full Time Student	Health Care Card	Seniors Card	Not Applicable	
OPTIONAL QUESTIONS		A few questions to get to know you, and to find out more about what makes you tick. Lofty welcomes new members from all artistic, technical and community development disciplines, along with anyone else who wishes to actively support the care and feeding of a cultural and community asset for the Adelaide Hills. Should you wish to answer these questions, please circle all that apply. <u>This section is not mandatory, and does not form part of the assessment criteria for membership.</u>							
Creative Interests	Photography	Music (Creation)	Music (Curation)	Writing	Performing Arts	Film making	Graphic design	Social media	Other
Technical Skills	Radio broadcasting	Video production	Audio production	Database admin	Graphic design	Coding (Web or Apps)	IT Networks	Social media	Other IT
Experience <i>either paid or voluntary</i>	Training / Teaching	Marketing	Public Relations	Service / Sales	Fundraising	General admin	Technical (IT, RF etc)	Business / Technical writing	Other
Local & Community Interests <i>Please circle all that apply</i>	Youth	Service clubs	Local Government	Education	Social justice	Food & Wine	Agriculture / Horticulture	Health and Wellbeing	
	Local sport	Seniors	Cultural diversity	Environment	LGBTIQ issues	Veterans	Indigenous affairs	Other	
Other Interests				This question is optional, but we'd love to read a few words about what you're into and why you're keen on Lofty. If you have skills you wish to donate, such as marketing, PR, community engagement, IT, training, fundraising and the like, please give details here.					

DECLARATION		TICK
I confirm that I wish to join Lofty Community Media Incorporated (Lofty) as a paid member.		
I acknowledge that my membership application is subject to Lofty's approval process in terms of Rule 16 of the Constitution.		
Upon acceptance of my application, I acknowledge that I will receive a Tax Invoice for the amount of my first year's membership fee, with payment due within 30 days of the date of issue.		
I confirm that I will comply with Lofty's rules, including but not limited to the Constitution and any Policy Documents as updated from time to time.		
I confirm that I will adhere to the Community Radio Broadcasting Codes of Practice 2008, and I shall undertake any mandatory training as directed by Lofty. I understand that said mandatory training is to be provided by Lofty at no cost to me.		
I confirm that I will provide a National Police Certificate (or equivalent) upon request by Lofty, pursuant to Appendix B (below).		
Applicant Signature	Parent/Guardian Signature (for applicants under 18 years of age)	Date of application

Appendix A – First Year Membership Fee

In terms of Rule 21 of the Constitution, all memberships are due to be renewed on 1 July each calendar year. Should a member join Lofty in any month other than July, their first year's membership will be prorated by 1/12th for each month (or part thereof) remaining until 30 June. As per Rule 21(c), a member who is under 18 years of age, a full-time student, the holder of a Commonwealth Health Care card or a Seniors Card is subject to a concessional membership fee, being 50% of the full membership fee.

Joining Month	1 st Year Membership Term	Full Membership	Concessional Membership
July	12 months	\$60.00	\$30.00
August	11 months	\$55.00	\$27.50
September	10 months	\$50.00	\$25.00
October	9 months	\$45.00	\$22.50
November	8 months	\$40.00	\$20.00
December	7 months	\$35.00	\$17.50
January	6 months	\$30.00	\$15.00
February	5 months	\$25.00	\$12.50
March	4 months	\$20.00	\$10.00
April	3 months	\$15.00	\$7.50
May	2 months	\$10.00	\$5.00
June	1 month	\$5.00	\$2.50

Appendix B – National Police Certificate

Pursuant to Rules 15(b.iv), 16(a.iii) and 17 (a.v), a current National Police Certificate (or equivalent) shall be called for as part of the membership application process. A VOAN will permit current and potential members to order a National Police Check free of charge.

Upon issue of a VOAN, notice will be given to all members:

- that Rules 15(b.iv), 16(a.iii) and 17 (a.v) will be in force effective from a nominated date;
- to ensure continuity of membership, an updated National Police Certificate is required by the nominated date, and;
- Lofty reserves the right to cancel or suspend a membership should the member's National Police Certificate show any adverse history pursuant to Rules 16(b.iii), (b.iv) and (b.vi).

Lofty reserves all other rights in relation to membership rules in terms of the Constitution.

LOFTY OFFICE USE ONLY	Date application received		Date application approved		Date tax invoice issued		Date membership paid	
	Concession confirmed		Police clearance held		Date membership cancelled		Cancelled by member/LCMI	