



CONSTITUTION

OF THE

ETHNIC COMMUNITY BROADCASTING ASSOCIATION

OF

VICTORIA LIMITED

May 2019

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THE CONSTITUTION

Name

1. The name of the Company is the Ethnic Community Broadcasting Association of Victoria (ECBAV Ltd).

Statement of Purposes

2. The objects for which the Company is established are all or any of the following:

- a) To broadcast in community languages.
- b) To negotiate and maintain a community broadcasting license.
- c) To acquire, equip, maintain, manage premises for use as a broadcasting station by and for the ethnic communities of Victoria.
- d) To transmit and develop programs of cultural, educational and social significance in accordance with the provisions of the relevant Broadcasting Act.
- e) To encourage and develop participation and training for members of ethnic communities at all levels of radio and television.
- f) To adhere to the Codes of Practice for community broadcasters and the Standards of the relevant Broadcasting Authority.
- g) To establish communication and liaison between the ethnic communities and broadcasting groups in order to achieve through broadcasting an exchange of information and ideas, greater understanding of the diversity of cultures within the Australian community as well as to promote multiculturalism, and community languages and to combat racism.
- h) In furtherance of the objects of the company, to raise, borrow, invest, donate, expend and lend funds, acquire and dispose of any form of property, employ staff, enter into contracts and establish companies for the purpose of effecting the objects as aforesaid.
- i) To purchase, take on lease building, lease license or in exchange hire or otherwise require any real or personal property and any rights and privileges which may be deemed necessary or convenient for the purposes of the company.
- j) To construct, maintain and alter any buildings or premises necessary or convenient for the purpose of the company.
- k) To enter into any arrangements with any Government or authority supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it is desirable to obtain and to carry out exercise and comply with any such arrangements, rights privileges and concessions.
- l) To sell, improve manage, develop, exchange, lease, mortgage, place under option, dispose of, turn to account or otherwise deal with either absolutely, conditionally or for any limited interest all or any part of the property and assets as the Company may think fit, with power on a sale to allow any time or times for payment of the whole or part of the purchase money arising from such sale either with or without interest then at any such rate or rates as the Company may think fit and either with or without a security and if with a security then with such a security as the Company may think fit.
- m) To grant, create and transfer or reserve such easements, rights of way, drainage, light, air or any such other easements of any kind whatsoever, over, upon or affecting the property of the Company or any part or parts thereof as the Company may appear necessary or expedient to surrender or accept the surrender of any easement.
- n) To invest any monies of the Company not immediately required for any of its objects in such a manner as may from time to time be determined.
- o) So far as it may be necessary to do so, or incidental to the purposes of the company to make, draw, accept, endorse, or negotiate cheques, promissory notes, bills of exchange or other negotiable or transferable instruments.
- p) To borrow or raise money in such a manner as the Company may think fit for its objects and in particular by mortgage, or other securities upon all or any of the property of the company with power if thought fit to charge such mortgages or other securities upon all or any of the property of the Company present or future.

q) To enter any amalgamation, affiliation, fusion or alliance with or to of any company or association whether incorporated or unincorporated, having objects similar to or calculated to benefit generally the Company or its objects and purposes, to acquire shares and interest in or lend money upon debentures or otherwise to any such company or association. Provided that this Rule shall not authorise amalgamation or fusion except with a company or association the Rules of which prohibit the distribution of its income and property among its members to an extent at least as great as that imposed by the Company under Rule 3 of this Constitution.

r) To do all such other things as may appear to be incidental or conducive to the attainment of the above objectives.

Not-For-Profit Status

3. The income and property of the Company however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the company or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officers or staff of the Company or to any member thereof or any other persons in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding the amount of interest charged by the Reserve Bank of Australia on overdraft account from time to time for money lent on reasonable and proper rent of premises demised or let by any member of the company or any officer of the Company shall be paid fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such governing body or any other member elected to any committee of the Company, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

Liability Limited

4. The liability of the members is limited.

Amendment of Constitution

5. No addition, alteration or amendment shall be made to the Constitution unless the addition, alteration or amendment be made in a manner prescribed by special resolution under the Act thereof provided that no addition, alteration or amendment be made except by a three quarters majority of those present and voting at a General Meeting.

Guarantee

6. Each member of the Company undertakes to contribute to the property of the Company in the event of its being wound up while s/he is a member or within one year after s/he ceased to be a member for payment of the debts and liabilities of the Company contracted before s/he ceased to be a member, of the costs and charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding ten dollars.

Accounting

7. True accounts shall be kept of the sums of the money received and expended by the Company and matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force such amounts shall be open to inspection of the members.

Distribution on Winding Up

8. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities and property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the object of the Company, and which shall prohibit distribution of its or their income and property amongst its or their members to an extent at least as great as it is imposed on the Company under or by virtue of Rule 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof, by the Supreme Court of the State of Victoria, and if and so far as effect cannot be given to the aforesaid provision then to come to some charitable object.

Public Fund

9. a) The Association will establish and maintain a public fund.

b) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the association's objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

c) The fund will be administered by a management committee or a subcommittee of the management, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Ethnic Community Broadcasting Association of Victoria Ltd.

d) No monies /assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out of pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

e) If upon the winding up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

[Amended 9/12/2009]

f) Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

Definitions

10. In these Rules unless there be something in the subject or context inconsistent therewith:

- a) "Australia" means Australia and its Territories.
- b) "Company" and "Corporation" include any body corporate wherever incorporated or domiciled.
- c) "The Association" means the Ethnic Community Broadcasting Association of Victoria Ltd.
- d) "Council" means the members of the general Council of the Ethnic Community Broadcasting Association of Victoria Ltd., for the time being or such of them as have authority to act for the Council.
- e) "Member" means a member of the Company in accordance with these Rules .
- f) "Constitution" means the Constitution of the Association altered from time to time.
- g) "Office" means the registered office from time to time of the Ethnic Community Broadcasting Association of Victoria Ltd.
- h) "The Act" means the Corporations Act.
- i) "Seal" means the common seal of the Association.
- j) "These Rules" means these Rules as altered from time to time.
- k) Expressions referring to writing shall unless the contrary intention appears to be construed as including references to printing, lithography, photography and other modes of representing or reproducing word in a visible form.
- l) A reference to the Corporations Act or any section thereof shall be read as though the words "or any Statutory" modification thereof or any Statutory provision substituted therefore were added to such reference.
- m) Words denoting individual persons shall include companies and corporations and vice versa.
- n) "Annual Meeting" means the "Annual General Meeting" of the Association.

Membership

11. All persons as the Council shall admit to membership in accordance with these Rules shall be members of the Association. The minimum age for Membership will be 13 but only members over the age of 18 years shall have voting rights. A member is a person who has been accepted as affiliated to an Ethnic Community Broadcasting Group in accordance with these Rules.

12. a) (i) An application for Membership can be made in writing or electronically on the form prescribed from time to time by the Council or electronically as approved by the Council from time to time.

(ii) The applicant must specify in his/her application the Ethnic Community Broadcasting Group with which s/he wishes to be affiliated.

(iii) No applicant or member shall seek affiliation to more than one Ethnic Community Broadcasting Group.

(iv) A member may transfer his/her association to another Ethnic Community Broadcasting Group except that a member may not transfer his/her affiliation after an announcement of an election or before an election of the Ethnic Community Broadcasting Group with which s/he wishes to transfer to.

(v) Only members affiliated to an Ethnic Community Broadcasting Group shall be eligible for election to the Council and other positions.

(vi) All applicants shall undertake to be bound by the Association's Rules.

b) (i) Upon receipt of an application for membership, the Secretary of the Association shall display forthwith, the application at the radio station for a period of twenty-one days. A copy of the application shall be sent to the Convener of the Ethnic Community Broadcasting Group.

(ii) Objections to an application for membership can be lodged by any member of the Association with the Secretary of the Association within a period of twenty-one days from the date of display of the application.

13. a) (i) The secretary shall as soon as practicable refer an application for membership to the Council for approval.

(ii) If an objection to an application for membership is made, the secretary shall inform the applicant in writing the grounds of the objection and invite him/her to answer the allegation made. The secretary once in receipt of the applicant's answer shall refer the matter to the Council for consideration.

(iii) An application may only be rejected if

-a- there are reasonable grounds to believe that the applicant would not abide by the Constitution of the Association; or

-b- required by law; or

-c- the applicant has been convicted of an indictable offence; or

-d- there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Codes of Practice; or

-e- there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the Association.

b) Upon the application being approved or rejected by the Council, the secretary shall notify the Applicant forthwith of the Council's decision.

c) (i) Any person or association denied membership by the Council shall have the right to appeal to the Membership Appeals committee.

(ii) The Membership Appeals Committee shall be constituted by three members elected annually by the Annual General Meeting.

(iii) The members of the Membership Appeals Committee once elected, shall choose from amongst themselves a chairman.

(iv) In the event of a casual vacancy, the Council may appoint a member to the vacant position and the member so appointed may continue in office up to the date of the Annual General Meeting next, following the date of his/her appointment.

d) (i) A person or association shall lodge with the secretary, a Notice of Intention to appeal to the Membership Appeals Committee within fourteen days from the date of notification by the secretary of the Council's decision to deny membership.

(ii) The secretary shall as soon as practicable, refer the Notice to the Chairman of the Membership Appeals Committee stating the Council's reasons for denying membership.

(iii) The Chairman shall convene a meeting of the Membership Appeals Committee to be held where practicable fourteen days from the date the notice of appeal was referred to the chairman.

- e) (i) The Chairman shall cause to be served on the applicant as soon as practicable, a notice in writing.
(ii) Setting out the Council's reasons for denying membership.
(iii) Inviting the applicant to appear before the Membership Appeals Committee on the specified date, place, time, to address the Membership Appeals Committee seeking a revocation of the Council's resolution.
- f) After the applicant has been given a full and fair hearing, the Membership Appeals Committee shall decide by simple majority to confirm or revoke the resolution of Council.
- g) The Council or any person or association shall have the right to appeal against the decision of the Membership Appeals Committee at the Annual General Meeting next following the date of the Membership Appeals Committee decision.
14. a) The Secretary shall keep and maintain a Register of Members in which shall be entered the full particulars of each Member and the register shall be available for inspection by Members at the registered address of the Association at a time convenient both to the Secretary and to the Member.
b) Upon admission of the person or association as a member of the Association, the name and address of the successful applicant shall be recorded in the Register of Members.
15. All members of the Association shall have the same rights except that an association shall not be eligible for election to the Council or to an Ethnic Community Broadcasting Group Committee and where specifically otherwise provided within these Rules.

Annual Membership Fee

16. The annual subscription for members pursuant to Rule 11 shall be the amount Council may from time to time determine.
17. All subscriptions shall be payable in advance each year in a manner determined by the Council.

Status of Membership

18. A member of the Association shall cease to be a member and have his/her name removed from the register of members of the Association if:
a) s/he resigns his membership by notice in writing lodged with the Secretary;
b) his/her membership subscription is more than two years in arrears.

Expulsion of Members

19. Subject to these rules the Council may by resolution seek:
a) the expulsion of a member from the Association;
b) the suspension of a member from membership of the Association for a specified period;
c) the resignation of a member, if in the opinion of the Council a member has refused or neglected to comply with the Rules and/or the objects of the Association or his/her conduct has been or is, injurious to the character, interest or activities of the Association.
20. Where the Council seeks the suspension, expulsion or resignation of a member the Secretary shall as soon as practicable cause to be served on the member a notice in writing;
a) Setting out the allegations of the Council and the grounds on which the allegations are based;
b) Inviting the member to appear before the Council at a meeting to be held where practicable fourteen days after the service of the notice, stating the date, place, time of the meeting, to address the Council and answer the allegations made in whatsoever language is most convenient to the member.
21. After the member has been given a full and fair hearing, the Council shall decide by a simple majority whether the allegations have been substantiated. If the Association decides that the allegations have been substantiated the Council may recommend that the member resign from the Association or it may expel or suspend the member from the Association.
22. Any member who has been asked to resign, expelled or suspended in accordance with these Rules shall have the right of appeal from such a decision by the Council to the general meeting of the Association held next after the date upon which the said recommendation of the Council or the decision of the Council is communicated to him/her. Such general meeting may ratify or rescind a recommendation and the decision of such a meeting shall be final and binding on the member. Such an intention to appeal to a general meeting shall be lodged with the Secretary who will include the matter in the agenda for the forthcoming general meeting.

Ethnic Community Broadcasting Group Committees

23. The Association shall form Ethnic Community Broadcasting Groups for each community upon request by a minimum of 25 members of that ethnic community. Each member of each Ethnic Community Broadcasting Community Group must be a member of the Association.

24. a) An Ethnic Community Broadcasting Group committee shall have a minimum of five members and no more than eleven with the size of the committee to have been previously determined at an Annual General Meeting of the Group. The Group may vary the number within those parameters at a General Meeting of the Group and the change shall apply at the next Annual General Meeting at which an election is to be held. Committee members shall be elected every two years for a two-year term.

b) The Association shall ensure that each Ethnic Community Broadcasting Group shall hold an Annual General Meeting.

c) The date of the Annual General Meeting shall be advertised on each radio program of the group and displayed at the radio station not less than twenty-one days prior to the date of the Annual General Meeting.

d) Nominations of Candidates for election to a Ethnic Community Broadcasting Group committee, shall be made on the form prescribed by the Ethnic Community Broadcasting Group's Committee and signed by two nominators, both being members of the Ethnic Community Broadcasting Group and financial members of the Association and by the candidate accepting nomination.

e) Candidates for the Ethnic Community Broadcasting Group Committee shall be financial members of the Association for a period not less than 12 months.

f) Nominations must be received at the registered office of the Association not less than fourteen days before the date of the Ethnic Community Broadcasting Group's Annual General Meeting.

g) The name of the candidates shall be displayed at and advertised through the radio station.

At the Ethnic Community Broadcasting Group's Annual General Meeting, at which nominations exceed the number of members elected, there shall be appointed three members to act as Returning Officers to conduct elections with voting to be by secret ballot on ballot papers prepared by the secretary of the Ethnic Community Broadcasting Group.

h) In case there shall not be a sufficient number of candidates nominated, the Ethnic Community Broadcasting Group shall fill up the remaining vacancy or vacancies from those present at the time of the Ethnic Community Broadcasting Group's Annual General Meeting.

i) Only members who are financial 28 days prior to the Annual General Meeting of the relevant Ethnic Community Broadcasting Group shall be notified to attend and vote at the Annual General Meeting.

j) An Ethnic Community Broadcasting Group committee may fill any subsequent vacancies by co-option for the remainder of the elected term but should their numbers drop below a quorum, the Committee shall inform the Secretary of the Association so that a fresh General Meeting can be called with the sole purpose of electing members to fill the vacancies.

25. In accordance with the policies of the Association and the Council, it shall be a function of each Ethnic Community Broadcasting Group committee to plan, prepare and cause to be broadcast a program in languages of the group.

26. Each member of each Ethnic Community Broadcasting Group shall have one vote.

27. Each Ethnic Community Broadcasting Group committee shall elect, appoint or nominate one of its members to be:

a) a convener

b) a deputy convener

c) a secretary

d) a treasurer

28. The Council shall be informed of the names of each of the office bearers of each Ethnic Community Broadcasting Group and of any changes that may occur from time to time.

29. The Ethnic Community Broadcasting Group committee shall meet at least four times a year.

30. A Special General Meeting of the Ethnic Community Broadcasting Group shall be called by the convener where twenty-five per cent of the members of the group request a meeting to be held. Any such request shall be in writing and signed by the members seeking the meeting.

31. The quorum at an Annual General Meeting of an Ethnic Community Broadcasting Group shall be twenty-five per cent of the members of the group. If a quorum is not present as required by this Rule, the

AGM is adjourned for half an hour after which the quorum required is ten of the Group's financial members for groups with a total membership of 100 or greater, and five of the Group's financial members for groups with a total membership fewer than 100. If there is no quorum again, the AGM is adjourned for a date determined on the day and announced by the Convener.

Ethnic Community Broadcasting Group Responsibilities

32. The convener of each Ethnic Community Broadcasting Group shall be responsible for all programs broadcast by his/her group and shall notify the Association of the names of the members of the group who are authorised by the group to broadcast.

33. All meetings held by the Ethnic Community Broadcasting Groups or their committees shall be recorded in writing in English or in the language of the group. A copy of minutes of all meetings shall be filed with the Secretary of the Association.

Conveners' Committee and Program Committee

34. The conveners of each of the Ethnic Community Broadcasting Group Committees, the President of the Council, two members of the Council and the Station Manager shall be known as the Conveners Committee. The quorum at a Meeting of the Conveners' Committee shall be 25% of the members of the Committee and may include a Deputy Convener if attending instead of the Convener of an Ethnic Community Broadcasting Group.

a) The Conveners committee shall meet at least 4 times a year to review and make recommendations on policy to the Program Committee and the Association Council.

b) The Council shall convene a general meeting of all conveners nine weeks after the Association AGM to elect a Chairperson who shall not be a Chairperson who shall not be a Chairperson of any other committee formed by Council, and seven Conveners to the Program Committee.

c) The seven elected conveners, the President of the Council, two members of the Council who are not Ethnic Community Broadcasting Group Conveners and the Station Manager shall constitute the Program Committee.

35. (a) The Chair of the Program Committee shall be one of the Conveners and shall be elected by the members of the Program Committee.

b) The quorum for a Program Committee meeting shall be 50% plus one of its members.

36. The Program Committee, in consultation with the Conveners Committee shall make recommendations to the Council for decisions on all matters of general Program.

Council and Office Bearers

37. The Association shall be under the direction and control of a governing body which shall be called "The Council". The Council of the Association shall comprise not more than sixteen members elected in accordance with these Rules. The members of the Council shall hold offices from the date they are elected in accordance with Rule 40 and shall retire from office at the Annual General Meeting (whenever held) on the second anniversary of their election to the Council.

- a) Any member of Council shall be eligible to serve no more than three successive terms
- b) Terms is defined as a period of 2 years from the date of election AGM
- c) At each election AGM, a minimum of 4 councilors to retire and will be ineligible to be nominated until the next Council election AGM
- d) After the due election of the Council, the members of the Council shall elect from amongst themselves persons to fill the offices of President, Vice-President, Treasurer and Secretary Election of Council.

38. No person shall be elected to the Council unless s/he is at the time of his/her nomination:-

- a) A financial member of the Association and
- b) A member of the Association for a period of not less than one year.
- c) Not more than two members of any one Ethnic Community Broadcasting Group may be elected to the Council.

39. The election of members of the Council shall take place in the following manner:-

- a) Not less than twenty-eight days at least before the date of the Annual General Meeting, the Secretary shall cause to be displayed at, and advertised through the radio station, the names of the members of the Council who are retiring.
- b) Not less than twenty-eight days at least, before the date of the Annual General Meeting, the Secretary shall cause to make available at the radio station and the registered office of the Association nomination forms for the nomination of candidates for election to the Council
- c) Nomination of candidates for election to the Council must be made on the form prescribed by the Council, signed by two nominators both being financial members, and by the candidate accepting nomination.
- d) Each nomination must be received at the registered office of the Association fourteen days before the date of the Annual General Meeting.
- e) The name of the Candidates shall be displayed at and advertised through the radio station. At the Annual General Meeting, at which nominations exceed the number of members to be elected, there shall be appointed five members to act as Returning Officers to conduct elections at the Annual General Meeting. Voting at elections shall be by the secret ballot on ballot papers prepared by the secretary.
- f) In case there shall not be a sufficient number of candidates nominated, the Council shall fill up the remaining vacancy or vacancies from those present at the time of the Annual General Meeting.

40. Any member of the Council appointed at the previous election or appointed by the Council during the term of office shall be deemed to have retired from the Council before the meeting begins, but any such person, if duly nominated, being still a financial member of the Association shall be eligible for election unless that member has already served for three successive term in accordance with Rule 37.

41. The Association may from time to time by resolution passed at General Meeting reduce the number of officers or other members of the Council.

42. The Council shall have power at any time and from time to time to appoint any person to the Council either to fill a casual vacancy or as an addition to the existing members of the Council but so that the total number of members of the Council shall not at any one time exceed the number fixed in accordance Rule 37. Any member of the Council so appointed shall hold office only until the next election.

43. The Association may by resolution at a General Meeting, remove any officer or other member of the Council before the expiration of his/her period of office, and may by resolution appoint another person instead; the person so appointed shall hold office only until the next election.

44. The office of a member of the Council shall become vacant if the member:-

- a) ceases to be a member of the Council by virtue of the Act
- b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- c) becomes prohibited from being a director of a Company by reason of any order made under the Act.
- d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- e) resigns his/her office by notice in writing to the Association.

- f) shall fail to attend within a period of six months three meetings of the Council without leave of the Council;
- g) holds any office of profit under the Association.
- h) ceases to be a financial member of the Association.
- i) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his/her interest in the manner required by the Act.
- j) Provided always that nothing in this Rule shall affect the operation of Rule 3 of the Constitution of the Association.

Powers and Duties of the Council

45. The business of the Association shall be managed by the Council who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Rules, required to be exercised by the Association in General meeting. Any rule, regulation or policy of the Association made by the Council may be disallowed by the Association in General Meeting, provided that no resolution of or regulations made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been passed or made.

- a) The Council shall from time to time determine which committees other than those specified in these Rules shall be formed.
- b) The Council shall determine the appropriate policy and procedures to resolve any disputes arising in and between Ethnic Community Broadcasting Groups and members.

46. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.

47. All cheques, promissory notes, drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn accepted and endorsed or otherwise executed by any two office bearers, that is the Secretary, President, Vice President and other person(s) as nominated by the Council.

48. The Council shall cause minutes to be made:-

- a) of all appointments of officers and staff;
- b) of names of members of the Council present at all meetings of the association and of the Council and
- c) of all proceedings at all meetings of the Association and of the Council.

Such minutes shall be signed by the Chairman of the meetings at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be entered in a book provided by the Council for that purpose.

Proceedings of the Council

49. The Council shall meet not less frequently than every two months and may adjourn and otherwise regulate its meetings as it thinks fit. A member of the Council may at any time and the Secretary shall on the requisition of at least one third of the members of the Council summon a meeting of the Council.
50. Subject to these regulations questions arising at any meeting of the Council shall be decided by a majority of the members of the Council and shall for all purposes be deemed as determinations of the Council. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
51. A member of the Council shall not vote in respect to any contract or proposed contract with the Association in which s/he is interested, or any matter arising therefrom, and if s/he does so vote his/her vote shall not be counted.
52. The quorum necessary for the transaction of the business of the Council shall be half plus one of the members of the Council or such greater number as may be fixed by the Council.
53. If the number of vacancies on the Council reduces the Council to less than its quorum, the continuing members of the Council may call a General Meeting of the Association for the sole purpose of increasing the number of members of the Council.
54. The President shall preside as Chairman at every meeting of the Council or if there is no President within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their numbers to be Chairman of the meeting.
55. All acts done by any meeting of the Council or by any person acting as a member of the Council shall be valid, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the members of the Council or any of them were disqualified to be a member of the Council.
56. Subject to the provisions of the Act the Council shall be the sole authority for the interpretation of any part or parts of these Rules and any rules bylaws regulations made thereunder and the decision of the Council upon any interpretation or upon any matter affecting the Association and not provided for by these Rules or by any rules bylaws regulations made hereunder shall be final and binding on members unless overruled by decisions of a General Meeting.

Annual General Meeting and Extraordinary General Meetings

57. The Annual General Meeting of the Association shall be held in accordance with the provisions of the Act provided however that such a meeting shall be held during the five months following the close of the previous financial year. Twenty-one days' notice in writing shall be given by the Secretary to all financial members of the Association of such Annual General Meeting which notice shall contain the President's Report, Financial Statement, Auditor's Report and Agenda. Members who are financial 28 days prior to the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting.

58. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

59. At least one third of the members of the Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened by such requisitionists as provided by the Act.

60. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive for the day on which the notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.

61. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Council and Auditor, the election of members of the Council in the place of those retiring, and the appointment if necessary and fixing of the remunerations of the Auditors.

Procedures at General Meetings

62. a) Quorum

At an Annual General and Extraordinary Meeting of the Association, 75 financial members shall form a quorum. If within a half of an hour of the time appointed for an Annual General or General Meeting a quorum is not present, then quorum shall constitute a minimum of 33 financial members being double plus one of the numbers of Council members.

b) Casting Vote

At all meetings of the Association and the Council the Chairman shall have a casting as well as a deliberate vote.

c) Poll of Members

If a poll of members be demanded by any ten members it shall be taken in such a manner and at such a time and place and either immediately or after an adjournment not exceeding 7 days as the Chairman directs, and the result of the poll as declared by the Chairman shall be deemed to be the resolution of the meeting at which the poll is demanded.

Complaints

63. If any member wishes to make a complaint s/he shall make such complaint in writing signed by him/her to the secretary, who, if s/he shall be unable to deal with any such complaint, shall submit it to the Council whose decision thereon shall be final unless varied or reversed on motion made under these Rules at an Annual or General Meeting of the Association.

Accounts and Funds

64. a) The Council shall cause true accounts to be kept of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place, and the assets and liabilities of the Association.
- b) The books of Account shall be kept at the office of the Company or at such other place or places at the Council thinks fit.
- c) The Council shall from time to time determine in accordance with Rule 7 of the Constitution at which times and places, and under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection by the members and no member or any other person shall have the right to inspect any account or book or document of the Association except as conferred by statute or by Rule 7 on the Council or by the Association in General Meeting; however, the books and accounts shall at all times be open to inspection by the President, Vice-President, Treasurer and Auditor.
- d) All moneys of the association unless otherwise authorised by the Council shall be lodged in the name of the Association with the Association bankers for the time being.
- e) All accounts due by the Association may be paid by cheque to be signed jointly by two members of the Executive, of which one must be President or Treasurer. Payments may also be paid via Electronic Funds Transfer (EFT) after electronic authorization has been achieved by two Executive members, of which one must be President or Treasurer.
- f) A receipt on the Association printed form shall be issued by the Treasurer or Secretary for all moneys received on behalf of the Association.
- g) All accounts must be passed for payment by the Council.
- h) The treasurer shall submit to the Council every two months, unless otherwise instructed, a statement of receipts and expenditure and outstanding accounts.
- i) The annual Financial Statement and Balance Sheet before being presented to the Annual General Meeting shall be audited by the Association auditor.
- j) The annual Financial Statements shall be so presented as to show separately the result of each activity or undertaking of the Association.

Audit

65. A properly qualified auditor or auditors shall be appointed and his/her or their remunerations fixed and duties regulated in accordance with the Act.

Seal

66. The Council shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Council by resolution and in the presence of the President or of some person to be appointed by the President who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the President.

Alteration to Rules

67. No addition, alteration or amendment shall be made to or in the Rules for the time being in force unless the addition, alteration or amendment be made in a manner prescribed by special resolution under the Act thereof provided that no addition, alteration or amendment be made except by a three quarters majority of those present and voting at a General Meeting.

68. Every member of the Council, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which s/he is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence, default, breach or duty or breach of trust.

Contracts and Leases

69. The Council may on behalf of the Association enter into contracts to purchase or take up freehold land or enter into any lease or contract deemed necessary to protect or further the interest of the Association subject to confirmation by a General Meeting which the Council shall cause to be held as soon as possible for the purpose of securing such confirmation.

70. It is hereby expressly declared that the Association is not carried on for profit and any income of the Association shall be applied in the promotion of its objects as set out in this Constitution and dividends shall not be paid to nor profits nor income nor property of the Association be distributed amongst the members otherwise than by way of prizes and trophies offered for competition and won in such competition held in furtherance of the said objects or in repayment of debts or liabilities incurred by any member for the benefit of the Association and in furtherance of such objects.