

**Constitution**

**of**

**Ethnic Broadcasters Inc.**

**05 March 2020**

**(Brought down in accordance with a special resolution carried at a Special General Meeting of members of the Association convened on 05 March 2020)**

**Constitution of**  
**Ethnic Broadcasters Inc.**

**1. NAME**

The name of the Association is "*Ethnic Broadcasters Incorporated*".

*nb The Association shall have the right bearing in mind its objects and purposes to carry out its activities using variously the operational names "5EBI-FM" and/or "EBI-FM" and/or "5EBI 103.1 fm" or such other names as may be approved from time to time by the members or executive of the Association.*

**2. PREMISES**

The Association's premises are situated at 10 Byron Place, Adelaide, South Australia; and/or at any other place as from time to time shall be determined by the members of the Association.

**3. INTERPRETATION**

In this Constitution the following words and expressions shall unless inconsistent with or repugnant to the context have the meanings set opposite them respectively, namely:

*"annual general meeting"* means the general meeting of members held annually in accordance with the provisions of this constitution,

*"ethnic community/ies"* means, for the purposes of the Association and its activities, community groups comprising of persons with origins from a predominantly non-English-speaking background,

*"ethnic community language"* means, for the purposes of the Association and its activities, a language other than English spoken by persons who are part of ethnic communities,

*"ethnic community language program"* means an entity producing for broadcasting purposes within the Association a radio program principally in an ethnic community language, that is, in other than the English language ; and/or per se, the said radio program,

*"financial year"* means each period of twelve months commencing on the first (1st)

day of July and ending on the next succeeding thirtieth (30th) day of June,

**"financial member"** means an entity accepted as a member of the Association, by virtue of payment of the requisite fees and satisfaction of the other necessary membership criteria set out in this constitution, and otherwise described herein as an 'ethnic community language program',

**"general meeting "** means any general meeting of members held in accordance with the provisions of this constitution, including a special general meeting,

**"individual member"** means an individual person accepted into membership of the Association, by virtue of payment of the requisite fees and satisfaction of the other necessary criteria set out in this constitution,

**"life member"** means a person who is the recipient of the award of life membership granted in accordance with the provisions of this constitution,

**"meeting"** means any meeting of the Association or its organs at which members of the Association are present, convened in accordance with the provisions of this constitution,

**"member"** means any other member, not being a financial or life member, of the Association or its organs accepted/appointed/elected in accordance with the provisions of this constitution,

**"the association"** means Ethnic Broadcasters Inc.,

**"the committee"** means any committee established for management purposes by the Association or its organs in accordance with the provisions of this constitution, including a sub-committee, but does not mean the Executive Committee of the Association,

**"the executive"** means the Executive Committee of the Association, elected by its members at an annual general meeting in accordance with the provisions of this constitution.

#### **4. OBJECTS AND PURPOSES**

4.1. The Association, established in 1975 as a voluntary, community-based organization, is a body directly promoting the interests of its members, and indirectly on an universal basis, the interests of its basic constituency, persons of a non-English speaking background, presently and permanently resident within Adelaide and the state of South Australia; the Association has the character of a body corporate, and is

incorporated pursuant to the Associations Incorporation Act 1985, as amended (SA).

**4.2. The Association is a voluntary, secular, not-for-profit and non-commercial body, and is non-party political or ideological, and shall not involve itself in partisan political activities of this nature.**

**4.3. The objects and purposes of the Association are:**

- (A) to assist, arrange, conduct, make available and support broadcasting facilities for ethnic communities for the purposes of radio broadcasting.**
- (B) to secure and maintain a broadcasting transmission licence for the purposes of broadcasting, inter alia, radio programs in ethnic community languages.**
- (C) to gather, collate and exchange information and/or such other facilities as the Association may from time to time determine.**
- (D) to work, collaborate and liaise with other community broadcasters with similar objects and purposes to the Association.**
- (E) to instruct, train, educate, and provide services for the training of persons in the use of equipment and other technologies for the benefit of the Association and its members.**
- (F) to encourage, provide, and facilitate access to ethnic communities for the purposes of producing and broadcasting radio programs in ethnic community languages ; and to produce and support radio programs for ethnic communities and for the broader South Australian community.**
- (G) to carry out the following ancillary and adjunct objects and purposes:**
  - (i) to act and function as a peak, representative body of its members and more widely, ethnic communities in South Australia, and to advocate for, organize and support all legitimate and relevant policies and activities in the interests of such, including but not limited to matters relating to broadcasting, media, and information dissemination.**
  - (ii) to assist its members, ethnic communities and their new arrivals in understanding and appreciating the total Australian way of life, so as to facilitate and enable their free and equal integration into the mainstream South Australian community.**

**(iii) to organise and provide for its members and others activities, services, resources, amenities and facilities, including but not limited to the following areas:**

- **social functions;**
- **cultural, artistic, heritage and educational events and services;**
- **community development services;**
- **recreational services, amenities and activities;**

**(H) such other complementary purposes not inconsistent with these objects.**

**4.4. In furtherance of the afore-described objects and purposes, the Association's mandate includes, without limitation:**

**(A) developing and implementing fund-raising programs, for purposes not inconsistent with the above, and in the discharge of the same, providing funds or making donations to bodies with an interest in any aspect of the Association's objects.**

**(B) maintaining contact with and securing the cooperation of, all agencies, clubs, organizations and institutions, public, private and community, with an interest in any aspect of the Association's objects, for the purpose of making such objects complete, comprehensive and effective.**

## **5. POWERS**

**5.1. In furtherance of its purposes and objects, the Association shall have, in addition to any statutory or regulatory power relevant to the jurisdiction in which it is incorporated, the following powers, to be exercised on its behalf by the Executive Committee, and by proper instrument of delegation, by authorised functionaries and officers thereof, with the proviso that no such power shall be exercised in a manner inconsistent with the objects or against the interests of the Association without the express and prior consent of the members in general meeting:**

**(A) to purchase, take on, lease, rent, exchange or otherwise acquire any real or personal property.**

**(B) to borrow monies and to give security for the repayment thereof by way of mortgage, charge or otherwise.**

- (C) to sell or otherwise dispose of any of its property upon such conditions as are considered expedient, and to apply the proceeds of sale in accordance with any conditions under which such property was acquired or otherwise in accordance with this constitution.**
- (D) to buy, sell and supply goods and services of all kinds.**
- (E) to construct, maintain and alter buildings or works necessary or convenient for any of the objects or purposes of the Association, and to enter into contracts in respect thereof.**
- (F) to seek financial assistance from government, non-government and commercial bodies for implementation of the Association's objects.**
- (G) to accept gifts for the purposes of the Association.**
- (H) to take such steps by personal or written appeals, public meetings, community activities or other like events, as may from time to time be deemed expedient, for the purpose of securing contributions to the Association for its use in pursuance of its objects.**
- (I) to make grants or loans to such persons and bodies and upon such terms and conditions (whether secured or unsecured) and with or without interest as may be deemed expedient.**
- (J) to invest any of the monies of the Association not immediately required for its purposes thereof in any form of investment as the Executive Committee may deem expedient.**
- (K) to vary the investments for the time being held by the Association for other investments as deemed expedient.**
- (L) to employ, appoint, engage, hire or otherwise contract, clerks, workers, employees and other persons including consultants and contractors whose services are necessary or desirable for the purposes of the Association, with power to determine by negotiation all terms and conditions in relation thereto, including the power to suspend or dismiss such persons, and to pay or otherwise remunerate such persons from the funds of the Association, and in accordance with relevant laws and regulations.**
- (M) to effect and maintain such insurances as are reasonably necessary for the purposes of the Association.**

- (N) to enact any by-laws or regulations pursuant to this constitution, which shall be binding upon the Association and its members; such enacted instruments shall be maintained in a register established for this purpose, and from time to time shall be made available for inspection by the members at the Association's premises.
- (O) to develop and maintain reciprocal links with, to join and affiliate to/with other local, state, national/federal, international and transnational and other organisations with a view to promoting the Association's objects and purposes, and all ancillary matters deemed to be in the common interest of its members and its broader constituency.
- (P) to do all such other things as shall be necessary and incidental to the carrying out of the objects and purposes of the Association, and in so doing shall have all the powers conferred by section 25 of the Act.

## **6. MEMBERSHIP**

6.1. Membership of the Association is open to any ethnic community language program, supportive of and willing to work towards achievement of the objects of the Association, and which intends to abide by the rules and norms set out in the provisions of this constitution. The substantive purpose of the said program must be the broadcasting via the radio medium of content in an ethnic community language.

6.2. Membership of the Association is open to individual persons, who also satisfy the afore-stated criteria; however, such membership shall not confer voting rights in general meetings upon the said individual member, and he/she shall be ineligible to hold elective office on the Executive of the Association.

6.3. The Executive Committee of the Association may from time to time create other classes of individual membership, such as "Associate", "Honorary", "Patron" etc, pursuant to terms and conditions which it deems necessary and expedient in its absolute discretion.

6.4. Membership of the Association is not open to the following:

- unincorporated associations;
- trading, commercial or profit-making entities;
- governmental and state bodies of any description;
- political parties and/or their community-based support mechanisms;
- trade unions.

**6.5. In order to be accepted into membership of the Association, and/or to be able to renew the same, an applicant for membership must satisfy the Executive Committee that the following criteria have been met:**

**Criteria:**

- (A) the applicant has submitted an application for membership on the prescribed form to the Secretary of the Association; different forms shall be used for those applying as new and as former members, as distinct from those who are seeking to renew their membership, which expires at the end of the then current financial year.**
- (B) the applicant must pay the requisite annual membership fee, as determined from time to time by the Executive Committee in its absolute discretion; however, the Executive may in its absolute discretion, waive the said fee where financial hardship has been demonstrated.**
- (C) (i) where the applicant is an ethnic community language program, it must comprise of at least ten (10) members, have inclusive membership rules (unless exceptional circumstances apply), be an incorporated body, have good standing within that ethnic community, be financially viable and, in the opinion of the Executive Committee, be genuinely interested in the affairs of the Association, shall work towards and support the achievement of its objects, and comply with the rules set out in the provisions of this constitution; in the event that the applicant is not incorporated, including an existing financial member of the Association, the applicant shall be enabled a transitional period of twelve (12) months within which to incorporate ; however, it shall be sufficient for this purpose for the applicant to produce evidence that, where relevant, it is a part or a section of, or affiliated with, another incorporated association.**
- (ii) where the applicant is an individual person, he/she must be at least eighteen (18) years of age, and be a person of good character who in the opinion of the Executive Committee, is genuinely interested in the affairs of the Association, shall work towards and support the achievement of its objects, and comply with the rules set out in the provisions of this constitution.**

**6.5.1. Membership shall confer voting rights in general meetings upon the member concerned, where that member is an ethnic community language program. Each such member shall be entitled to be represented at the Association's general meetings by two properly accredited delegates, each of whom shall have one (1) vote.**



**6.6. Membership shall be annual, and shall cover the period of the financial year (01 July to 30 June). Membership forms for renewal of membership shall be sent to existing members by the Secretary of the Association by no later than the fifteenth (15th) day of May in each year, to enable expedient renewal for the following financial year.**

**6.6.1. Applications for renewal of membership shall generally not be accepted by the Secretary after the fifteenth (15th) day of July in the relevant membership year.**

**6.6.2. Applications for membership from applicants who previously held membership in the Association shall generally not be accepted after the fifteenth (15th) day of July in the relevant membership year.**

**6.6.3. The Executive shall have discretion to receive an application after the final date in respect of applicants applying under 6.6.1. and 6.6.2. only where it is satisfied that there are exceptional circumstances and/or compelling reasons that apply in the case before it.**

**6.6.4. Applications for membership from new members may be received at any time during the financial year, save and except during the period between the calling of the annual general meeting and the taking place of that meeting; such applicants must be nominated in writing by a current member of the Association in the appropriate space on the relevant membership form.**

**6.7. Membership applications shall be considered at the first routine meeting of the Executive, or as soon as possible thereafter, and they shall be assessed against the relevant criteria for membership. If approved, the decision shall be noted in the formal minutes of that meeting; the Secretary shall then notify the applicant of the said decision, and provide the member with a membership card; the member's name shall also be entered into the Association's Register of Membership, which shall be maintained for this purpose by the Secretary, and which shall contain details of the membership for at least a period of five (5) years in arrears; if refused, the decision shall be noted as above; the Secretary shall then notify the applicant in writing of the said decision, setting out brief reasons for that decision.**

**6.8. Any applicant refused or otherwise deemed ineligible for membership by the Executive may, within twenty-eight (28) days of written notification, challenge such decision by written appeal directed to the Secretary of the Association. Such document must set out in full the grounds of appeal. The Executive Committee shall thereafter, within twenty-eight (28) days of such receipt, determine the appeal; it may in its absolute discretion invite the appellant to address it orally. Such decision shall be final. Full reasons for the decision in writing must be provided thereafter to**

the appellant as soon as possible.

**6.9. The following sub-classes of financial member shall apply:**

- (i) Those financial members who are noted in the Association's Register of Membership as such as at the time of promulgation of this constitution, who shall be referred to as "*existing financial members*";**
- (ii) Those financial members, not being "*existing financial members*", who shall, in accordance with the proper procedures as set out herein, be accepted into membership of the Association following the promulgation and taking effect of this constitution, who shall be referred to as "*new financial members*";**

**6.9.1. For the avoidance of all doubt, both sub-classes of financial member shall be required to meet the membership criteria as set out in sub-clause 6.5 herein, save and except for the fact that, unless a change of circumstances is indicated on the prescribed renewal form (as provided for on the said form), then in assessing the renewal application, the Executive at its discretion need not require the strict submission of information relevant to the corporate status, membership rules, financial viability, and good standing of the applicant where that applicant is an existing financial member.**

**6.9.2. Both sub-classes of financial member shall otherwise have the same rights, entitlements and obligations as provided for under the provisions of this constitution.**

**New Financial Members with the same ethnic community language as an Existing Financial Member**

**6.9.3. Where an application for new financial membership of the Association is made by a language program from the same ethnic community language as an existing financial member, the Executive Committee, in its absolute discretion, may adopt the following procedure:**

**(A) In assessing whether the applicant has met the relevant criteria as set out under clause 6.5 herein, the Executive may also make enquiry about whether there are any relevant factors which may distinguish the applicant from the existing financial member. The Executive may, in this regard, invite submissions from both the applicant and the existing financial member ; otherwise, the Executive may refuse the said application on the merits, subject to the appeal procedures set out in sub-clause 6.8 of this constitution ; in any event, the Executive is bound to seek the consent of the existing financial member before admitting the applicant to membership. In the event of such consent being unreasonably withheld in the view of the Executive, then the Executive must refer the issue of the applicant's membership application for final determination by the members at the next general meeting of the Association, and shall invite both parties in this respect to attend and address the said general meeting.**

## **7. CESSATION OF MEMBERSHIP**

**7.1. A member shall cease to be a member of the Association if:**

- (A) it/he/she resigns from membership, by giving notice in writing to the Secretary;**
- (B) it ceases to exist**
- (C) he/she passes away;**
- (D) it/he/she is expelled from membership of the Association, pursuant to subsection 7.1.1.**

**7.1.1. A member may be expelled from membership for the following reasons:**

- (A) misconduct detrimental to the Association, including conduct or action unbecoming, or contrary to the objects and purposes of the Association;**
- (B) where its/his/her financial viability is made subject to the operation of law or any other scheme of arrangement;**
- (C) previous non-disclosure of information pertinent to the application for membership, or the continued holding of membership, in respect of sub-clause 6.5. of this constitution.**

**7.1.2. The Executive Committee shall determine whether action to expel a member is warranted, and whether it should commence forthwith; that member shall thereafter be placed under immediate suspension of membership, thus freezing the member's rights and privileges; the Secretary must forthwith write to the suspended member advising of such decision, and giving full details of the nature of the charges against the suspended member; oral and/or written submissions must also be invited from the suspended member, in order for the decision to be challenged.**

**7.1.3. The suspended member shall then have fourteen days to prepare such submissions; an extension of time may be sought and granted in the Executive's discretion; in the event that no submissions are received, the Executive may proceed to expel the suspended member, and notify it/him/her in writing accordingly.**

**7.1.4. In the event of the decision being challenged, and following the making of submissions, the Executive shall proceed as expeditiously as possible to a final determination; it may either affirm or annul the suspension; in the event of an affirmation, the suspended member shall be expelled from membership forthwith, and notified in writing as soon as possible, setting out full reasons for the decision. A period of time may then be set, in the discretion of the Executive, within which no further application for membership shall be accepted by the Association from the expelled member.**

**7.1.5. In the event of expelling the member, that member shall have fourteen (14) days from receipt of the notification to petition the General Meeting of members for restoration of its/his/her membership. Such petition must be forwarded in writing to the Secretary, and must set out the further grounds of appeal. The Executive shall then list the matter for hearing before the members at the next routine General Meeting; or alternatively, if no routine General Meeting is to be held within the next 180 days, convene a General Meeting for this and/or other purposes not later than 90 days after receipt of the petition; at such meeting, the expelled member shall be given the right to address the members. The General Meeting may then do any of the following matters:**

- **affirm the expulsion and its term;**
- **set aside the expulsion and restore the member's membership;**
- **remit the matter to the Executive with directions on how to proceed further in the matter;**
- **conduct its own investigation in the matter by establishing a Board of Enquiry;**
- **appoint an independent arbitrator for investigation and recommendation.**

## **8. LIFE MEMBERSHIP**

### **8.1. Eligibility**

To be eligible for the award of life membership of the Association, a person must, in the opinion of at least two-thirds (2/3rds) of the members of the Executive, satisfy the following criteria:

- (A) held financial membership (through a patron language program) or individual membership of the Association for a period of not less than twenty (20) full consecutive calendar years, immediately before the year in which the nomination of that person for life membership is made; and**
- (B) been either a member of the Executive Committee, or a senior office-holder or functionary of any organ of the Association, or a person performing responsibilities akin to members in such positions, for a period of not less than four (4) years during that period; and**
- (C) been an active participant in the Association, including any member of the same, and have made a major contribution to any aspect of the Association's objects and purposes.**

**8.1.1. The award of life membership is permanent and enduring, and cannot be removed by any act or instrument, save and except where information becomes available about the life member which would in the normal course where the Executive Committee is properly advised, lead to a rejection of an application for membership based upon the candidates failure to meet good character criteria under sub clause 6.5 (C).**

**8.1.2. The Executive may nominate from time to time other persons for the award of honorary life membership of the Association on the basis of long-term support made to the Association; however such persons shall not be entitled to any of the rights and privileges of full life members.**

### **8.2 Functions and Responsibilities**

The Life Members shall:

- (A) assist in all or any of the affairs, activities and interests of the Association;**
- (B) nominate suitable candidates for the award of life membership to the Executive Committee for decision, in accordance with the criteria set out in subsection 8.1 above; the Executive Committee may, by majority vote, either**

approve or reject the said nominations, and such decision shall be final.

### **8.3. Rights and Powers**

The Life members shall have the following rights and powers:

- (A) the right to attend any regular meeting of the Executive Committee, and to participate in any of the business of the said meeting, without however having voting rights. The Life members shall also have the right to attend any other special events, functions or meetings organised by the Association;**
- (B) should the Executive Committee be rendered unable to continue to discharge its duties for any reason, the Life Members shall convene an Extraordinary General Meeting as soon as possible, and no later than twenty-eight (28) days from the retirement of the Executive; the sole purpose of this meeting shall be the election of a new Executive Committee in accordance with the provisions of this constitution. The Life Members shall have the right to conduct all of the business of the Association until the said meeting, and during the course of the same.**
- (C) Life Members shall be exempted from the payment of any membership fees, and their membership of the Association for this purpose shall be regarded as continuous. None of the above however, shall preclude them from enjoying the same basic rights and privileges that are enjoyed by financial and other members.**

### **8.4. Privileges**

Life Members shall have the following privileges:

- (A) a special life membership card;**
- (B) a certificate of life membership;**
- (C) a life membership badge;**
- (D) inclusion of his/her name, together with the year of the award, on an honour roll of Life Members erected and displayed with the Association's premises; where possible, the relevant member shall be entitled to the erection of a suitably framed photograph at a place within the premises where other such photographs are displayed.**

## **9. THE ASSOCIATION'S ORGANS**

The Association shall, in the absolute discretion of its members exercised in general meeting, establish from time to time any internal organs as it sees fit, with a view to facilitating the carrying out of its objects and purposes, and it may impose conditions upon the same in this regard.

## **10. GENERAL MEETINGS**

10.1. The general meeting of members is the highest organ of authority of the Association, and the membership in this forum is the bearer of all of the rights and responsibilities conferred by the provisions of this constitution and the relevant laws of the jurisdiction of South Australia.

10.2. The general meeting of members brings forward the constitution of the Association, and has power to alter the same in accordance with the provisions set out herein.

10.3. The general meeting of members, by way of a special resolution supported by no less than two-thirds (2/3rds) of those present and voting at such meeting, has power to make null and void all or any decisions made by the Executive Committee and other management organs of the Association; it may also by way of a special resolution, and by strict reference only to the grounds set out in sub-section 11.5.2 of this constitution, remove from office any members of such bodies, and upon such occurrence immediately fill that position by expeditious election; in all such instances however, notice in writing must be given to the members of the proposed special resolutions, in compliance with the notice provisions applicable to general meetings as set out in this constitution.

10.4.1. A quorum of at least fifty-one (51%) percent of the current financial membership is required for a general meeting to lawfully proceed; in the event of such quorum not being achieved, the general meeting may lapse, and a further meeting shall be convened with an identical agenda within a period of four (4) weeks from such date; at such further meeting, any resolution passed by a simple majority of those present and voting (except as otherwise expressed in the provisions of this constitution) shall be valid without regard to the numbers present at the meeting.

10.4.2. In the event that a majority of those present and voting at the general meeting without quorum so resolve, the meeting may proceed and consider the items of business in the agenda, with the proviso that any provisional resolutions arrived thereat shall not be binding upon the membership of the Association until such time as they are ratified by a majority present and voting at the further meeting called within four (4) weeks; such provisional resolutions may however be annulled or set aside at the further meeting.

10.5. No proxy votes shall be cast at general meetings of the Association.

10.6. The members of the Association shall receive written notification of each general meeting in accordance with the requirements as to time set out in subsection 10.10.1. of this constitution; the Secretary of the Association shall forward such notices by postal mail, facsimile or electronic mail, to the addresses of the members as they appear in the Association's Register of Membership; such notification shall also include, where relevant, an agenda, nomination form, financial statement, proposed amendments to this constitution and any other necessary documentation.

10.7. Unless exceptional circumstances apply, the annual general meeting shall be held once in each calendar year, with no more than a period of fifteen (15) months elapsing between such meetings; extraordinary and other general meetings may be convened at the discretion of the Executive Committee at any time and for any purpose not inconsistent with the provisions of this constitution, or alternatively by the Secretary of the Association when presented with a valid petition from no less than thirty-three and a third (33 1/3%) percent of the current membership requesting such a meeting; such request must set out in full the grounds upon which such request is made, including the substance of any resolutions proposed to be moved at such meeting.

10.8. The general meeting shall elect the members of the Executive Committee of the Association in accordance with the provisions of this constitution, and unless exceptional circumstances apply, the mandate of the members of the Executive shall be a period of at least twenty-four (24) calendar months.



## **I. THE ANNUAL GENERAL MEETING**

**10.9.1. The agenda of the annual general meeting shall be as follows:**

- (a) Chairperson - welcome, apologies, confirmation of agenda, opening address**
- (b) Minutes of last AGM, and discussion; acceptance**
- (c) Secretary's report, and discussion; acceptance**
- (d) Treasurer's report, and discussion; acceptance**
- (e) General Manager's report, and discussion; acceptance**
- (f) Items of Business / General Matters**
- (g) Elections - IEP**
- (h) Chairperson's summary and comments**
- (i) Close**

**10.9.2. The Chairperson of the Association shall preside at the annual general meeting, and shall have the right to determine procedures with respect to the maintenance of order and discipline; such decisions and directives shall be final; in the event of elections for a new Executive Committee, following item (f) in sub-section 10.9.1. above, the Chairperson shall declare all relevant positions on the Executive vacant, and surrender control of the chair in accordance with the provisions of this constitution; the elections shall then proceed.**

**10.9.3.** In relation to each agenda item, the Chairperson or presiding officer shall first introduce the matter and set an approximate time limit for discussion. Any person desiring to speak in respect of that item shall indicate thus by raising his/her hand, and shall proceed when nominated to do so by the chair, in consecutive order. Each person speaking shall have an absolute right to speak without interjection, save only from the chair as to time. A person shall have the right to speak only once in respect of a topic being discussed on the floor except:

- the mover of a resolution shall have the right of reply;
- where a speaker or other person is asked a direct question from the floor;

Where appropriate, agenda items under discussion shall be concluded within the set time limit by way of resolution, which shall be moved by a mover and seconded, and then put to the meeting on a vote. Voting shall be either by a show of hands or by secret ballot, and such shall be determined by the chair in his/her absolute discretion; where a motion is properly moved and seconded, the chair shall then invite discussion, with the same rules as set out in this sub-section apply.

**10.9.4.** Non members of the Association may attend the annual general meeting only upon the invitation of the Chairperson; such persons shall not be entitled to speak at such meeting, nor participate in any of the business, save and except where the Chairperson or presiding officer deems it necessary, in his/her absolute discretion.

**10.9.5.** The provisions of this section (10) shall equally apply to any general meeting of members convened by the Association, including any special or extraordinary general meeting.

**10.9.6.** Any person deliberately and continuously breaching the provisions of this section shall be liable to a first and final warning from the Chair. In the event that a further breach occurs, the Chairperson or presiding officer shall have the right to cite that person for wilful misconduct, and in his/her absolute discretion, apply either of the following sanctions:

- suspend the person for any further participation in the proceedings of the said meeting;
- dismiss the person from the meeting by ordering him/her to leave the premises forthwith

## **II. ELECTION PROCEDURES**

**10.10.1.** In accordance with sub-section 10.6. of this constitution, the Secretary shall provide no less than twenty-one (21) days written notice of general meetings; such notice shall be despatched in every instance in order to meet the above- described time limit.

**10.10.2.** The Executive Committee shall set a date for the Annual General Meeting (AGM) in order to comply with the requirements of sub-section 10.10.1.; where the AGM agenda includes the election of a new Executive Committee, the incumbent Executive, prior to the despatch of the notice of the AGM, shall in accordance with the provisions of this section, appoint an "Independent Electoral Panel" (IEP) to oversee and manage the electoral process.

**10.10.3.** The IEP shall comprise of three (3) persons, and shall be appointed by the Executive Committee in its absolute discretion; however, in making such appointment, the Executive shall give full and proper consideration to the following selection criteria:

- (A)** at least one member of the IEP must be a long-term participant in the Association, who may become the convenor of the IEP;
- (B)** the remaining members of the IEP, may be long-standing, contributing participants of the Association, who are respected for their independence, integrity, fairness and objectivity;
- (C)** the members of the IEP must not be current members of the Executive Committee, nor persons who are to be candidates in the election of the new Executive.

**10.10.4.** Once appointed, the names of the IEP members are to be advertised within the Association by whatever appropriate means available, including within the notice of meeting sent to members; relevant contact numbers shall also be included.

**10.10.5.** The notice of meeting shall include a nomination form for candidates for election to the Executive Committee; the form shall require disclosure of the following information with respect to the candidate:

- full name, address and contact numbers
- date and place of birth
- current citizenship
- current occupation
- years of involvement in a member of the Association, or in the Association itself
- current and previous positions held within the Association
- membership of other relevant organisations
- the position/s sought/nominated
- a declaration from the candidate as to whether he/she has committed any criminal offence for which a record exists within a period of seven (7) years prior to the year of nomination, or whether he/she is otherwise precluded by law from holding an executive position in the Association

Each candidate must be nominated by a proposer and seconder, both of whom must be current delegates of members of the Association; the candidate may be self-proposed; the candidate must sign his/her consent for the nomination on the form provided; the name and signature of the proposer and seconder must also appear on the said form; the form must be dated at the point of signature; a candidate may be nominated for more than one position contemporaneously, but no more than two; if successful in the election for the first nominated position, that person's candidature for the second position shall automatically be withdrawn.

The form shall also make provision for the IEP to record the date of receipt; to record the eligibility check, any further comments, and the signature of the convenor of the IEP.

**10.10.6.** All completed forms must be returned to the Association's postal address to be received no later than seven (7) days prior to the holding of the AGM; no late applications shall be received under any circumstances; the completed forms must be clearly addressed to the convenor of the IEP, or to the IEP itself; under no circumstances are the forms to be received or viewed by any person other than the convenor and/or members of the IEP unless expressly delegated

**10.10.7.** The convenor of the IEP shall convene a meeting of the IEP as soon as practicable after the closing date for nominations, and in any event not later than forty-eight (48) hours after such time; the purpose of such meeting shall be the assessment and determination of the eligibility of the candidates against the criteria set out in this section. The chairperson of the IEP may refer to the Executive

**Committee at this point for further information or clarification about its own role or the candidates for assessment of eligibility.**

**10.10.8. All nominations assessed as valid shall then be included in a list of candidates for the election, which list shall clearly state the full name of the candidate and the nominated position; such list shall then be displayed within the Association's premises at convenient points, and advertised by whatever appropriate means available. A second list shall be prepared and similarly displayed and advertised with respect to those candidates deemed ineligible for election by the IEP; the IEP may, in its absolute discretion, speak to the nominee where it is unable to make an immediate decision, in order to seek clarification or further information from that person; incomplete applications, or those unsigned by the relevant parties, shall be assessed as invalid; however, where it is apparent to the IEP that the provision of certain information has been innocently overlooked, it may accept that further information; however, the IEP may not accept further information from any person where such information clearly contradicts information already provided; the decision of the IEP with respect to the candidature of all persons shall be final.**

**10.10.9. To be eligible for election as a member of the Executive Committee of the Association, a person must satisfy the following criteria:**

- be a properly accredited delegate of a current financial member of the Association, and**
- have been a participant of the member of the Association for a period of not less than twelve (12) calendar months immediately before the year in which the nomination of that person for election to the Executive Committee is made, and**
- during such period have shown a genuine interest and been active in the affairs of the relevant member and in the activities of the Association generally.**

**10.10.10. Upon the Chairperson or presiding officer declaring all relevant positions on the Executive Committee vacant in accordance with sub-section 10.9.2., the convenor and members of the IEP shall assume control of the AGM, and proceed to conduct the election in accordance with the procedures set out herein; in so doing they shall have the right to exercise all of the powers provided to the Chairperson or presiding officer pursuant to this section.**

**10.10.11. The election of officers shall proceed consecutively in accordance with the positions set out in section 11. ("Executive Committee") of this constitution, and commence with the position of Chairperson. The IEP members shall distribute specially-prepared ballot papers for each position to all persons eligible to cast a vote,**

being all properly accredited delegates of current financial members of the Association present; such ballot papers shall clearly identify all of the eligible candidates for such position by way of full name, and provide a box next to each such name where a vote for that candidate may be marked; only one such box shall be so marked (save and except for the position of committee member where up to four (4) boxes may be marked); ballot papers marked in any other fashion (outside of the box, no markings, more than one marked, other writings etc.), shall be held to be informal, and shall not count; save and except that nothing herein shall be taken to impinge on the right of the IEP to determine valid and informal votes in its absolute discretion, where that body, by at least a majority decision, is satisfied as to what the real intention of the voter was in casting such vote.

10.10.12. The IEP shall tally the vote total with reference to the register of attendance, and where there is a significant discrepancy in the respective numbers, it may in its absolute discretion, direct that a repeat vote take place forthwith, particularly where the result of the ballot may be affected.

10.10.13. In relation to the major Executive positions of Chairperson, Secretary and Treasurer, the convenor of the IEP shall invite each of the candidates to give a brief oral dissertation about their candidature to the AGM; no other persons shall be allowed to speak during this process.

10.10.14. In relation to the position of Chairperson, any candidate securing a simple majority of votes (51 %) percent shall be declared the winner; in the event that no such majority is secured by any one candidate, a second round of voting shall take place forthwith between the two highest scoring candidates from the first ballot, and the candidate with the highest score shall then be declared the winner; for all other Executive positions, the candidate with the highest first-up score shall be declared the winner; in the event that only one candidate has nominated for a position, that person shall be declared elected to that position without the need for a vote; in relation to the position of committee member, if a lesser number of candidates have been nominated than there are positions available, those candidates shall be declared elected, and others may then be co-opted by way of acclamation from the floor of the meeting; this procedure shall also be adopted where there have been no nominations received for the major positions on the Executive Committee.

10.10.15. At the conclusion of the election process, the convenor of the IEP shall invite the newly elected members of the Executive Committee to take their places at the Committee table, and the AGM shall continue pursuant to the set agenda.

10.10.16. All completed ballot papers, candidate lists, nomination forms and other electoral documents shall be retained by the Secretary of the Association for verification purposes and archiving wh

## **11. MANAGEMENT**

### **11.1. Executive Committee**

**11.1.1.** There shall be established an Executive Committee of the Association, which shall be elected by the members of the Association at the annual general meeting for a full mandate of no less than twenty-four (24) calendar months unless exceptional circumstances apply ; the Executive Committee shall be the primary organ of management of the Association.

**11.1.2.** The composition of the Executive Committee shall be as follows:

- Chairperson
- Deputy Chairperson
- Secretary (who shall be the Public Officer of the Association)
- Treasurer
- Assistant Secretary and Treasurer
- Committee Members (4)

No office-bearer on the Executive Committee shall hold the same office for more than six consecutive calendar years; such restriction shall not apply to ordinary committee members.

The following positions shall be subject to re-election, pursuant to the provisions of sub clause 11.1.1 above, in each even year;

Deputy Chairperson

Treasurer

Assistant Secretary & Treasurer

and two (2) Committee memb

The following positions shall be subject to re-election, pursuant to the provisions of sub clause 11.1.1 above, in each odd year;

Chairperson

Secretary

and two (2) committee members,

## **11.2. Executive Committee - Function and Role**

**11.2.1. The function and role of the Executive Committee shall be the following:**

- (A) to carry out, develop and implement the decisions of the annual general meeting of members;**
- (B) to carry out, develop, implement and work towards the realization of the objects of the Association, consistent with any decisions as to policy and direction made by the AGM;**
- (C) to carry out, develop and implement a two-year program approved by the AGM;**
- (D) to assume primary responsibility for management of the Association's administration;**
- (E) to assume primary responsibility for management of the Association's budget and finances; and all and any other resources (fiscal, physical, human) belonging to the Association; this may include the appointment of consultants, contractors, legal and accounting advisers and auditors, amongst others, on terms to be agreed.**
- (F) to appoint on terms it thinks fit various committees, whether ad hoc, specific or permanent, and/or other such mechanisms, to assist it in carrying out its functions.**
- (G) to represent the interests of the Association in dealing with external persons and bodies;**
- (H) to promote the existence of the Association and publicize its objects and purposes;**
- (I) to do all such other things as shall be necessary and incidental to the carrying out of the objects and purposes of the Association, in accordance with the powers enabled it under clause 5 herein, and under relevant state and common laws.**

**11.2.2 The Executive Committee shall have power, where it deems it necessary and expedient, to take final and binding decisions concerning important matters of policy and administration, without reference to a general meeting of members, save and except that nothing herein shall deprive the membership of exercising its rights in general meeting as defined in section 10.3. of this constitution.**



**11.2.3.** The Executive Committee shall have power, where it deems it necessary and expedient, to appoint various sub-committees to assist it in its responsibilities, and for any purposes not inconsistent with this constitution, including the right to delegate all or any of its powers to the sub-committees for such purpose.

**11.2.4.** The Executive Committee shall supervise all or any of the activities of the organs of the Association, as defined in section 9 of this constitution.

**11.2.5.** The Executive Committee shall take all necessary steps to protect and safeguard the interests of the Association, and its property and assets, and it may take appropriate legal action where it deems it necessary; it shall set all fees, prices, charges, wages etc. in its absolute discretion; it has the right to refuse, suspend and annul membership of the Association, the right to refuse entry to any person whom it is reasonably believed has, is or shall engage in behaviour unbecoming, to any part of the Association's premises; the right to refuse to hire or let any part of the Association's premises; any person affected by such decision may seek redress in accordance with the procedures set out in this constitution, or in any event, by making formal complaint in writing to the Executive Committee.

### **11.3. Proceedings of the Executive Committee**

**11.3.1.** The Executive Committee shall meet in regular session, where possible, on at least one (1) occasion in each month; more frequent sessions may be held; no less than one session shall be held in a given calendar month, save and except during the annual holiday period ; a quorum for such meetings shall be five (5) persons, or alternatively where a vacancy/ies exists in the Committee, at least fifty-one (51%) percent of the current Executive Committee members.

**11.3.2.** The proceedings of the Executive Committee shall be carried out in the following manner:

- (A) In advance of any session of the Executive Committee, those persons with matters for discussion must notify either the Chairperson or Secretary, or a delegated officer, at least two (2) clear days before the session, and such officers shall then endeavour to place this item in the appropriate place in the agenda. In the event of such notice not being provided, the matter may be discussed under "General Matters", by the giving of notice to the chair at the commencement of the session.

- (B) Members of the Committee shall apologise in advance to either the Chairperson or Secretary, or a delegated officer, in the event of an inability to attend a session of the Executive Committee. If there is no attendance without apology for three (3) consecutive sessions, the person may be suspended by a majority vote of the Executive pursuant to the provisions of section 11.5. of this constitution.**
- (C) The session shall commence promptly at the appointed time, and in the event that the Chairperson is not present at such time, the next most senior officer shall preside.**
- (D) The agenda for each regular session shall be:**
- **Opening, welcome, apologies**
  - **Previous Minutes**
  - **Business arising from minutes – maximum time limit of fifteen (15) minutes, and comprising of reports from persons with responsibilities from the previous session**
  - **Reports, including financial, administrative, special interest and others**
  - **Correspondence**
  - **Items of business**
  - **General matters**
  - **Close**
- (E) The Secretary shall record the minutes of meeting in a record kept specifically for this purpose, in either hard copy or electronic formats, and where possible do both; these minutes shall be kept in a secured location (including electronic) and where they are in electronic format, a backup copy must be maintained.**

**(F) In relation to each matter listed under “items of business”, the Chairperson or presiding officer shall first introduce the matter and set an approximate time limit for discussion; any person desiring to speak in respect of that item shall indicate thus by raising his/her hand, and shall proceed when nominated to do so by the chair, in consecutive order. Each person speaking shall have an absolute right to speak without interjection, save only from the chair as to time. A person shall have the right to speak only once in respect of a topic under discussion except:**

- **the mover of a resolution shall have the right of reply;**
- **where a speaker or other person is asked a direct question.**

**Where appropriate, items under discussion shall be concluded within the set time limit by way of resolution, which shall be moved by a mover and seconded, and then put to the meeting on a vote. Voting shall be either by a show of hands or by secret ballot, and such shall be determined by the chair in his/her absolute discretion; where a motion is properly moved and seconded, the chair shall then invite discussion, with the same rules as set out in the subsection applying; in the event of a tied vote, the Chairperson or presiding officer shall have a casting as well as deliberative vote; in all instances, matters shall be decided upon a majority vote of the Executive Committee, with each person having one (1) vote; no proxy votes shall be cast at sessions of the Executive Committee**

**(G) Representatives of the Association's organs, and other officers including the Association's managers and employees, shall have an opportunity to present oral and/or written reports in respect of their activities to the Executive at the Committee meetings, where specifically invited to do so ; save in exceptional circumstances, and as directed by the chair, the maximum time allowed for such reports shall be five (5) minutes.**

**(H) In respect of general matters, the nominated person shall briefly introduce his/her topic, and the same rules shall then apply as to discussion. Any person not having previously indicated to the chair their item at the commencement of the meeting must seek leave from the chair to speak on their proposed item at this juncture. The time limit on general matters shall be fifteen (15) minutes.**

(I) Any person deliberately and continuously breaching the provisions of this section shall be liable to a first and final warning from the chair. In the event that a further breach occurs, the Chairperson or presiding officer shall have the right to cite that person for wilful misconduct, and in his/her absolute discretion, apply all or any of the following sanctions:

- suspend the person from any further participation in the proceedings of that session;
- dismiss the person by directing him/her to leave the premises forthwith;
- otherwise sanction the person.

In the event that the person cited fails to comply with any such directive from the chair, the Chairperson or presiding officer may then direct the Executive to consider invoking its powers under sub-section 11.5. of this constitution; should any person be cited for misconduct three times in a given calendar year, the Executive shall automatically consider the exercise of its power under sub-section 11.5.; the Executive may appoint one of its own members to act as "disciplinary officer", to assist the chair in ensuring that the provisions of this sub-section are complied with at all times.

(J) All members of the Executive Committee are under an obligation, though always pertaining to the particular circumstances, to safeguard and defend the honour, dignity and reputation of the Chairperson, and to observe and carry out his/her lawful directions.

#### **11.4. Duties of the office-holders**

11.4.1. The duties and responsibilities of the office-holders of the Executive Committee shall be as set out hereunder:

##### **(A) Chairperson**

The Chairperson is the senior executive office-bearer of the Association; he/she shall preside at general meetings of the Association, at sessions of the Executive Committee, and at other Association functions and events; he/she shall represent the Association at all appropriate times, direct the other members of the Executive in their responsibilities, and supervise and direct the Association's administration and budget; he/she shall deal with other persons and bodies transacting business with the Association; the Chairperson exercises primary responsibility in carrying out the respective decisions of the AGM and the Executive Committee.

**(B) Deputy Chairperson**

The Deputy Chairperson shall assist the Chairperson in the discharge of his/her responsibilities; he/she will assume the Chairperson's responsibilities during the latter's absence; the deputy-chairperson shall ensure that at all times appropriate respect is paid to the Chairperson when discharging his/her function.

**(C) Secretary**

The Secretary shall have the primary responsibility for directing the Association's administration and operations; he/she shall direct the flow of correspondence to and from the Association, oversee the liaison, public relations and promotional activities of the Association, and liaise with the Association's membership, maintaining the register of membership for this purpose; the Secretary shall be responsible for notifying the membership in respect of all meetings, in accordance with the provisions of this constitution; he/she is responsible for keeping the minutes of meeting of the Executive Committee. The Secretary, with the express consent of the Executive Committee, may delegate agreed responsibilities to the general manager of the Association, or to that person's own delegate/s.

**(D) Treasurer**

The Treasurer shall exercise primary responsibility for the financial affairs of the Association, and in this respect shall maintain all of the Association's books of account, transaction records, records of stock, plant and inventory; he/she shall prepare the annual financial statement for presentation to the members at the AGM; the Treasurer shall maintain a ledger book and balance sheet in order to report to the Executive Committee at its regular sessions the financial situation of the Association at any given point in time; he/she shall supervise the Association's employees with a view to ensuring that all appropriate deductions are maintained, liabilities met, entitlements paid, and insurances effected; the Treasurer shall also be responsible for periodically reviewing the Association's property and other assets, to ensure that they are properly maintained, protected and insured; he/she shall liaise with other persons and bodies transacting business with the Association. The Treasurer, with the express consent of the Executive Committee, may delegate agreed responsibilities to the general manager of the Association, or to that person's own delegate/s.

#### **(E) Assistant Secretary and Treasurer**

The Assistant Secretary and Treasurer shall assist the Secretary and Treasurer in the discharge of his/her duties, and assume these responsibilities in his/her absence.

#### **(F) Committee Members**

The Committee Members shall in general assist the office-bearers in the discharge of their duties and responsibilities, as directed by the Chairperson, in his/her absolute discretion.

#### **11.4.2. General Manager**

The Association shall appoint a General Manager on terms and conditions to be agreed between the parties. The position shall be classified as an employment agreement, and nothing herein shall be taken to indicate any position to the contrary, such as that of independent contractor or consultant or so forth. The Association shall expressly meet its obligations in this regard under relevant taxation and superannuation laws, effect insurances as appropriate to protect and indemnify the said manager, and notwithstanding anything which may be construed to the contrary in any agreed terms and conditions of service, shall meet its obligations under any law or regulation which prescribes minimum conditions of service such as leave and other entitlements.

The role of the General Manager, inter alia, shall be:

- primary delegated responsibility for management of the daily operations of the Association, including but not limited to its administration, and its human, financial and physical resources;
- responsibility for the preparation and carrying out of the Association's corporate plan, and its policies and procedures;
- carry out all lawful decisions and directions made by the Executive Committee, and/or its office-holders, and by reference to the provisions of clause 11.4 above, expressly and/or impliedly, act as a delegate of the Association's said office-holders in the carrying out of their own responsibilities;
- direct and/or delegatory supervision of managers, staff and volunteers working within the Association, including the rights of selection, training, direction, disciplining and dismissal of same; ensure that the Association's contractual and other obligations to the same are properly discharged;
- liaise and correspond with the elected office-holders of the Association, including the right to attend all relevant meetings for this purpose;
- liaise with the membership of the Association as appropriate and necessary;

- liaise with all parties, howsoever described, corresponding and/or conducting business with the Association; ensure that reciprocally all obligations as between the said parties are properly met;
- supervise, prepare and effect all relevant instruments, including submissions and applications, which relate to the Association's core operational activities and funding arrangements;
- monitor the Association's compliance with all relevant laws, regulations, directions and common practices relating to the Association's affairs, interests and activities;
- represent the Association at all relevant functions, meetings and other events where authorized, or appropriate, to do so;

The General Manager shall be an *ex officio* member of the Executive Committee, and shall be entitled to attend and participate in all meetings of that body, without exercising the right to vote.

#### **11.5. Cessation of Membership**

**11.5.1.** A person shall cease to be a member of the Executive Committee if:

- he/she resigns from the Committee, by giving notice in writing to the Secretary;
- he/she passes away, or is rendered incapacitated, thereby unable to continue his/her activities;
- he/she is rendered by the operation of law unable to hold such office;
- he/she is dismissed from the Executive Committee.

**11.5.2.** A person may be dismissed from the Executive Committee for the following reasons:

- (A) failure to properly and diligently discharge the duties of that office;
- (B) irregular attendance at sessions of the Executive Committee without any or any adequate reason;
- (C) misconduct detrimental to the Executive Committee and/or the Association, including conduct or action unbecoming, or contrary to the objects and purposes of the Association;
- (D) previous non-disclosure of information pertinent to that person's participation in a member of the Association.

**11.5.3.** The Executive Committee shall determine whether action to dismiss the person is warranted, and whether such should commence forthwith; that person shall then be placed under immediate suspension, thus freezing the person's rights and privileges as a member of the Executive Committee; the Secretary shall then forthwith write to the suspended person advising of such decision, and giving full details of the nature of the charges against the said person; oral and/or written submissions must also be invited from the suspended person, in order for the decision to be challenged.

**11.5.4.** The matter shall then proceed in like manner to the procedures set out in section 7.1. of this constitution, save that the issue under determination in this instance is the person's membership of the Executive Committee.

**11.5.5.** In the event of a vacancy being created by a person ceasing to be a member of the Executive Committee, that position shall be filled in the following manner:

**(A)** In the event of the vacancy being for a senior office-bearer -

- the assistant to that person shall assume the office for the rest of the term;

**(B)** In the event of the vacancy being for an assistant officer holder -

- a committee member by election shall assume the office for the rest of the term;

**(C)** In the event of the vacancy being for a committee member -

- a person from amongst the delegates of the members of the Association may be co-opted to fill that office for the rest of the term, provided that he/she is able to satisfy the requirements for election to the Executive Committee as set out in sub-section 10.10.9. of this constitution; such a co-optee shall enjoy the full rights and privileges of the person whom he/she replaced.

## **12. FINANCE**

**12.1.** The income of the Association is derived from the following sources:

- (A)** membership fees;
- (B)** broadcasting and associated fees;
- (C)** grants from government and non-government bodies;
- (D)** commercial and other sponsorships;



- (E) voluntary donations, including gifts;**
- (F) proceeds of organized events**
- (G) public appeals and campaigns**
- (H) such other proper and legitimate acts and means as the Executive Committee may from time to time determine.**

**12.2. The income from all of the above-described activities enters the treasury of the Association, and is used for the Association's objects and purposes.**

**12.3. No portion of the Association's income and proprietary interests shall be paid or transferred in any way by way of profit to the Association's members, office-bearers, voluntary workers, servants or consultants; provided that nothing herein shall prevent the payment in good faith of remuneration of any of the above-mentioned or other like person for the following:**

- services actually rendered to the Association pursuant to an agreement;**
- out-of pocket and other similar expenses incurred on the Association's behalf.**

**12.4. The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and position of the Association; such records are to be maintained in accordance with Australian accounting standards; in this regard the Association shall contract properly accredited professional persons, where necessary, to provide advice and assistance in ensuring that these standards are met.**

**12.5. The Executive Committee shall prepare an accounting record and statement promptly after each financial year in respect of the Association's activities during that financial year. Such report and statement shall comprise of at least a balance sheet and either a statement of income and expenditure or a profit and loss statement, and shall be audited by an appropriate independent authority, in accordance with the provisions of section 13 of this constitution.**

**12.6. All cheques shall be signed by at least two (2) officers, one of whom shall be the Treasurer of the Association ; legitimate payments and disbursements on the Association's behalf may also be made by electronic banking means, but at the point of such payment, must be authorized by at least two (2) officers, one of whom shall be the Treasurer of the Association.**

**12.7. The responsibilities described in this section may however be expressly delegated by the Executive Committee by appropriate written instrument to such other officers and persons, including a senior manager, as the Executive may from time to time determine.**

**12.8. Costs associated with the travel or attendance of representatives of the Association at meetings, conferences, seminars or other such proper and legitimate occasions, shall be met from the treasury of the Association; save and except where the Executive determines that it is more appropriate that the costs be borne from other sources, or where it resolves to provide only a partial subsidy.**

### **13. AUDIT**

**13.1. The accounts of the Association shall be prepared and audited in accordance with the relevant laws of the jurisdiction in which the Association is incorporated.**

### **14. MINUTES**

**14.1. Proper minutes shall be kept of all proceedings of the Association and its organs, in either hard copy or electronic form, or both.**

**14.2. Such minutes shall be signed by the officer presiding at the meeting at that or the next succeeding meeting.**

**14.3. Where minutes are recorded and signed they shall until the contrary is proved be evidence that the said meeting was convened and duly held, and shall be deemed an accurate and approved record of the business of the meeting and the resolutions passed thereat.**

**14.4. The minutes shall be recorded in each instance by the Secretary of the relevant body, or an officer assisting, and shall be maintained as a public record by that officer in accordance with the laws relating to same of the jurisdiction in which the Association is incorporated.**

## **15. ARCHIVES**

15.1. All documentation maintained and operated by the Association's officers, functionaries, employees and other authorized personnel, and in particular, all necessary instruments operated as part of the secretarial, treasury and other executive functions of the Executive Committee of the Association and its organs, shall be maintained where possible at the Association's premises, and upon completion of the lawful mandate of such persons, all such documentation shall be archived at a convenient place within those premises; enforcement of these responsibilities, together with maintenance of the Association's archives, shall be the responsibility of the incumbent Executive Committee.

## **16. PROPERTY**

16.1. Decisions regarding the sale and acquisition of real and other property of the Association are to be approved by the general meeting of members where the value of such property exceeds **ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS**, and in such circumstances, the following conditions shall apply:

- a majority of two-thirds (2/3rds) of those present and voting must give such approval by way of special resolution; and
- no decision shall be taken to sell any permanent structure/s of the Association unless the same is to be replaced with a similar structure of at least equivalent size and value.

## **17. PUBLIC OFFICER**

17.1. The Association shall appoint its duly elected Secretary to hold office as Public Officer under the provisions of the Associations Incorporation Act 1985 as amended.

## **18. AUTHORIZED SIGNATORIES**

18.1. The Association shall appoint its incumbent Chairperson, Secretary and Treasurer as duly authorized signatories in respect of any official legal, financial (including banking) or other such documentation, which requires due execution according to law and/or regulation, and which purports to bind the Association contractually or under any other such relevant covenant; however nothing herein shall require the said signatories to assume any personal legal liability or responsibility in respect of same without the express consent of that person.

**18.2.** The responsibilities described herein may only be delegated to other persons, including to any other office bearers and/or senior managers of the Association, by the express consent of the Executive Committee and by a relevant instrument in writing for this purpose.

## **19. THE SEAL**

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

**19.2.** The seal shall not be used without the express authorisation of the Executive Committee (as per 20.3.), and every use shall be supervised by the Secretary of the Association.

**19.3.** The seal shall be kept in the custody of the Secretary, or such other officer-bearer or senior manager of the Association as the Executive Committee may from time to time determine.

## **20. INSURANCE BENEFITS**

**20.1.** The Association shall take out and maintain at its expense appropriate insurances with respect to its real estate and other property, including plant and equipment, and also as required by law, or as appropriate, with respect to its voluntary officers, committee members, consultants, contractors and other workers, including paid employees and others, and members of the public as invitees, in order to protect such persons from sickness or accident that may be caused, arise out of or occur during the course of their work with the Association, or during their presence at the Association's premises, and also to indemnify them and the Association against any claims which may be made in respect to the performance of their duties.

## **21. AMENDMENTS TO THE CONSTITUTION**

**21.1.** Subject to approval by a special resolution of two-thirds (2/3rds) of the members present and voting at a general meeting of the Association, this constitution may be altered, rescinded, added to or replaced by substituted rules. Such amendments shall be registered with the appropriate authority in accordance with the relevant laws of the jurisdiction in which the Association is incorporated.

21.2. Formal notice of amendment must be given in writing to all members of the Association at least twenty-one (21) days prior to the holding of the said meeting. Resolutions from the floor of the said meeting may then approve, reject or further alter the rules under consideration; however, no parts of this constitution may be amended without the above-mentioned written notice being given to all members, so that amendments from the floor of the meeting in respect of rules not under consideration according to the agenda of the notice of meeting may not be proposed or moved.

21.3. Amendments to this constitution shall be deemed to take immediate effect following the approval or adoption of a resolution in general meeting, and such shall be incorporated into the main body of this document as soon as practicable after the said meeting, save and except for where a completely new set of substantive rules is to be promulgated; the amended/new constitution must then be lodged within relevant time limits with the corporate affairs body responsible within the said jurisdiction ; this constitution shall bind the Association and every member to the same extent as if they had respectively signed and sealed it, and agreed to be bound by all of the provisions thereof.

## **22. WINDING UP**

22.1. The Association may be wound up by a special resolution of **three quarters (3/4 rs)** of the current membership in general meeting to this effect; however, formal written notice of such resolution must be forwarded to all members at least twenty-one (21) days prior to the holding of such meeting; the members may then approve or reject such motion; in the event of approval, the Association shall cease to exist forthwith, and shall be wound up in accordance with the provisions of this constitution and the relevant laws of the jurisdiction in which it is incorporated.

22.2. If upon a winding up of the Association there remain any surplus assets, such shall be appropriated or applied for the benefit of any other like organisation, association or trust established for similar objects and carrying out like activities to that of the Association.

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