

**Pirie Community Radio Broadcasters  
Incorporated**

**Constitution**

**As amended at the 7<sup>th</sup> March 2017 General Meeting**

**Draft for adoption**

**October 16 2024**

**AGM**

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## 01 Name

- (a) The name of the Association shall be the "Pirie Community Radio Broadcasters" (hereinafter referred to as the "Association").
- (b) The name of the Association shall not be changed without the prior written approval of Australian Communications and Media Authority, or its successor.(the Community Broadcasting licences are assigned to the organisation named in this document).

## 02 Registered Office

The registered office of the Association shall be at a place to be determined by the Board of Management , however that place shall be in the city of Port Pirie , and this does not include any branch office which may be established elsewhere.

## 03 The Objects of the Association

The objects of the Association are:-

1. The association is a charitable institution established for the principal purpose of advancing culture, radio and music by establishing, maintaining, operating and promoting a community radio station to provide free broadcasting services for the direct benefit of the public including:
  - a) Negotiating, obtaining and maintaining broadcasting licences;
  - b) Encouraging and developing the uses of radio and media for education, public affairs, social and cultural commentary, information, community issues, and entertainment;
  - c) Conducting entertainment, cultural activities, meetings, community information on matters of interest;
  - d) Furnishing, equipping and maintaining studios, production facilities and transmission facilities;
  - e) Teaching, training, educating and providing services for the training of any persons involved in the preparation and broadcasting of content;
  - f) Making available to the community the facilities to create and produce local content for broadcast;
  - g) Such other purposes as are incidental or ancillary to this principal purpose;
2. The association can only exercise the powers it has in the applicable associations state law (if any) to;
  - a) carry out the objects under **clause 03** and
  - b) do all things incidental or convenient in relation to the exercise of power under **clause 2(a)**.

## 04 Power to Acquire Property

The Association shall have the power:-

- (a) To purchase , take on lease , or otherwise acquire for the purpose of attaining its objects , any real or personal property and in particular any land , buildings , furniture , recording and transmission equipment and any other apparatus at any time deemed necessary by the Association.
- (b) To invest determined amounts of monies of the Association upon such security or otherwise in such a manner as may from time to time be determined by the Association.

- (c) To take out or acquire money on loan overdraft or mortgage for the purpose of making improvements or additions to the Association's assets.
- (d) None of the real property of the Association shall be sold unless a two thirds (2/3) majority of members present , and entitled to vote , at any Annual General Meeting or Special General Meeting of the Association shall resolve that -
  - (1) The property in question is surplus to its needs and
  - (2) That the arrangements proposed for the sale of such property are proper.

## **05 Other Powers**

The Association shall in addition to the powers from time to time prescribed by the law have power to do such of the following things as are incidental to the attainment of its objectives:-

- (a) To provide technical or other assistance for broadcasting and to employ any suitable person or persons for such purpose.
- (b) To provide and maintain buildings and property and grounds for the benefit of its members.
- (c) To receive money by subscription , gift , grant , loan , debenture or bequest for the attainment of its objectives.
- (d) To undertake printing , advertising or publication of the activities , programmes or objects of the Association.

## **06 Income and Property**

- (a) The income and property of the association must be applied solely towards the objects of the association.
- (b) No income or property of the association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any member of the association. However, nothing in this constitution will prevent payment in good faith to a member:
  - a. In return for any services rendered or goods supplied in the ordinary and usual course of business to the association;
  - b. Of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the association;
  - c. Of reasonable and proper rent for premises leased by any member to the association; or
  - d. Paying premiums for insurance indemnifying office bearers of the association, as allowed for by law (if applicable elsewhere in this constitution).

## **07 Common Seal**

The Common seal of the Association :-

- (a) Be kept by the Secretary or such other person as shall from time to time be authorised by the Board of Management.
- (b) Not be fixed to any instrument or document except by the authority of a resolution of the Board of Management and in the presence of the Chairman and the Secretary or such other persons as the Board may appoint for that purpose.
- (c) Be affixed as aforesaid to any document authorised as aforesaid :-  
Provided that the person or persons in whose presence it is affixed shall personally sign such document.

## 08 Membership of the Association

Membership of the Association shall be open to all members of the public , community organisations , government departments and statutory bodies and shall be divided into the following classes:-

(a) **Group Membership**

Community organisations , government departments , statutory bodies , groups and clubs of special interest may apply to the Board of Management for membership. Such applications shall be in writing and may be accepted or rejected by the Board of Management.

(b) **Individual Members**

Individuals having an interest in the objects of the Association may apply to the Board of Management for membership. Such applications shall be made in writing and may be accepted or rejected by the Board of Management.

(c) **Any other categories** of members as per sub clause 09 (g)

(d) Applications for membership shall be referred to the Board of Management who may only reject an applicant if:-

(1) There are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the association.

or

(2) There are reasonable grounds to believe that the applicant would pose a security risk to the members or property of the association.

(e) Upon the acceptance of the application by the Board of Management or the successful appeal, and upon payment of the first annual subscription , the applicant shall become a member of the association.

(f) A register of members must be kept and contain:

(1) The name and address of each member;

(2) The date on which each member was admitted to the association; and

(3) If applicable, the date of, and reason(s) for, termination of membership.

## 09 Membership Fees and Responsibilities

(a) The subscription fees for membership shall be such sum, (if any), as the members shall determine from time to time in general meeting.

(b) The membership fees shall be payable annually on 1st July or at such other time as the Board shall determine. Any member whose membership is outstanding for more than three months

after the due date for payment shall cease to be a member of the association, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

- (c) Each individual member shall be entitled to attend all general meetings of the Association and shall be entitled to speak and vote at such meetings.
- (d) Each group member shall be entitled to be represented at all general meetings of the Association by two (2) delegated representatives. Each of the delegated representatives shall be entitled to speak and vote as if a full member of such meetings.
- (e) Each group member shall within twenty-eight (28) days of acceptance of membership in the Association inform the Secretary in writing of the names and addresses of each of its delegated representatives.
- (f) Each of the delegated representatives shall represent his group member until such time as the group member advises the Secretary in writing of any change in delegates and the names and addresses of newly appointed delegated representatives.
- (g) The Board shall have power to decide on any further categories of membership and on the condition under which such new categories may be admitted as members of the Association.
- (h) Members must be financial to vote at any meeting (including sub committee) of the Association.

## **10 Termination of Membership**

Membership of the Association shall continue until determined in any of the following ways:-

- (a) By any individual or group member giving notice in writing of his intention to resign from the Association.
- (b) By the non-payment of the annual membership fee within the time prescribed by the constitution , or within such further time as the Board may from time to time allow.
- (c) By any group member going into liquidation or becoming defunct.
- (d) By the death of any individual member.
- (e) By the expulsion of any individual or group member by the Board on the grounds that such member has failed to fulfil his obligations to the Association , or that he/she has been found guilty of conduct detrimental to the Association.
- (f) Should membership of the Association be rejected or terminated by the Board of Management, the secretary shall advise the applicant or member concerned by writing within seven (7) days , setting out the reasons for such rejection or termination . The person concerned shall have the right to lodge a written notice of appeal with the secretary within one calendar month of receiving written notification of such rejection or termination. The secretary , upon receiving the written notification of intention to appeal , shall within twenty-one (21) days (rule 20 (c)) call an Special General Meeting of the Association to hear the appeal , advising the person lodging the notice of appeal , in writing

, of such meeting, and inviting him or her to appear in person , or to lodge an appeal in writing at such meeting. The Association in a general meeting shall have the power to uphold or reject the appeal lodged by the aggrieved person. The procedures outlined in this clause are applicable to all categories of membership.

## **11 Financial Year**

The financial year shall be from the first day of July in any year to the thirtieth day of June of the following year.

## **12 Annual General Meeting**

- (a) The Annual General Meeting of the Association shall be held within five months after the end of the financial year.
- (b) The agenda of the Annual General Meeting shall be :-
  - (1) To confirm the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
  - (2) to receive the Annual Report from its Chairman.
  - (3) to receive the Annual Financial Statements and Balance Sheets.
  - (4) to receive Annual Reports from any of the Associations sub-committees.
  - (5) to elect members of the Board of Management in accordance with the provision of clause 13 hereof.
  - (6) to discuss , consider and decide upon any motion of which prior notice has been given in accordance with this Constitution.
  - (7) to appoint a person or persons to any special office which may from time to time be created by the Board.
  - (8) to discuss , and if thought fit , to resolve any further business or matter arising to the operations of the Association.
  - (9) to appoint an auditor for the ensuing year.
- (c) No item of business shall be transacted at the Annual General Meeting unless a quorum of members is present at the time when the meeting is discussing that item.

## **13 Appointment of the Board of Management**

- (a) There shall be a Board of a minimum of six (6) and a maximum of ten (10) as provided for hereunder all of whom shall be adult members of the Association and who are not prohibited from membership of the Board by the Act.
- (b) If a delegated representative shall be appointed to the Board he/she shall be entitled to speak and vote as if a full member at all meetings and proceedings of the Board.
- (c) The Board of Management shall be elected for a two (2) year period , with half of the Board members to retire each year. One year members for the first year are to be elected at the first meeting after incorporation.
- (d) Retiring members of the Board shall be eligible for re-election.

**14 Vacancies on the Board of Management**

- (a) Casual vacancies occurring on the Board of Management may be filled by the Board. Persons so appointed shall hold office until the following Annual General Meeting.
- (b) The appointment of any person to the Board shall be terminated by the resolution of the Board on the happening of the following:-
  - (1) becomes mentally defective or incapable of managing his personal affairs.
  - (2) is convicted of any criminal offence.
  - (3) is declared bankrupt.
  - (4) tenders a letter of resignation to the Board.
  - (5) death
  - (6) fails without previous leave granted by the Board to attend four (4) meetings of the Board.
  - (7) upon the passing of a motion of no confidence by the Board in the person holding such office.

**15 Proceedings of the Board of Management**

- (a) The Board of Management shall meet whenever necessary for the conduct of the business and affairs of the Association , provided however , that a meeting of the Board shall be held at least once in every quarter.
- (b) A quorum for a meeting of the Board shall be one half of the members of the committee.
- (c) Questions arising at any meeting of the committee shall be decided by a simple majority of votes of committee members present and voting.
- (d) The board shall have the power to appoint any sub-committee which it deems necessary or desirable for the conduct of the affairs of the Association.
- (e) Subject to the provisions of clause 12 hereof , the Board shall determine the time and place of each Annual General Meeting and any Special General Meetings of the Association. At least fourteen (14) days notice of any General Meeting of the Association shall be given and the agenda shall be stated on the notice of such meeting.
- (f) At least fourteen (14) days before the Annual General Meeting of the Association written notice shall be :-
  - (1) by means of an advertisement in a local newspaper
  - (2) or by notice in writing to each and every member of each and every category of membership existing at the time the notice is given.
- (g) The Board shall represent the Association in affairs external to the Association and shall deal with such affairs as it deems fit.



- (h) The Board shall develop and advance the interests of the Association generally as it deems fit or as directed by the Annual General Meeting of the Association and generally insure that the business and affairs of the Association are conducted in accordance with this constitution and desired policies of the Annual General Meeting of the Association.
- (i) The Board shall have the power to prepare and enter into contracts which are deemed to be necessary to the achievement of the objects of the Association. This shall include contracts governing the terms under which any person may be employed by the Association.
- (j) The Board shall have the power to make regulations not inconsistent with the constitution.

## **16 Officers**

The election of office bearers shall take place at the Annual General Meeting of the Association. Each office bearer shall subject to the termination of office by resignation or otherwise hold office until his/her successor is appointed at the expiration of his/her term of office.

### **(a) The CHAIRMAN**

The Chairman shall be a duly appointed member of the Board of Management and shall be the Chairman of all meetings of the Board and also the Annual General Meeting of the Association. The Chairman shall sign minutes of such meetings as a true and correct record and shall be a signatory to the Association's bank account.

### **(b) The SECRETARY**

The Secretary shall attend to the correspondence at the direction of the Board and shall execute the ordinary administrative decisions of the Board. The Secretary shall take and keep in an orderly manner the minutes of all meetings of the Board and all General Meetings of the Association.

### **(c) The TREASURER**

The Treasurer shall keep the Association's accounts and present a financial statement at every meeting of the board and Annual General Meeting of the Association. The Treasurer shall make the books and records available for inspection as and when directed by the Board to any person or persons duly authorised by the Board. At the end of the Financial year the treasurer shall have the Association's books and records audited by an appointed auditor.

## **17 Notice of Board Meetings**

Each member of the Board of Management shall be given at least three (3) days clear notice of each intended Board meeting provided that when the meetings are held on a regular basis such notice of meetings may be varied.

## 18 Banking

- (a) The Board of Management shall open a banking account or accounts in the name of the Association in to which all monies received shall be paid.
- (b) All cheques drawn on such accounts and all drafts , bills of exchange , promissory notes and other negotiable papers for , and on behalf of , the Association shall be signed by a duly authorised signatory and countersigned by the Secretary or any other person authorised by the Board to do so.

## 19 Custody of Books and Documents

All books of Accounts , Securities , documents and papers of the Association shall be kept at the registered office of the Association in such a manner and with such provision for further security as the Board shall direct.

## 20 Special General Meeting

- (a) The Secretary shall call a Special General Meeting of the association when ever so directed by the Board or upon receipt of a request in writing from at least ten (10) individuals or group members of the association and such a request shall contain the reason for such a meeting. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (b) The Board of Management on passing a resolution to call such a Special General Meeting shall state in such resolution specifically the reason for such a meeting and shall give notice of any motion desired to be put at such Special General Meeting.
  - i. A Special General Meeting called pursuant to a request from such members as foresaid shall be held within one month of the date on which the Secretary receives such a request.
  - ii. If a special general meeting is not convened within one month, as required above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

## 20A General Meetings

- (a) The Board shall call General Meetings of the Association as required , provided however , that a General Meeting shall be held at least once in every quarter.
- (b) At least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) Where a notice is sent by post:
  - (1) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

- (2) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- (d) The quorum for any General meeting or Special General meeting shall be eleven (11).
- (e) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (f) Subject to (g) below, the chairperson shall preside as chairperson at a general meeting of the association.
- (g) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.
- (h) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- (i) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy at that meeting.
- (j) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- (k) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (l) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- (m) A special resolution is a special resolution as defined in the Act.
- (n) An ordinary resolution is a resolution passed by a simple majority at a general meeting.
- (o) A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

**21 Nothing Herein** contained shall prevent the payment in good faith:-

- (a) Of remuneration to any officer or servant of the Association nor
- (b) To any member of reasonable or proper rent for premises let by such member nor
- (c) To any member of an honorarium.

**22 In the Event** of a situation arising which is not provided for in these rules , the Association in General Meeting shall have the power to decide what action shall be taken or procedure adopted.

**23 Amendments**

Subject to those matters herein specifically provided for , this constitution may be amended by resolution passed by a majority of two thirds (2/3) of members present and voting at any General meeting of the Association provided that details of the proposed amendment were set out in the notice convening the meeting.

## 24 Rules of the Association

Rules of the Association other than those in this constitution may be amended , repealed or added to by a simple majority of the Board , and may be recommended by any General Meeting of the Association.

## 25 Winding up the Association

- (a) A special resolution to wind up the Association shall not be valid unless passed by a majority of three quarters of the members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at a duly convened General Meeting of the Association.
- (b) Subject to the applicable incorporated associations laws and any other applicable law, and any court order, any surplus assets that remain after the association is wound up:
  - (i) must not be distributed to the members;
  - (ii) must be distributed to one (1) or more charities:
    - (A) that are established for similar purposes to the principal purpose; and
    - (B) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the association.
- (c) The decision as to the charity or charities to be given the surplus assets under this clause must be made by the Board. If the management committee does not make the decision, the decision must be made by resolution of the members. If the members do not make this decision, the association may apply to the Supreme Court in the state of South Australia to make this decision.

## 26 Interpretation

In this constitution unless the context otherwise requires:-

- (a) Words importing the singular number only shall include the plural number. Words importing the plural number only shall include the singular number.
- (b) Words importing the masculine gender shall include the feminine gender and word importing the feminine gender shall include the masculine.
- (c) The "Association" means the "Pirie Community Radio Broadcasters Inc."
- (d) The "Board" means the Board of Management or Committee of the said Association.
- (e) Member means an individual , group or other body which has been accepted as a member of the Association.
- (f) Rules means regulations , rules , by-laws as are not contained in this constitution.
- (g) For the purposes of this document , the "Association Incorporation Act 1985" and all subsequent amendments as enacted by the Parliament of South Australia shall hereinafter be referred to as "the Act".

- (h) An adult member is a member that has attained the age of 18 years.
- (i) "special resolution" of an incorporated association means—
  - a resolution passed at a duly convened meeting of the members of the association if—
    - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
    - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;

## **27 Dispute Resolution**

- (a) The dispute resolution set out in this rule applies to disputes under these rules between:
  - (1) A member and another member
  - (2) A member and the association
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (d) In this rule “member” includes any person who was a member not more than six months before the dispute occurred.

*Original adopted at a General Meeting of the Association on 25th day of May 1993.*

*Amended at a General Meeting of the Association on 7th day of March 1995*

*Amended at a General Meeting of the Association on 22<sup>nd</sup> day of November 2005.*

*As amended at a General Meeting of the Association on 7th day of March 2017*

*As amended at an Annual General Meeting of the Association on*