

HAWKESBURY COMMUNITY MEDIA NETWORK INC.

As adopted on Incorporation

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Hawkesbury Community Media Network Inc.

Constitution

1 Preliminary

1.1 Definitions and interpretation

- (a) In these clauses:
 - (1) "**Act**" means Associations Incorporation Act 2009 (NSW) and any subsequent legislation amending, varying or replacing that legislation.
 - (2) "**Association**" means Hawkesbury Community Media Network Inc.;
 - (3) "**Director or director**" includes those persons elected or appointed as members of the Management Committee.
 - (4) "**Member or member**" means a member of the Association.
 - (5) "**Special resolution**" means a special resolution passed by 75% of the votes cast in favour of the resolution.
 - (6) "**Unincorporated Association**" means Hawkesbury Community Media Network Association.
- (b) A member is to be taken to be present at a general meeting if the member is present in person or by representative, proxy, or attorney.
- (c) A director is to be taken to be present at a meeting of directors if the director is present in person.
- (d) A reference in a clause in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (e) Unless the contrary intention appears, in these clauses:
 - (1) headings and underlining are for convenience only and do not affect the interpretation of these clauses;
 - (2) words importing the singular include the plural and vice versa;
 - (3) words importing a gender include every other gender;
 - (4) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);

- (5) a reference to a person includes that person's successors and legal personal representatives;
- (6) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (7) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

2 Contribution by members

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges, and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

3 Name and Objects

3.1 Name

The name of the Association is Hawkesbury Community Media Network Inc.

3.2 Objects

- (a) To fulfill the requirements of the community broadcast licence issued by the Australian Communications and Media Authority for the initial five-year period and to ensure the Association is best placed to retain the licence beyond 2026.
- (b) To apply for and to hold a community broadcasting licence and any other telecommunications licences.
- (c) To establish and to operate a community broadcasting station and to erect, furnish and equip audio studios and production facilities of broadcast standard for use by the community.
- (d) To operate the Association as a not-for-profit community institution and to undertake all measures necessary to provide a radio broadcasting service to encourage, enable and facilitate communication within the community by operating and developing community media activities serving and in particular:
 - (1) to enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities;
 - (2) to promote the work of Australian musicians and performers and regularly play throughout the day, new material and music of upcoming Australian bands and

- performers or those not recorded or distributed by major record companies and to this end to provide broadcasting and recording facilities to encourage Australian music talent;
 - (3) to exceed at all times the minimum Australian content provisions outlined in the Community Broadcasting Codes of Practice; and
 - (4) to provide the opportunity for community groups and related associations, organisations, and individuals to be involved in the production and presentation of original programs.
- (e) In accordance with the previous point, and as the Association determines, to provide programming of a type not adequately covered by existing broadcasters, and in particular:
- (1) to encourage and develop uses for community and public affairs, education, culture, information, entertainment and recreation by, for and directed to the local community including indigenous, multicultural and gender diverse groups, people with a disability, parents, teachers and children;
 - (2) to become a “town crier” of cultural and community information by compiling community resource data and information with respect to local activities, events and developments affecting the community;
 - (3) to promote and encourage innovative and experimental uses of radio; and
 - (4) to commission musical, dramatic and literary works for use relating to the objects of the Association.
- (f) To teach, train, instruct, prepare, and assist members to produce material for transmission and to provide facilities for members to learn and practise the technical and aesthetic aspects of radio broadcasting and production.
- (g) To foster the development and ideals of community broadcasting in such ways as the Association may determine, and to become a member of the Community Broadcasting Association of Australia and to subscribe to the Community Radio Broadcasting Codes of Practice, and in particular:
- (1) to seek all possible participation of members in all aspects of the Association including management, operations, programming, and program production; and
 - (2) to actively discourage the broadcast of material which is sexist or racist.
- (h) To conduct, either solely or jointly with others, entertainments, promotions, concerts, cultural activities, meetings, conferences, community information resource centres, lectures, seminars, courses, on matters of interest relating to the objects of the Association (and to broadcast the same as are relevant) and to publish either solely or jointly with others, program and other material relating to the objects of the Association.

- (i) To carry out research into radio and other media including all technical, economic, social and marketing aspects specifically related to the use of these means towards the objects of the Association.
- (j) To produce either solely or jointly with other publications and other products for sale, loan, or hire including recorded programs suitable for dissemination through access arrangements with other community broadcasters and programmers and other outlets.
- (k) To inform members and other interested individuals about the aims and operations of the Association, about community broadcasting, Australian and alternative music, and about the aims and activities of participating groups and individuals, through station programming and the establishment of a newsletter or programming guide.
- (l) To support and to co-operate with any kindred body.
- (m) To appoint, employ, remove, or suspend staff as may be necessary or convenient for the purposes of the Association.
- (n) To do or cease to do from time to time any other such things as may be determined to be in keeping with the general aims of the Association.

3.3 Separate objects

Each of the above objects constitutes a separate object of the Association and no such object shall be construed by reference to any other such object.

3.4 Income and property

The income and property of the Association shall be applied solely towards the promotion of the objects set out herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association provided however that nothing in this clause shall prevent the Association or its Directors making any grant to any Member or person which it deems appropriate in furtherance of these objects.

4 Classes of Members

4.1 Class of Members

- (a) There shall be two classes of Members:
 - (1) Foundation Members; and
 - (2) Ordinary Members.

5 Criteria for Membership

5.1 Foundation Members

- (a) The Foundation Members shall be those members who were members of the Unincorporated Association and those Foundation Members as listed in Schedule 1.
- (b) The number of Foundation Members shall be unlimited.
- (c) Foundation Members shall be entitled to receive notice of general meetings and to attend and speak at these meetings.
- (d) Foundation Members shall be entitled to nominate and be nominated for election.

5.2 Ordinary Members

- (a) Ordinary Members shall be those persons with an interest in community radio as shall be admitted as Ordinary Members pursuant to clause 6.1.
- (b) There shall be two subclasses of Ordinary Members as follows:-
 - (1) Bronze; and
 - (2) Silver.
- (c) The number of Ordinary Members shall be unlimited.
- (d) Ordinary Members shall be entitled to receive notice of general meetings and to attend and speak at these meetings.
- (e) Ordinary Members shall be entitled to nominate and be nominated for election.

6 Membership Procedure

6.1 Admission of Membership

- (a) The Management Committee shall from time to time create by-laws as to the procedure of admission of Ordinary Members and such procedure shall be followed in all instances.
- (b) Admission of all Ordinary Members of the Association shall be determined by the Management Committee at a meeting duly convened, and a candidate for Ordinary Membership shall be elected on a majority vote of the Management Committee.

6.2 Duties of Members

- (a) Each member shall be required to pay the membership fees for their category of membership and each member shall be entitled to such rights and benefits as shall relate to that class of membership.
- (b) Each and every member is bound by and shall strictly observe this Constitution, regulations and by-laws of the Association

and shall not do anything prejudicial to the Association's interests.

- (c) Every member shall in writing keep the Association informed of their address, and all notices forwarded by post to the last recorded address of which the Association has been informed shall be deemed to have been duly delivered in the ordinary course of post.

7 Voting Rights of Members

- 7.1** All Foundation Members and Ordinary Members shall have the right to one vote.
- 7.2** An objection to the qualification of a person to vote at a general meeting:
 - (a) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - (b) must be referred to the chairman of the meeting, whose decision is final.
- 7.3** A vote not disallowed by the chairman of a meeting is valid for all purposes.

8 Membership Fees

8.1 Subscription

- (a) The Management Committee in its absolute discretion shall fix, in respect of each class and subclass of member, the amount of the nomination fee (if any) and annual membership fee.
- (b) The Management Committee may from time to time as it sees fit in addition to any subclass set out herein determine within each class of membership different fee structures.
- (c) Notwithstanding anything to the contrary herein contained, where any person is admitted to membership during any financial year, such person shall be required to pay such proportion of the annual membership fee as relates to the period from the date the member is admitted to the end of the Association's financial year and upon payment of that fee the member shall be deemed to be a full financial member of the Association. In the following years such members shall be obliged to pay his or her appropriate annual membership fee in advance from the first day in each Association financial year.

8.2 Arrears of Membership Fees

- (a) A final notice will be sent in regard to all unpaid subscription fees and not later than two months after the 30th day of June in each year.

- (b) Any member whose subscription fee is unpaid three (3) months after the 30th day of June (whether they shall have received such notice or not) in any year will cease to be a member and his/her name may be deleted from the list of members provided however that the Association shall have the power of extending the time for payment in its discretion for good and sufficient cause.

9 Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee under clause 8 within 3 months after the fee is due.

10 Membership entitlements not transferable

A right, privilege, or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

11 Resignation of membership

11.1 A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least 1 month (or any other period that the Management Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

11.2 If a member of the Association ceases to be a member under clause 10.1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

12 Register of members

12.1 The secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a

member of the Association together with the date on which the person became a member.

- 12.2** The register of members must be kept in New South Wales: -
- (a) at the main premises of the Association; or
 - (b) if the Association has no premises, at the Association's official address.
- 12.3** The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 12.4** A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 12.5** If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 12.6** A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - (b) any other purpose necessary to comply with a requirement of the Act.
- 12.7** If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy; and
 - (b) the requirements in subclauses 11.2 and 11.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

13 Resolution of disputes

- 13.1** A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- 13.2** If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 13.3** The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.
- 13.4** Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be handled according to this Constitution and Code 6 of the Community Broadcasting Codes of Practice.

14 Disciplining of members

- 14.1** A complaint may be made to the Management Committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- 14.2** The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 14.3** If the Management Committee decides to deal with the complaint, it:
 - (a) must cause notice of the complaint to be served on the member concerned.
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint.
 - (c) must take into consideration any submissions made by the member in connection with the complaint.

- 14.4** The Management Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 14.5** If the Management Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 15.
- 14.6** The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned.
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 15, whichever is the later.

15 Right of appeal of disciplined member

- 15.1** A member may appeal to the Association in general meeting against a resolution of the committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 15.2** The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 15.3** On receipt of a notice from a member under subclause 14.1, the secretary must notify the Management Committee, which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- 15.4** At a general meeting of the Association convened under subclause 14.3:
- (a) no business other than the question of the appeal is to be transacted.
 - (b) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both.
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- 15.5** The appeal is to be determined by a simple majority of votes cast by members of the Association.

16 General Meetings

16.1 Convening of general meetings

- (a) The directors may, whenever they think fit, convene a general meeting.
- (b) The directors must, if requested to do so by any member who have the right to vote, convene a general meeting.
- (c) A general meeting may be convened only as provided by this clause 16.1 or as provided by the Act.
- (d) A general meeting convened at the request of at least two members, who have the right to vote, must be held as soon as reasonably practicable after the request by the members.
- (e) The directors may postpone, cancel, or change the venue for a general meeting, but:
 - (1) a general meeting convened at the request of members may not be postponed or cancelled without the consent of the members who requested the meeting; and
 - (2) a general meeting convened under section 37 of the Act may not be postponed beyond the date by which section 37 requires it to be held and may not be cancelled without the consent of the requisitioning member or members.
- (f) Any general meeting (Annual General Meeting or Special General Meeting) may be held by such electronic means as determined by the Management Committee.

16.2 Notice of general meetings

- (a) Notice of a general meeting must be given within the time limits prescribed by the Act and in the manner authorised by clause 26 to each person who is at the date of the notice:
 - (1) a member.
 - (2) a director; or
 - (3) an auditor of the Association.
- (b) A notice of a general meeting must specify the time and place of the meeting and state the general nature of the business to be transacted at the meeting.
- (c) It is not necessary for a notice of an Annual General Meeting to state that the business to be transacted at the meeting includes the consideration of accounts and the reports of the directors and auditor, the election of directors and the Chairman, the appointment and fixing of the remuneration of the auditor of the Association or any other business which under the Act ought to be transacted at the Annual General Meeting.

- (d) A person may waive notice of any general meeting by notice in writing to the Association.
- (e) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this clause 16.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting; or
 - (B) has notified or notifies the Association of the person's agreement to that act, matter, thing or resolution by notice in writing to the Association.
- (f) A person's attendance at a general meeting:
 - (1) waives any objection that person has to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (2) waives any objection that person has to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting unless the person objects to considering the matter when it is presented.

16.3 Quorum at general meetings

- (a) No business may be transacted at any general meeting, except the election of a chairman and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum shall be not less than 3/4 of the members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened upon the requisition of members, the meeting must be dissolved; or
 - (2) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
 - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

16.4 Chairman of general meetings

- (a) The Chairman must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairman at each general meeting.
- (b) If at a general meeting:
 - (1) there is no Chairman;
 - (2) the Chairman is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the Chairman is present within that time but is not willing to act as chairman of the meeting,the members present must elect as chairman of the meeting:
 - (1) another director who is present and willing to act; or
 - (2) if no other director willing to act is present at the meeting, a member who is present and willing to act.

16.5 Conduct of general meetings

- (a) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairman of the meeting, whose decision is final.
- (b) The chairman of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16.6 Annual General Meeting

The Annual General Meeting of the Association shall be held no later than 30th November in each year.

16.7 Decisions at general meetings

- (a) Except in the case of any resolution which as a matter of law or under these clauses requires a special resolution, questions arising at a general meeting are to be decided by a majority of votes cast by members at the meeting and any such decision is for all purposes a decision of the members.
- (b) The Association may by special resolution adopt a voting system and procedures to apply to the election of directors under clause 16.3 including the ability to vote by postal or electronic means.

16.8 Business of Annual General Meeting

The business of the Annual General Meeting shall include inter alia:

- (a) to receive reports from the Management Committee;
- (b) to receive and consider the financial statements and the report of the auditor;
- (c) to appoint an auditor as and when required by the Act;
- (d) to elect Directors;
- (e) to receive and consider the reports of any committees as directed by the Management Committee; and
- (f) to deal with any other business approved by the Management Committee.

The agenda for any meeting shall be prepared and approved by the Management Committee.

16.9 Demand for a Poll

- (a) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands:
 - (1) by the chairman of the meeting; or
 - (2) by any member.
- (b) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (c) Unless a poll is duly demanded, a declaration by the chairman of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) If a poll is duly demanded at a general meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs, and the result of the poll will be the resolution of the meeting at in respect of which the poll was demanded.
- (e) A poll demanded at a general meeting on the election of a chairman of the meeting or on a question of adjournment must be taken immediately.
- (f) The demand for a poll may be withdrawn.

16.10 Proxies

- (a) A member, entitled to attend and vote at a general meeting shall be entitled to appoint another person as the member's proxy to attend and to vote instead of that member. A proxy for

this purpose must be lodged in writing to the Association not later than 12 hours prior to the General Meeting.

- (b) The instrument appointing a proxy shall be in writing and signed by the member.
- (c) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (d) Subject to the Act, the instrument appointing a proxy shall be deposited by original or facsimile copy at such place in the State as is specified for that purpose in the notice convening the meeting (or if no such place is specified, at the Office) prior to the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- (e) Every instrument of proxy shall be in or to the effect of the form in Schedule 2 or in such form acceptable to the Association generally or in a particular case.

16.11 Business

A member is entitled to give notice in writing to the directors of any business for consideration at the next Annual General Meeting, or general meeting of the Association. Such notice must be given at least twenty-eight (28) days prior to the date of that meeting. Such business shall be only discussed at the discretion of the Association.

17 Management Committee

17.1 Powers of the Management Committee

- (a) The Management Committee shall be made up of three (3) elected Directors.
- (b) Subject to the Act, this constitution and any resolution passed by the Association in general meeting, the Management Committee:-
 - (1) is to control and manage the affairs of the Association.
 - (2) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association; and
 - (3) has power to perform all acts and do all things that appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association.

17.2 Initial Directors

- (a) The initial Directors of the Association upon acceptance and registration of this Constitution are as follows: -
 - (1) Richard Griffiths.

- (2) Kathryn Gene;
- (3) Kathryn Hammond.
- (b) The initial term of the initial Directors shall be until the Annual General Meeting to be held in 2027.

17.3 Nomination and election of Directors

- (a) Any Foundation or Ordinary Member may nominate a person for the position of director.
- (b) A person must not be elected as a director unless they have been nominated for election by a Foundation or Ordinary Member at least 14 days before the Annual General Meeting at which the election is to take place.
- (c) Where the number of nominations for Directors equals the number of positions available, those persons shall be elected unopposed.
- (d) Subject to clause 16.2(b), the term of a Director shall be 3 years with the ability to be re-elected at the end of term.

17.4 Maximum Term

- (a) A Director may not serve more than three consecutive terms as a Director.
- (b) If a Director has served three consecutive terms, they may not be elected or appointed as a Director again until the third Annual General Meeting after the end of their third term of office.
- (c) An appointed Director shall not serve more than 9 consecutive years.

17.5 Chairman of Directors

- (a) A Chairman of Directors shall be appointed at the first meeting of Directors following the Annual General Meeting or at any time when there is no Chairman and shall act in that capacity until the following Annual Meeting.
- (b) The Chairman of Directors must preside as chairman at each meeting of Directors.
- (c) If at a meeting of Directors:
 - (1) there is no Chairman of Directors;
 - (2) the Chairman of Directors is not present within 30 minutes after the time appointed for the holding of the meeting; or
 - (3) the Chairman of Directors is not willing to act as Chairman of the Meeting,

the Directors present must elect one of their number to be Chairman of the meeting.

- (d) The Chairman of Directors does not have a casting vote at general meetings or at meetings of Directors.

17.6 Casual Vacancy

- (a) If there is a casual vacancy in the position of any director, the Management Committee shall by ordinary resolution appoint a person to fill the vacancy.
- (b) A person appointed as a director to fill a casual vacancy, must retire on the same day that the director in whose place he/she was appointed would have had to, if the casual vacancy had not occurred.

17.7 Vacation of office

The office of a Director shall be automatically vacated:

- (a) if he/she is in breach of the Act;
- (b) if he/she becomes prohibited from being a director by virtue of any order made under the Act;
- (c) if he/she becomes prohibited from being a director by virtue of this Constitution;
- (d) if he/she becomes bankrupt or an insolvent under administration or makes arrangements or composition with his/her creditors;
- (e) if he/she becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under law relating to mental health;
- (f) if he/she tenders to the Management Committee his/her resignation in writing or refuses to act as a director;
- (g) if he/she absents himself from three (3) consecutive meetings of the Management Committee without leave or absence from the Management Committee; or
- (h) if he/she dies.

17.8 Membership qualification

- (a) A director is not required to be a member of the Association to qualify for appointment.
- (b) A director who is not a member of the Association is nevertheless entitled to attend and to speak at general meetings but not vote.

17.9 Interested directors

- (a) A Director who is in any way interested in any contract or arrangement or proposed contract or arrangement may not:
 - (1) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (2) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and

- (3) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement the Association may execute.
- (b) A Director of the Association may be or become a director or other officer of or otherwise interested in any related body corporate or any other body corporate promoted by the Association or in which the Association may be interested as a shareholder or otherwise.
- (c) The Directors may make by-laws requiring the disclosure of interests that a Director and any person deemed by the Directors to be related to or associated with the Director may have in any matter concerning the Association or a related body corporate and any Regulations made under this Constitution will bind all Directors.

17.10 Powers and duties of directors

- (a) The Directors are responsible for managing the business of the Association and may exercise all the powers of the Association which are not required by the Act or by this Constitution to be exercised by the Association in general meeting.
- (b) The Directors may exercise all the powers of the Association to borrow or otherwise raise money, to charge any property or business of the Association and to issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person.
- (c) The Directors may:
 - (1) appoint or employ any person to be an officer, agent or attorney of the Association for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for such period and upon such conditions as they think fit;
 - (2) authorise an officer, agent or attorney to member all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) remove or dismiss any officer, agent or attorney of the Association at any time, with or without cause.
- (d) The Directors may require any Member to attend before them to answer any questions relevant to the conduct of the Member's business and to produce any letters, papers, books, cheques or other documents relating to such matters which the Directors may require.

17.11 Committees of directors

- (a) All committee decisions shall be recommendations only to the Directors and are subject to the Management Committee acceptance, variation or rejection.

- (b) The Management Committee may delegate any of their powers to a committee or committees consisting of such Directors or other persons as they think fit.
- (c) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Management Committee.
- (d) The Management Committee shall report to the Association annually on all committees so appointed.
- (e) The Management Committee may vary the size, representation, membership or function of each committee as it sees fit from time to time.
- (f) Any committee appointed by the Management Committee shall be operative until it fulfils the purpose for which it was established or until revoked by the Management Committee or until the next Annual Meeting.
- (g) Should an appointed committee member be absent without leave from three (3) consecutive meetings of the committee, the position shall ipso facto be vacant. If any vacancy occurs in any committee for any reason, it may be filled by the Management Committee.
- (h) The meetings and proceedings of committees shall be governed by the provisions of this Constitution as to the meetings and proceedings of the Management Committee so far as the same are applicable thereto.
- (i) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are reasonably necessary, to meetings and resolutions of a committee of the Management Committee.

17.12 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) Acceptance of such a delegation may, if the directors so resolve, be treated as an extra service or special exertion performed by the delegate for the purposes of remuneration in their capacity as a Director but shall be entitled to be remunerated for any other services they provide to the Association, including as an employee.

17.13 Powers of individual directors

An individual director may not exercise any of the powers of the Association, except to the extent any of those powers have been delegated to him.

17.14 Remuneration of Directors

Directors shall not receive any remuneration in their capacity as Directors, but Directors shall be entitled to receive appropriate remuneration for any services they provide to the Association as a function of their employment or as a contractor.

17.15 Validity of acts

An act done by a person acting as a director or by a meeting of directors or a committee of directors attended by a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the directors or committee (as the case may be) when the act was done.

17.16 Quorum

A quorum for a Directors meeting shall be more than 50% of the Directors at that time.

18 Secretary

- 18.1 The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- 18.2 It is the duty of the secretary to keep minutes (whether in written or electronic form) of: -
 - (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- 18.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 18.4 The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 18.3.

19 Treasurer

- 19.1 It is the duty of the treasurer of the Association to ensure:-
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;

- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

20 Station Manager

20.1 Provisions applicable to the Station Manager

- (a) The appointment of a station manager may be for such period, at such remuneration and upon such conditions as the directors think fit.
- (b) Subject to the terms of any contract between the Association and the relevant station manager, any station manager of the Association may be removed or dismissed by the directors at any time, with or without cause.
- (c) The directors may:
 - (1) confer on a station manager such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) as they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on a station manager; and
 - (3) authorise the station manager to delegate all or any of the powers, discretions and duties conferred on the station manager.
- (d) An act done by a person acting as a station manager is not invalidated by reason only of:
 - (1) a defect in the person's appointment as a station manager; or
 - (2) the person being disqualified to be a station manager, if that circumstance was not known by the person when the act was done.

21 By-Laws

21.1 Power to make by-laws

The Management Committee may, make by-laws regulating any aspect of the operation of the Association, including but not limited to by-laws relating to:

- (a) elections;
- (b) admission of members; and
- (c) disciplinary matters.

21.2 Duty to comply with by-laws

Each Member is obliged to comply with, the Association's by-laws.

22 Seals

22.1 Custody and use of seal

The Management Committee may adopt and provide for the safe custody of the seal of the Association and the seal shall not be used except by the authority of the Directors.

22.2 Affixing of seal

Any affixing of the seal shall be signed by a Director and countersigned either by another Director or station manager and recorded in the minutes of the meetings of Directors.

23 Minutes and records

23.1 Books and records

The Directors shall keep and maintain and locate at the Association's registered office all books and records required by the Act.

23.2 Minutes

- (a) The directors shall cause minutes to be made of all proceedings of meetings of the Association and of all proceedings of meetings of the Directors and the same shall be duly entered in records maintained for the purpose as required by this Constitution and the Act.
- (b) The Directors shall enter in the minutes of:
 - (1) all appointments of officer bearers;
 - (2) names of Directors present at all meetings of the Association and the Management Committee;
 - (3) all proceedings of all meetings of the Association and of the Directors; and
 - (4) such minutes shall be signed by the Chairman of the meeting at which the proceedings were held.
- (c) The record of attendance of Directors at meetings shall be published annually in the report of the Directors to the Association at the Annual General Meeting.

23.3 Signing of minutes

Those minutes of meetings must be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.

23.4 Minutes as evidence

Any minutes of a meeting purporting to be signed by the chairman of the meeting or of the next succeeding meeting are (in the absence of proof to the contrary) sufficient evidence of:

- (a) the matters stated in the minutes of the meeting;
- (b) the meeting having been duly convened and held; and
- (c) the validity of all proceedings at the meeting.

23.5 Member's records

Each Member shall keep records of their activities including records of financial transactions from time-to-time which records shall be produced as and when required by the Directors.

24 Distribution of profits

24.1 No distribution of profits

The income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out herein, and no portion of the income or property is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Association.

25 Winding up

25.1 No distribution of surplus

If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it must not be paid to or distributed amongst the members of the Association but must be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under clause 24.1, such institution or institutions to be determined by the members at or before the time of dissolution and in default thereof by the Chief Justice of the Supreme Court of New South Wales or another Judge of that Court who has or acquires jurisdiction in the matter, and if and so far as effect cannot be given to the above provision then to some charitable object.

26 Notices

26.1 Notices by the Association to members

- (a) A notice may be given by the Association to a member:

- (1) by serving it personally at, or by sending it by post in a prepaid envelope to, the member's address as shown in the register of members or such other address, or by email or facsimile transmission to such email or facsimile number, as the member has supplied to the Association for the giving of notices; or
 - (2) if the member does not have a registered address and has not supplied another address to the Association for the giving of notices, by exhibiting it at the registered office of the Association.
- (b) The fact that a person has supplied an email or facsimile number for the giving of notices does not require the Association to give any notice to that person by email or facsimile.
- (c) A signature to any notice given by the Association to a member under this clause 26.1 may be in writing or a facsimile printed or affixed by some mechanical or other means.
- (d) A certificate signed by a director or secretary of the Association to the effect that a notice has been given in accordance with these clauses is conclusive evidence of that fact.

26.2 Notices by the Association to directors

Subject to these clauses, a notice may be given by the Association to any director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's usual residential or business address, or such other address, or by email or facsimile transmission to such email address or facsimile number, as the director has supplied to the Association for the giving of notices.

26.3 Notices by members or directors to the Association

Subject to these clauses, a notice may be given by a member, director to the Association by serving it on the Association at, or by sending it by post in a prepaid envelope to, the registered office of the Association or by email or facsimile transmission to the principal email address or facsimile number at the registered office of the Association.

26.4 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by email, service of the notice is to be taken to be effected when notification that the email has been delivered is received from the recipient's email server.

- (c) Where a notice is sent by facsimile transmission, service of the notice is to be taken to be effected if the correct facsimile number appears on the facsimile transmission report generated by the sender's facsimile machine and to have been effected at the time the facsimile transmission is sent.
- (d) Where the Association gives a notice under clause (a)(2) by exhibiting it at the registered office of the Association, service of the notice is to be taken to be effected when the notice was first so exhibited.

26.5 Other communications and documents

Clauses 26.1 to 26.4 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

26.6 Notices in writing

A reference in these clauses to a notice in writing includes a notice given by email or any other form of written communication.

27 Indemnity and insurance

27.1 Persons to whom clauses 27.2 and 27.3 apply

Clauses 27.2 and 27.3 apply:

- (a) to each person who is or has been a director, or station manager of the Association; and
- (b) to such other officers or former officers of the Association or of its related bodies corporate as the directors in each case determine.

27.2 Indemnity

- (a) Every member of the Management Committee, station manager and other officer shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his/her office, which is incurred by him as a result of carrying out the actions of the Association in good faith and with due diligence.
- (b) The question of whether the person referred to in clause 26.2(a) has acted in good faith and with due diligence is to be determined by the Association. If the person is a member of the Management Committee, that person shall be disqualified from discussion and voting on the matter at issue.

27.3 Insurance

The Association may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this clause 27.3 applies against any liability incurred by the person as an officer or auditor of the Association or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

28 Funds—source

- 28.1** The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the Management Committee determines.
- 28.2** All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 28.3** The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

29 Funds—management

- 29.1** Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the committee determines.
- 29.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

30 Association is non-profit

Subject to the Act, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

31 Distribution of property on winding up of Association

- 31.1** Subject to the Act, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects, and which is not carried on for the profit or gain of its individual members.
- 31.2** In this clause, a reference to the surplus property of an association is a reference to that property of the Association remaining after

satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

32 Change of name, objects and constitution

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

33 Custody of books etc

- 33.1** Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the committee determines); or
 - (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

34 Inspection of books etc

- 34.1** The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour: -
- (a) records, books and other financial documents of the Association;
 - (b) this constitution;
 - (c) minutes of all Management Committee meetings and general meetings of the Association.
- 34.2** A member of the Association may obtain a copy of any of the documents referred to in subclause 34.1 on payment of a fee of not more than \$1 for each page copied.
- 34.3** Despite subclauses 34.1 and 34.2, the Management Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

35 Financial year

The financial year of the Association is: -

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and

- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

36 Amendments to Constitution

The Members may by special resolution, amend any of the provisions of the constitution.

Schedule 1 Foundation Members

[insert]

Schedule 2 Form of Appointment of Proxy

I, _____ (full name) of

_____ (address)

being a member of Hawkesbury Community Media Network Inc here

_____ (full name of proxy)

of _____ (address)

being a member of that Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on _____ day of _____ and at any adjournment of that meeting.

Signature of member appointing proxy

Date: / /

Note: A proxy vote may not be given to a person who is not a member of the Association