



"the voice of your community"

Objectives of HERITAGE FM INCORPORATED:

1. To maintain a community broadcasting licence and any other telecommunications licences.
2. 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.
3. 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 the local government areas of Armadale, Gosnells, and Canning in Western Australia and in particular:
 - (a) to enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities.
 - (b) 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
 - (c) to consistently exceed the minimum Australian content provisions outlined in the Community Broadcasting Code of Practice.
 - (d) to provide the opportunity for community groups and related associations, organisations and individuals to be involved in the production and presentation of original programs.
4. 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:
 - (a) to encourage and develop uses of radio for community and public affairs, education, culture, information, entertainment and recreation by, for and directed to the local community,
 - (b) 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,
 - (c) to promote and encourage innovative and experimental uses of radio,
 - (d) to commission musical, dramatic and literary works for use relating to the objects of the Association.
5. 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.

Constitution of HERITAGE FM Inc.

This is the annexure of 23 pages marked "A" referred to in Form 5 signed by me and dated 22/11/2012

6. To foster the development and ideals of community broadcasting in such ways as the Association may determine, and maintain membership of the Community Broadcasting Association of Australia and to subscribe to the Community Broadcasting Code of Practice, and in particular:
 - (a) to seek all possible participation of members in all aspects of the Association including management, operations, programming and program production;
 - (b) to actively discourage the broadcast of material which is discriminatory as defined in the CBAA Code of Practice.
7. 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.
8. 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.
9. To produce either solely or jointly with others 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.
10. 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.
11. To support and to co-operate with any legal kindred body.
12. To appoint, employ staff as may be necessary or convenient for the purposes of the Association.
13. 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.
14. The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done

otherwise than as a trustee, would contravene this Act or the rules of the Association."

PART I- PRELIMINARY

1. DEFINITIONS

(1) In these rules:

"the Association" means: Heritage FM Incorporated;

"the Station" means Heritage FM and or 107.3 HFM and or 107.3 FM

"Ordinary Committee member" means a member of the Committee of Management who is not an office-bearer of the association, as referred to in rule 15 (2);

"Member" means a member of the Association and includes a corporate member;

"Corporate member" includes associations, clubs, business firms and any other organizations, whether incorporated or not;

"Concession member" means a member who is a pensioner or student with a valid concession card;

"Financial member" means a member who has paid the membership fee for the financial year referred to in rule 9;

"Secretary" means the person holding office under these rules as secretary of the association;

"Special general meeting" means a general meeting of the association other than an annual general meeting:

"the Act" means the Associations Incorporation Act;

"the Regulation" means the Associations Incorporation Regulation.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty;
and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

PART II- MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the association if, but only if the person has:

- (i) applied for membership of the association as provided by rule 3; and
- (ii) has been approved for membership of the association by the Committee of the Association.

3. APPLICATION FOR MEMBERSHIP

- (1) An application for membership of the association
 - (a) shall be made by the applicant in writing in the form set out in Appendix 1 to these rules: and
 - (b) shall be lodged with the secretary of the association.

- (2) After receiving an application for membership, the secretary shall refer the application to the Committee which shall determine whether to approve or reject the application. An application may only be rejected if
 - (a) there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the association; or
 - (b) required by law; or
 - (c) the applicant has been convicted of an indictable offence; or
 - (d) there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
 - (e) there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the association.

- (3) Where the Committee resolves -
 - (a) to approve an application for membership, the secretary shall, as soon as practicable after that resolution, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as membership fee;
 - (b) to reject an application for membership, the applicant shall have the right of reply and appeal. Where the applicant exercises the right of reply the resolution of the Committee is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice, confirms the resolution in accordance with this rule. The Secretary shall within 30 days cause a notice in writing to be served on the applicant or member subject to rejection.

- (4) The secretary shall -
 - (a) on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause; or
 - (b) upon resolution of the Committee to reject an application being overturned on reply or appeal and payment of the required membership fee by the applicant, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4. Termination of membership of the Association

4. Membership of the Association may be terminated upon-
 - (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
 - (b) non-payment by a member of his or her subscription within thirty days of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 9(4); or
 - (c) expulsion of a member in accordance with rule 5.

5. Suspension or expulsion of members of Association

5.(1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-

- (a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

6. 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.

7. RESIGNATION OF MEMBERSHIP

(1) A member of the association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the association who has paid all amounts payable by the member to

the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the 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

(3) If a member of the association ceases to be a member under clause (2), 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.

(4) A person ceases to be a member of the association if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the association.

8. REGISTER OF MEMBERS

(1) The secretary of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at a mutually agreed time.

9. FEES AND SUBSCRIPTIONS

(1) The annual membership shall run from 1st July to 30th June of the following year. Membership is renewed by payment to the treasurer of the annual membership fee determined under rule 9.2.

(2) The members shall from time to time at a general meeting determine the amount of the annual membership fee to be paid by each type of member.

(3) Between 1st May and 30th June of each year, the Treasurer shall issue to each member a membership renewal notice for the following financial year.

(4) A member whose membership fee is not paid within 30 days of the 1st July ceases on expiry of that period to be a member.

(5) A new member application dated and lodged after January 1st in any year is liable to attract a joining fee of no more than 50% of the current full annual membership as applying at that time.

10. MEMBERS' LIABILITIES

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 rule 9.

11. RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be handled according to the conflict resolution internal disputes policy of the Station and Code 6 of the Community Broadcasting Code of Practice.

12. DISPUTES AND MEDIATION

(1) The grievance procedure set out in this rule applies to disputes under these rules between-

- (a) a member and another member; or
- (b) a member and the Association; or
- (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

(2) 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.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1)
- (c) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

13. This Clause has been retained for further use.

PART III- THE COMMITTEE

14. POWERS OF THE COMMITTEE

The Committee is to be called the Committee of Management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association; and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.

15. CONSTITUTION AND MEMBERSHIP

(1) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee is to consist of:

- (a) the office-bearers of the association; and
- (b) up to 5 ordinary members,
each of whom is to be elected at the annual general meeting of the association under rule 16 for a 2 year term with half the members retiring at the end of one year and the other half the year after.

(2) The office-bearers of the association are to be:

- (a) the Chairperson
- (b) the Vice-Chairperson
- (c) the Treasurer; and
- (d) the Secretary.

(3) Each member of the Committee is, subject to these rules, to hold office until the conclusion of the second annual general meeting following the member's election but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the annual general meeting next following the date of the appointment.

16. ELECTION OF MEMBERS

(1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the Committee:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) must be delivered to the secretary of the association or Returning Officer as determined in the Notice of AGM, at least 72 hours before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) Elections to the Committee shall be by secret ballot.

17. Chairperson and Vice-Chairperson

- (1) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson,a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

18. Secretary

- (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. The Secretary must-
 - (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 8;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held

by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 41; and
(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association.

(2) the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(3) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer;

(4) perform such other duties as are imposed by these rules on the Secretary.

19. Treasurer

The Treasurer must -

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

20. Station Manager

20.1 The Station Manager position will be created at such time as the operation and activities of the station are considered to warrant the position.

20.2 The Station Manager shall be responsible to the Board for the day-to-day

Operations of the station and be bound by the constitution, rules, policies and guidelines set by the Board. The Station Manager must adhere to all legal requirements and the provisions of the Broadcasting Act and the Code of Practice.

- 20.3 The Station Manager shall maintain accurate and timely records of all activities of the station and shall report to the Board at intervals determined by the Board. All statutory reporting requirements must be met by the Station Manager and forwarded to the Board in time to meet all statutory deadlines.
- 20.4 The Station Manager shall attend all Board meetings as an ex officio member who may speak, but does not have the right to vote.
- 20.5 The Board shall not capriciously or without good reason interfere with, countermand or otherwise nullify the actions or decisions of the Station Manager and shall support such actions and decisions in good faith as if they were the actions and decisions of the Board.
- 20.6 The Board has the power to override or reverse any decision made by the Station Manager.
- 20.7 In the event of a disagreement between the Board and the Station Manager, a dispute procedure shall be applied as follows:
- 20.7.1 Early and conscientious attempts shall be made to bring the Board and Station Manager together to resolve their differences. The Station Manager and a Board representative shall be given a reasonable opportunity to express their point of view on the issue/s under dispute.
- 20.7.2 If after discussions the disagreements are not resolved, then the Board will meet, in camera and without the presence of the Station Manager, to decide an outcome in the best interests of the community, the station and the staff. Details of the decision shall be conveyed to the Station Manager both verbally and in writing within three (3) days.

21 Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without leave of absence granted by the Committee; of which meetings the member received notice;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

22. REMOVAL OF MEMBER

(1) The association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the chairperson may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. MEETINGS AND QUORUM

(1) The Committee to meet bi-month, or a minimum of six times per year, at such place and time as the Committee may determine.

(2) Additional meetings of the Committee may be convened by the Chairperson or by any three members of the Committee.

(3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 72 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the Committee:

(a) the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is to preside; or

(b) if the Chairperson and Vice-Chairperson are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

(9) Each committee member has a deliberate vote

24. DELEGATION BY COMMITTEE TO A PERSON OR SUB-COMMITTEE

(1) The Committee may, by instrument in writing, delegate to a person or to one or more sub-Committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or by any other law.

(2) A person or sub-committee to whom a function has been delegated may under this rule and until the delegation remains unrevoked, be exercised from time to time by the person or sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a person or sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.

(6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-Committee may meet and adjourn as it thinks proper.

25. VOTING AND DECISIONS

(1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.

(2) Subject to Rule 35 (3), each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to rule 23 (5), the Committee may act despite any vacancy on the Committee.

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

PART IV - GENERAL MEETINGS

26. ANNUAL GENERAL MEETINGS - HOLDING OF

(1) The association must, convene an annual general meeting of its members at least once in each calendar year and within the period between 1st August and 31st October of each financial year of the association.

27. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

(1) The annual general meeting of the association is, subject to the Act and rule 26 to be convened on such date and at such place and time as the Committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the Committee reports on the activities of the association during the last preceding financial year;
- (c) to elect office-bearers of the association and ordinary, members of the Committee;
- (d) to receive and consider a statement which is not misleading and which gives a true and fair view of the following:
 - (i) the income and expenditure of the association during its last financial year, together with the auditor's report;
 - (ii) the assets and liabilities of the association at the end of its last financial year,
 - (iii) the mortgages, charges and other securities of any description affecting any of the property of the association at the end of its last financial year;
 - (iv) an auditor's report covering the last financial year; as well as any or all financial information as required by the Associations Incorporations Act.

(e) the appointment of a Patron if proposed by the Committee in line with rule 14 (c).

(3) An annual general meeting must be specified as such in the notice convening it. Service of this notice may be by post, fax, email or as posted on the station's website.

28. SPECIAL GENERAL MEETINGS - CALLING OF

(1) The Committee may, whenever it thinks fit, convene a special general meeting of the association.

(2) The Committee must, on the requisition in writing of at least 15% or 15 members (whichever is the less) convene a special general meeting of the association.

(3) A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the members making the requisition; and
- (c) must be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Committee fails to convene a special general meeting to be held within six weeks after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as early as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

29. NOTICE

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post, fax, or email to each member at the member's address, fax number or email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30. PROCEDURE

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Fifteen members or 15 percent of the members of the association, which ever is the lowest, present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the

adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) is to constitute a quorum.

31. PRESIDING MEMBER

(1) The Chairperson or, in the chairperson's absence, the vice-chairperson, is to preside as chairperson at each general meeting of the association.

(2) If the Chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32. ADJOURNMENT

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. MAKING OF DECISIONS

(1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken:

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment;

(b) or in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

34. SPECIAL RESOLUTION

A resolution of the association is a special resolution if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

35. VOTING

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
- (4) No member may hold more than 2 proxies.
- (5) A member who is a body corporate may appoint in writing a person, whether or not he or she is a member, to represent it at a general meeting.
- (6) The voting age limit is to be 16 years as at the date of the meeting;
- (7) Polling of members via postal vote may be undertaken for matters as deemed appropriate by the Committee of Management.

36. APPOINTMENT OF PROXIES

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 4pm on the last usual working day before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 3 to these rules.

PART V MISCELLANEOUS

37. INSURANCE

- (1) The association must effect and maintain insurance as required under the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

38. FUNDS – SOURCE

- (1) To apply for and receive grants or other monies from private or public sources, to solicit donations, gifts and bequests and to raise money from subscription, membership, sponsorships and any such other sources as the Committee determines.
- (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 account.
- (3) The association must, as soon as practicable after receiving any money, issue an

appropriate receipt upon request.

39. FUNDS - MANAGEMENT

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objectives of the association in such manner as the Committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the association, being members or employees authorized to do so by the Committee.

40. ALTERATION OF OBJECTIVES AND RULES

The statement of objectives and these rules may be altered, rescinded or added to only by a special resolution of the association as set out in the Associations Incorporations Act 1987 (as amended).

41. COMMON SEAL

(1) The common seal of the association must be kept in the custody of the secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and the secretary.

42. INSPECTION OF BOOKS

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at a mutually agreed time.

43. SERVICE OF NOTICES

(1) For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally by post fax, or email to the member at the member's address, fax number or email address shown in the register of members.

(2) If a document is sent to a person by properly addressing, pre-paying and posting, faxing, or emailing to the person the document, unless the contrary is proved, is taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of posting, faxing or emailing.

44. WINDING UP

The association shall be wound up if a resolution to that effect is carried by a vote of a three-quarter majority of the financial members present at a general meeting

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convened to consider the resolution.

45. DISTRIBUTION OF SURPLUS ASSETS

If the association is to be wound up, and there remains surplus assets after satisfaction of all its debts and liabilities, the same shall not be paid to or distributed among the members or the association, but shall be transferred to an institution, incorporated under the Act, having objectives similar to the objectives of the association, or a charitable organisation. The members of the association will determine a suitable institution or organisation.

Appendix-1
APPLICATION FOR MEMBERSHIP
HERITAGE FM INCORPORATED

I,

(Insert APPLICANT'S name)

Of.....

...

(Insert APPLICANT'S residential or postal address - required under section 27 of the Associations Incorporation Act (1987))

Apply to become a member of the above Association.

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:

Date:

Rule 3(1) "An application for membership of the association...."

PROPOSED:

SECONDED:

Name:.....

Name:.....

Signature:.....

Signature:.....

Date:.....

Date:.....

----- *Applicants to detach and keep* -----

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, must be recorded in a register of members and be made available to other members, upon request, under section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of members

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under section 27 of the *Associations Incorporation Act*.

- If your application is accepted you are entitled to inspect and make a copy of the rules (constitution) of the association under section 28 of the *Associations Incorporation Act*.

If your application for membership is rejected by the Committee: You may give notice of your intention to appeal within 14 days of being advised of the rejection (rule 3(3)(b)).

Appendix-2

APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE –

.....
(Insert name of CORPORATE MEMBER of incorporated association)

advises that, on, it RESOLVED that

(Insert date of meeting)

.....
(Insert name of REPRESENTATIVE of the above corporate member)

Represent it at:

(Tick only ONE of the following)

The general meeting/s on (Insert relevant date/s)

OR

All general meetings

Of **HERITAGE FM INC.**

WITNESSED/AUTHORISED BY:

(If required under the CORPORATE MEMBER'S rules)

SIGNATURE:

NAME:

POSITION:

DATE:

SIGNATURE:

NAME:

POSITION:

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DATE: (Insert CORPORATE MEMBER'S common seal)

The corporate member acknowledges that according to rule 35(5) of the Association a person appointed to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Appendix-3

APPOINTMENT OF PROXY

I,
.....
.....

(Insert MEMBER'S name)

Of.....
.....

(Insert MEMBER'S address)

Being a member of.....**HERITAGE FM INC.**

APPOINT

.....
.....

(Insert PROXY'S name)

Who also is a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only ONE of the following)

At the general meeting/s (and any adjournments of the meeting/s) on

..... (Insert relevant date/s)

OR

In relation to the following resolutions and/or nominations

In favour:

Against:

.....

.....

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.....
.....
.....

(Insert resolution Nos, brief description or (Insert resolution Nos. brief description or nominees' name/s) nominees' name/s)

Signature:.....
(of Member appointing Proxy)

Date:.....

Appendix-4

NOTICE OF GENERAL MEETING TO ALTER THE RULES
(CONSTITUTION)

HERITAGE FM INC.

Is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____ a.m./p.m. the _____ day of _____ 20____.

The meeting will take place at location _____

SPECIAL RESOLUTION/S:

Currently rule.....states:

.....
.....
.....
.....

It is proposed to alter this rule so that it states as follows:

.....
.....
.....

Currently rule.....states:

.....
.....
.....

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.....

It is proposed to alter this rule so that it states as follows:

.....
.....
.....

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

- Rule 36 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by 75% of members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.