

RIVERLAND CHRISTIAN RADIO INCORPORATED

CONSTITUTION

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RIVERLAND CHRISTIAN RADIO INCORPORATED

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I NAME

The name of the Association shall be Riverland Christian Radio Incorporated (hereinafter called 'the Association').

II OBJECTS

The objects of the Association shall be:

- (1) To establish, acquire, maintain and operate a Community radio broadcasting station to provide for the broadcasting of quality music, matters of general interest and news to the community of the Riverland.
- (2) To encourage the appreciation of moral and Christian values (consistent with the Association's Statement of Faith in the form of the first schedule annexed hereto) and to promote such community interests as will be for the common good of all.
- (3) To establish and operate a sound studio or studios for broadcasting or any other purpose, consistent with the other objects of the Association.
- (4) To provide training and practical opportunity for the members of the Association to participate in management, program production, administration, technical aspects and other work of the Association.
- (5) To foster interest in the use of the radio medium among other Christian groups or individuals.
- (6) To provide controlled access to the Association's radio broadcasting service for members of the Association and such other groups and individuals whose objects or creed do not conflict with those of the Association.
- (7) To refer requests for spiritual counselling or other needs to counselling services or to the inquirer's local church or to other assistance as is appropriate.

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III POWERS

The powers of the Association shall be:

- (1) To apply for all necessary licences and permits and renewals of such licences and permits from any person, authority, tribunal or body whatsoever for the purposes of owning and operating a radio station.
- (2) To use any available means to promote the objects of the Association.
- (3) To purchase, lease or otherwise hold any real or personal property as necessary to promote the objects of the Association.
- (4) To lease or let any part or parts of any land or buildings in such manner as the Association may from time to time deem expedient.
- (5) To sell or dispose of any real or personal property being surplus to the requirements of the Association.
- (6) To take out or acquire money on loan, over draft or mortgage for the purpose of furthering the objects of the Association.
- (7) To take any other lawful action for the purpose of furthering the objects of the Association.

IV NON-POLITICAL

The Association shall not in any way be affiliated with or promote any particular political party.

V NON-PROFIT

- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association.
- (2) The Association is a non-profit making organisation, and no member of the Association shall at any time derive or be entitled to share in any profit dividend or gain out of the assets or income of the Association except persons employed by the Association who shall be entitled to remuneration for services rendered.

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VI MEMBERSHIP

- (1) Membership of the Association shall be open to any person interested in furthering the objects of the Association subject to the requirements of this Constitution.
- (2) Application for membership shall be made in writing and signed by the applicant and shall be in such form as the Board shall prescribe from time to time. Upon acceptance of the application by the Board or successful appeal and upon payment of the appropriate membership fee in accordance with Part VII of this Constitution, the applicant shall be a member of the Association.
- (3) All full members who are registered when a General Meeting is called shall be entitled to one vote at that General Meeting of the Association, a full member being a person who has paid the full membership fee set by the Board.
- (4) The Secretary shall cause a membership register to be kept which shall contain entries of the full names and addresses of every member.
- (5) If any member fails to pay any fee due pursuant to Part VII, Clauses (1) and (2) herein, membership shall cease.
- (6) Any member may resign from membership of the Association upon giving notice in writing to the Secretary of his intention to resign and upon receipt of such notice the membership shall cease.
- (7) The Board may terminate the membership of any member if that member has conducted himself in a manner prejudicial to the interests of the Association and such member shall be notified in writing of the Board's decision.
- (8) Notwithstanding the provisions of Part VI, Clause (7) above, any member whose membership has been terminated by the Board may, by notice in writing, given or delivered to the Secretary of the Board within 28 days from the date of notice of termination, appeal to a meeting of the Board. The appeal shall be heard and determined by the next meeting of the Board following the giving of notice. The aggrieved member shall be permitted to put his case in person to the Board.
- (9) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 28 days after the determination of the Board has been communicated to a member.
- (10) In the event of an appeal under Part VI, Clause (9) the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.
- (11) Any member of the Association may be an observer at meetings of the Board of the Association but not possess a vote at such Board meetings.

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VII FEES

- (1) All members' fees shall be due and payable on the anniversary date of their joining.
- (2) Should any member fail to pay his due fee within three calendar months of the due date, his membership shall cease.
- (3) The annual fees payable by members shall be as is determined from time to time by the Board.
- (4) A full membership for life can be made available for a fee as is determined from time to time by the Board.

VIII THE BOARD OF MANAGEMENT

- (1) The management of the Association shall be vested in the Board of Management with such powers and subject to such limitations as are herein prescribed.
- (2) The Board shall consist of not less than five and not more than eleven elected members in addition to the Chief Executive Officer.
- (3) The desire of the Association is that the board shall comprise no more than half of its members from any one Christian congregation or group at any one time.
- (4) No person employed in a staff position shall be at the same time an elected member of the Board.
- (5) Apart from the Chief Executive Officer, pursuant to Part X, Clause (1), each member of the Board shall be elected at an Annual General Meeting for a period of two years and shall be eligible for re-election.
- (6) Elections to the Board shall be held at each Annual General Meeting with half of the Board members being elected each year, except in the foundation year.
- (7) Apart from the Chief Executive Officer, the members of the Board shall hold office for two years provided that where the Board is first established under this Constitution, one half of the members shall retire at the end of one year from their election, that half to be determined by lot. For the purpose of this Clause one half shall, if the total number of members referred to is uneven, mean the whole number nearest to, but not more than one half of the number of such members.
- (8) The Board shall meet at least five (5) times per calendar year.
- (9) The quorum at the meeting of the Board shall not be less than half (or four (4) - whichever is the greater) of the members of the Board as at the date of such meeting.
- (10) Unanimity shall be considered the preferred process in resolution of all decisions, nevertheless where necessary, motions shall be passed by a simple majority of all those Board members present.
- (11) A member of the Board who fails to attend three consecutive meetings of the Board shall lose his office or position on the Board automatically unless he is able to satisfy the Board that he has valid reasons for failing to attend the said meetings.
- (12) In the event of the death, resignation or removal from the Board of any member, the Board may elect a member to fill the position until the next General Meeting of the Association when an election filling the casual vacancy shall take place and the successful candidate shall hold office until the expiration of the term of the original appointee.

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- (13)The members of the Association in a General Meeting may, by resolution, remove any member of the Board before the expiration of his period of office and appoint another person in his place. The person so appointed shall for all purposes be treated as if he were appointed pursuant to Part VIII, Clause (12).
- (14)A member of the Board whose personal membership of the Association is terminated pursuant to Part VI, Clauses (7), (8) and (9) hereof shall (notwithstanding any appeal by him) lose his position on the Board forthwith. If his appeal is successful he shall be immediately reinstated to the Board.
- (15)At all meetings of the Board the Chairman or, in his absence, a person elected from those present shall preside. The Chairman shall have a deliberative but not a casting vote.
- (16)At least three days' notice of meetings shall be given to each member of the Board.

IX POWERS OF THE BOARD

- (1) The Board shall have power to do all things which are in accordance with the Constitution and are incidental to or conducive to the attainment of all or any of the objects and/or powers of the Association including, but without in any way limiting the foregoing, the following powers:
- (2) To raise moneys necessary for the establishment and effective functioning of the Association and to ensure its financial viability.
- (3) To place the Association in the position of lessee of real property.
- (4) To place the Association in the position of lessor of real property.
- (5) To purchase and sell real property or erect any building on real property.
- (6) To acquire and maintain any plant, equipment and materials and dispose of the same.
- (7) To specify the conditions of staff employment and to appoint and dismiss staff.
- (8) To determine a date, time and place for the Annual General Meeting and extraordinary General Meetings of the Association and notify the members as in Part XII, Clauses (1), (3), (17) and (18).
- (9) To make application for or renewal of any licence or permit relating to the operation of a radio station.
- (10)To elect the Chairman, Secretary, Treasurer and any other office bearer as it thinks fit.
- (11)To appoint additional Board members, notwithstanding Part VIII, Clause (2), until the next Annual General Meeting.
- (12)To establish committees for specific purposes and to set terms of reference for those committees. Members of committees shall be members of the Board and/or members of the Association or any other persons co-opted for the purpose by the Board.
- (13)To employ or utilise any solicitor, accountant or other professional or technical person or persons for advice and assistance in any matters pertaining to the Association.
- (14)To set and vary program sponsorship rates, studio and equipment rates.
- (15)To regulate and control its own meetings and the transaction of business, provided such regulation and control is in accordance with the Constitution.
- (16)To open and operate such banking accounts as necessary and to operate any trust fund as is deemed necessary.
- (17)To accept bequests and use them for the benefit of the Association.
- (18)To appoint a public officer.
- (19)To take any other lawful action for the purposes of furthering the objects of the Association.

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X THE CHIEF EXECUTIVE OFFICER

- (1) The Board of Management may appoint a Chief Executive Officer. The appointee shall sign an acceptance of the position which will incorporate the Statement of Faith. The conduct of the Chief Executive Officer must at all times be in a manner that is consistent with the objects of the Association. The appointment may be terminated by a resolution of the Board.
- (2) The Board of Management may entrust to and confer upon the Chief Executive Officer any of the powers exercisable by it in the administration and management of the Association upon which terms and conditions and with such restrictions as it deems fit.
- (3) The Chief Executive Officer shall make major public statements concerning the policies and activities of the Association.
- (4) The Chief Executive Officer shall supervise the conduct of the Association and its affairs having regard to the objects and activities of the Association as set out herein.
- (5) The Chief Executive Officer shall prepare an annual report for the Annual General Meeting.

XI ELECTION AND DUTIES OF OTHER OFFICE BEARERS OF THE ASSOCIATION

- (1) Office Bearers of the Association shall be of an age eighteen (18) years or over.
- (2) CHAIRMAN OF THE BOARD
 - (a) The Chairman shall be elected by the Board of Management at the first Board Meeting to be convened following the Annual General Meeting.
 - (b) The Chairman shall:
 - (i) Preside at Board Meetings and at General Meetings of the Association.
 - (ii) Co-ordinate the activities of the Board in conjunction with the Chief Executive Officer.
- (3) THE SECRETARY
 - (a) The Secretary shall be elected by the Board of Management at the first Board Meeting after the Annual General Meeting.
 - (b) The Secretary shall:
 - (i) Cause to be kept full and correct minutes of all resolutions and proceedings of every General Meeting and of all Board Meetings, together with a record of names of members present at all such meetings.
 - (ii) Cause to be kept a register of members setting forth their names and addresses and dates of payment of fees.
 - (iii) Attend to all correspondence of the Board.

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(iv) Ensure that minutes and documents of importance as the Secretary thinks fit be available for perusal at all General Meetings.

(v) Perform such other duties as the Board may require.

(4) TREASURER

(a) The Treasurer shall be elected by the Board of Management at the first Board meeting after the Annual General Meeting.

(b) The Treasurer shall:

(i) Cause to have all monies due to the Association collected and received and all payments made as authorised by the Board.

(ii) Cause to be kept correct accounts and books showing the financial affairs of the Association with details of receipts and disbursements and other particulars usually shown in books of account of a like nature.

(iii) Present financial reports to the Board and at every General Meeting of the Association and an audited financial statement at each Annual General Meeting.

(iv) Ensure that financial records be available for perusal at all General Meetings.

(v) Prepare a budget for the next financial year.

XII GENERAL MEETINGS

(1) The Annual General Meetings shall be held each year on a date to be fixed by the Board in the month of September or October.

(2) The business at the Annual General Meeting shall be:

(a) Minutes of previous Annual General Meeting.

(b) Presentation of Annual reports.

(c) Election of members to the Board.

(d) Election of Auditor.

(e) Motions of which notice has been given.

(3) Written notice of each Annual General Meeting including the Agenda shall be given by the Board to the members. Such notice shall be posted at least twenty-one (21) clear days prior to the date of the meeting.

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- (4) Notices of motion for the Annual General Meeting shall be given to the Secretary at least twenty-eight (28) days prior to the meeting and shall be circulated with the notice of the meeting. Each notice of motion must be signed by at least two members.
- (5) The Chairman of the Board or, in his absence, a person appointed by the Board shall chair each General Meeting.
- (6) The election of Board Members shall be conducted by any person other than a serving member of the Board or a nominee for election to the Board.
- (7) Except for the election of members to the Board which shall be by secret ballot, voting at a General Meeting shall be by show of hands, but either the chairman or any two members present may demand a poll which shall be taken by secret ballot and the result declared by the Chairman of the meeting who shall have a deliberative but not a casting vote.
- (8) Resolutions shall be carried by a simple majority of those voting except for motions to amend the Constitution or Statement of Faith pursuant to Part XV or dissolution pursuant to Part XVI.
- (9) Any member of the Association may nominate any other member to be a member of the Board provided that both nominator's and nominee's signatures shall appear on the nomination form and Statement of Faith as evidence of consent thereto. Completed nomination forms, together with a short profile of the nominee, shall be made available to the Annual General Meeting.
- (10) The persons nominated to the Board who receive most votes of votes cast shall be declared elected. The Chairman of the election shall have a deliberative vote but not a casting vote. If the vacancies are equal to or exceed the number of nominations, each nominee will be declared elected provided that he receives more than sixty percent of the votes cast.
- (11) All members of the Association who were members when a General Meeting is called are eligible to attend and speak at that General Meetings and vote in accordance with Part VI, Clause (4).
- (12) The quorum of a General Meeting shall be fifty (50) or one tenth of the financial members of the Association, which ever is lower.
- (13) If a quorum is not present pursuant to Part XII, Clause (12) within thirty minutes of the time fixed for the commencement of the meeting, then twenty (20) members present will constitute a quorum provided that any two members present do not protest. Any two members present may demand that the quorum remain fifty or one tenth of the financial members of the Association.
- (14) If a quorum is not present pursuant to Part XII, (12) herein, nor deemed to be present pursuant to Part XII, Clause (13) within thirty minutes of the time fixed for the commencement of the meeting, the meeting shall stand adjourned for not less than seven days and not more than twenty-one days to such time and place as the Chairman of the General Meeting may determine and the members present at such adjourned meeting shall constitute a quorum.
- (15) The financial year of the Association shall commence on the first day of July of any one calendar year and the end of the thirtieth of June on the following calendar year.

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- (16) An audited statement of accounts and balance sheet for the previous financial year shall be prepared for presentation to each Annual General Meeting.
- (17) The Board may at any time convene Extraordinary General Meetings of the Association and shall state the purpose for which such a meeting is called.
- (18) Written notice of such Extraordinary General Meetings shall be posted to all members at least twenty one (21) days before the date of the meeting.
- (19) General Meetings shall deal only with matters specified in the notice of meeting.
- (20) The Board shall, on the requisition in writing of not less than ten (10) members, convene an Extraordinary General Meeting of the Association.
- (21) A requisition for an Extraordinary General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (22) Written notice of such Extraordinary General Meetings shall be posted to all members at least twenty one (21) days before the date of the meeting.
- (23) If the Board does not cause an Extraordinary General Meeting to be held within two months from the date of which a requisition thereof is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting: but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (24) An Extraordinary General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board; and all reasonable expenses incurred by convening the meeting shall be refunded by the Association to the person incurring them.
- (25) Any member who is not able to attend a General Meeting may appoint in writing a proxy to attend in his place in relation to that meeting. No member may carry more than one (1) valid proxy vote.

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XIII COMMON SEAL

- (1) The common seal of the Association shall be in the custody of the Secretary.
- (2) The seal shall not be affixed to any deed, document or instrument except under and by virtue of the resolution of the Board. Every document to which the seal is affixed shall be signed by any two of the Chief executive Officer, Chairman, Secretary and Treasurer.

XIV AUDITOR

- (1) At every Annual General Meeting of the Association a qualified Auditor shall be appointed to hold the office of Auditor for a period of one year.
- (2) Board Members shall not be eligible for election as Auditor.
- (3) The Auditor shall examine the accounts of the Association at least once after the end of the financial year and shall also certify as to the correctness of all financial statements to be submitted to the Annual General Meeting.
- (4) Any casual vacancy occurring in the office of Auditor shall be filled by the Board until the next Annual General Meeting.

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XV PUBLIC FUND

- (1) The association will establish and maintain a public fund.
- (2) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (3) The fund will be administered by a management committee or a subcommittee of the management committee, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Riverland Christian Radio Inc.
- (4) No monies or assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (5) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (6) Receipts for gifts to the public fund must state:
 - (a) The name of the public fund and that the receipt is for a gift made to the public fund;
 - (b) The Australian Business Number of the organisation;
 - (c) The fact that the receipt is for a gift; and
 - (d) Any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- (7) If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members. Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 (the Act) and listed on the Register of Cultural Organisations maintained under the Act.

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XVI ALTERATION OF CONSTITUTION AND STATEMENT OF FAITH

- (1) This Constitution and the Statement of Faith shall not be amended in any way except at an Annual or General Meeting.
- (2) No motion for amendment to this Constitution or the Statement of Faith shall be submitted to an Annual or General Meeting unless notice thereof together with the proposed amendment in writing signed by two members shall have been handed to the Secretary at least twenty-eight (28) days before the date of the meeting at which the amendment proposed is to be made. Notice of such motion shall be forwarded to members with the notice calling the General Meeting.
- (3) Unanimity shall be considered the preferred process in resolutions of decisions, nevertheless, any amendment to the Constitution or Statement of Faith shall be carried by at least a two third majority of members present at the meeting.

XVII DISSOLUTION

- (1) The Association shall be deemed to be dissolved if a special resolution to such effect is passed by members entitled to vote at a General Meeting, due notice of which is given pursuant to Part XII. A special resolution shall be passed by a majority of not less than three fourths of the members present.
- (2) The Board shall defer action for fourteen (14) days after which, unless it has received a petition from at least ten members for a Special General Meeting to rescind the motion of dissolution, it shall proceed forthwith or as soon as practical to realise the property of the Association and to discharge all of its liabilities.
- (3) In the event of there not being a quorum present at the General Meeting convened for the purpose of dissolving the Association, the meeting shall be adjourned for not less than fourteen (14) days, during which period all members shall be notified. When the meeting is re-convened the members present shall constitute a quorum.
- (4) In the event of the dissolution of the Association the assets remaining after the discharge of all liabilities shall be given or transferred to some other organisation or organisations having similar objects to the Association, and whose rules prohibit the distribution of its or their income among its or their members, such organisation or organisations to be eligible for tax deductibility of donations under Subsection 78 (4) or (5) of the Income Tax Assessment Act 1936.

XVIII INTERPRETATION

- (1) For the purpose of this Constitution words denoting the male gender shall also include the female gender.
- (2) The members of the Association at a General Meeting shall be the sole authority for the interpretation of this Constitution and a two third majority decision of the members present shall be final.

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FIRST SCHEDULE - STATEMENT OF FAITH

STATEMENT OF FAITH

We believe that the Bible is the divinely inspired and authoritative Word of God.

THE NICENE CREED

We believe in one God,
the Father, the Almighty,
maker of heaven and earth,
of all that is, seen and unseen.

We believe in one Lord, Jesus Christ,
the only Son of God,
eternally begotten of the Father,
God from God, Light from Light,
true God from true God,
begotten, not made;
of one Being with the Father.
Through Him all things were made.

For us men and for our salvation
He came down from heaven;
By the power of the Holy Spirit
He became incarnate from the virgin Mary,
and was made man.
For our sake He was crucified under Pontius Pilate;
He suffered death and was buried.
On the third day He rose again
in accordance with the Scriptures;
He ascended into heaven
and is seated at the right hand of the Father.
He will come again in glory to judge the living and the dead,
and His kingdom will have no end.

We believe in the Holy Spirit, the Lord, the giver of life,
who proceeds from the Father and the Son.
With the Father and the Son He is worshipped and glorified.
He has spoken through the Prophets.
We believe in one holy catholic and apostolic Church.
We acknowledge one baptism for the forgiveness of sins.
We look for the resurrection of the dead,
and the life of the world to come. Amen.