

## Associations Incorporation Act 1985

### Rules of the Music Broadcasting Society of South Australia Inc

*As adopted at a Special General Meeting held on 7th August 2006 and amended at the 2007, 2009, 2012, 2015, 2016 and 2020 Annual General Meetings*

#### 1 NAME

The name of the Incorporated Association is the **Music Broadcasting Society of South Australia Incorporated**.

*Explanatory note Rule 2: Definitions have been deleted as a consequence of amendments to Rule 5.*

#### 2 DEFINITIONS

In these Rules unless the context requires otherwise:

**'Annual General Meeting'** means the Annual General Meeting of the Association as described in Rule 15;

**'Association'** means the Music Broadcasting Society of South Australia Incorporated;

**'Board'** means the Board of Directors of the Association;

**'Casual Vacancy'** means a position on the Board that is declared vacant pursuant to Rule 9 (15) and includes such a position at the next Annual General Meeting if relevant;

**'CBAA'** means the Community Broadcasting Association of Australia Limited (ACN 003 108 030);

**'Director'** means a member of the Board;

**'Financial Year'** means the financial year of the Association as defined in Rule 11;

**'Honorary Life Member'** means an Honorary Life Member of the Association as set out in Rule 5;

~~'Life Member' means a Life Member of the Association as set out in Rule 5;~~

~~'Life Membership Fee' means the Life Membership Fee determined by the Board in accordance with Rule 6;~~

**'Meeting'** means an Annual General Meeting or Special General Meeting of Members of the Association convened in accordance with these Rules;

**'Member'** means an Ordinary Member, ~~a Life Member~~ or an Honorary Life Member of the Association;

**'Ordinary Member'** means an Ordinary Member of the Association as set out in Rule 5;

**'Ordinary Membership Fee'** means the Ordinary Membership Fee determined by the Board in accordance with Rule 6;

**'Rules'** means these Rules and **'Rule'** means one of these Rules;

**'Special Resolution'** means a resolution at a Meeting dealing with changes to all or any of the Rules, or with the distribution of the assets of the Association, or with any other matter where the Act requires a Special Resolution and to be adopted shall require seventy five per cent of Members present at a Meeting in favour;

**'Term of Office'** and **'Term'** mean two successive Years;

**'the Act'** means the Associations Incorporation Act, 1985;

**'Year'** means the period between two successive Annual General Meetings.

*Explanatory note Rule 3: The additional sub-rule is a standard clause in constitutions ensuring that an organisation can effectively carry out its operations.*

#### 3 OBJECTS AND PURPOSES

(1) To encourage the appreciation of classical music, jazz and other fine arts in South Australia through the establishment and operation of a community broadcasting station.

(2) To raise funds to support the operation of such station.

(3) To purchase, lease or rent property, equipment and materials necessary to operate the said station.

- (4) To maintain an appropriate community broadcasting licence from the relevant Australian Government authority.
- (5) To support and nurture the performance, recording and broadcast of classical music, jazz and other fine arts in South Australia.
- (6) To provide training to staff and volunteers to equip them to fulfil these objectives.
- (7) To support and collaborate with educational institutions in South Australia that provide courses relating to the performance of classical and jazz music.
- (8) To subscribe to the Objects of Community Broadcasting (as set by the Community Broadcasting Association) and the Codes of Practice for community broadcasting.
- (9) To undertake any activity ancillary to the Objects listed in this Rule.

#### 4 POWERS

The Association shall have all the powers conferred by Section 25 of the Act.

*Explanatory note Rule 5: The current Rules provide for Life Membership. This was originally designed as a fund raising strategy (i.e. members pay a lump sum upfront, in lieu of an annual subscription, in order to 'purchase' that membership category). The records show that there are no Life Members as no one has chosen to pay the necessary funds. In terms of fund raising, the records also show that members and others prefer to make donations and get tax deductions. It is therefore proposed that the membership categories be reduced to Ordinary Member and Honorary Life Member only, and that the category of Life Membership and its associated Life Membership Fee be deleted.*

*Sub-rule 6(a) and sub-rule 7(a) have been amended as a consequence of amendments to Rule 15 and Rule 18 respectively.*

#### 5 MEMBERSHIP

- (1) Membership shall consist of the following categories - Ordinary Member, ~~Life Member~~ and Honorary Life Member. Except as provided by these rules, the rights and responsibilities of membership shall be the same for all categories of membership.
- (2) Ordinary Membership shall be available to natural persons and to bodies corporate. ~~Life Membership and~~ Honorary Life Membership shall only be available to natural persons.
- ~~(3) Ordinary Members and Life Members may:~~
  - ~~(a) pay the Ordinary Membership Fee or Life Membership Fee as the case may be;~~
  - ~~(b) in addition choose to make a donation to the Association when paying their Membership Fee in recognition of which their Membership may be given such distinguishing titles as the Board may determine pursuant to Rule 6.~~
- ~~(3) Application for Ordinary Membership or Life Membership shall be made in writing, signed by the applicant or in the case of a body corporate, by a relevant authorised officer, and shall be in such form as the Board shall prescribe from time to time. Subject to Rule 5(4a), upon the receipt of the application and payment of the first annual subscription (in the case of Ordinary Membership) or the Life Membership Fee (in the case of Life Membership) the applicant shall be a member of the Association: in such form as the Board shall prescribe from time to time. Subject to Sub-Rule (3) (a), upon receipt of the application and payment of the first annual subscription the applicant shall be a Member of the Association:~~
  - (a) a person who has been expelled from the Association pursuant to Rule 8 shall not be permitted to become a Member except with the permission of the Association in General Meeting.
- (4) Where a Member is a body corporate it shall appoint a person (who need not be a member of the Association) to act on its behalf in respect of its Membership and may vary such appointment as it sees fit. Evidence of such appointment shall be under its seal or in such other form acceptable to the Board.
- ~~(6) A natural person who is an Ordinary Member may become a Life Member at any time by payment of the Life Membership Fee.~~

- (5) In recognition of exceptional service to the Association over a considerable period, an Annual General Meeting, upon receiving a recommendation from the Board, may make a Member who is a natural person an Honorary Life Member of the Association.
- (6) A Register of Members shall be kept and contain:
- (a) name and ~~address preferred contact details~~ of each Member;
  - (b) each Member's category of membership, including any distinguishing title determined by the Board pursuant to **Sub-Rule (5)**;
  - (c) the date on which each Member was admitted to the Association.
- (7) Membership shall confer the following benefits:
- (a) the right to attend and vote at Meetings and in elections for the Board. **Every Member shall be entitled to one vote provided their annual subscription is not more than one month in arrears at the date of the Meeting;**
  - (b) the right to receive a Members' Newsletter or other like ~~printed~~ material as published by the Association from time to time;
  - (c) except where the Member is a body corporate, the right to apply to be a Volunteer for the Association;
  - (d) **in cases where electronic voting is permitted by these Rules, a Member may opt to vote by means of a postal voting process to be authorised by the Returning Officer.**

*Explanatory note Rule 6: This Rule has been amended as a consequence of the amendments to Rule 5.*

## 6 SUBSCRIPTIONS

- (1) The Ordinary Membership Fee ~~and the Life Membership Fee (inclusive of GST)~~ shall be as determined from time to time by the Board. ~~provided that the Life Membership Fee shall be not less than 10 times the Ordinary Membership Fee.~~
- (2) In addition to determining the Ordinary Membership Fee ~~and Life Membership Fee~~, the Board may determine a scheme of distinguishing titles for recognising the contributions of those Members who make donations to the Association when paying their Membership Fees. Further, for the purpose of determining Ordinary Membership Fees, the Board may establish categories of Ordinary Member and determine separate Ordinary Membership Fees for each such category.
- (3) The Ordinary Membership Fee shall be due from and payable by Ordinary Members annually.
- ~~(4) The Life Membership Fee shall be due from and payable by Life Members once only.~~
- (4) Honorary Life Members shall not be required to pay membership fees.
- (5) Any Ordinary Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

*Explanatory note Rule 7: It is not economical for the Association to undertake debt recovery as the amounts involved in outstanding subscriptions are usually relatively small. Similarly, refunding of small amounts of money is considered to be an unnecessary administrative burden on volunteer staff.*

## 7 RESIGNATION

A Member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association. ~~Any Member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the Association.~~ Pro-rata refunds will not be afforded to Members who resign or leave the Association for any other reason part way through the Year.

## 8 EXPULSION OF A MEMBER

- (1) The Board may resolve to expel a Member upon considering an allegation that the Member has acted in a manner detrimental to the interests of the Association.
- (2) Particulars of the charge shall be communicated in writing to the Member at least one month before the meeting of the Board at which the matter will be determined. The Member shall be given

the opportunity to be heard at or to make a written submission to (or both) the meeting of the Board that considers the allegation.

**(3)** The determination of the Board and the grounds on which it is based shall be communicated in writing to the Member, and in the event of an adverse determination the Member shall subject to Sub-Rule (4) cease to be a Member one week after the Board has communicated its determination to him/her.

**(4)** 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 one week after the determination of the Board has been communicated to a Member.

**(5)** In the event of an appeal under Sub-Rule (4) 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.

*Explanatory note Rule 9: There are two options for the election of Office Bearers. Option 1 is Office Bearers and Ordinary Directors are directly elected by the membership. This is the current method. Option 2 is Directors are elected by the membership and the Board appoints Office Bearers. This is an alternative method. Both methods are inherently acceptable and are commonly used by community organisations. The Board has recommended that the membership of the Association should determine which option should be adopted. This matter will be discussed at the upcoming Annual General Meeting and appropriate resolutions put to those attending that meeting. In order to facilitate informed discussion at the meeting, the advantages and limitations of each option are set out in Attachment 1 to this document. The points included in the attachment have been limited to those which are useful in differentiating between the options.*

*Should Option 1 be chosen, no changes to Rule 9 will be necessary. Should Option 2 be chosen, amendments will be required to sub-rules (5), (6), (7), (10), (11) and (13) (the existing sentences/phrases affected are highlighted in green below) and new sub-rules inserted under the headings 'Constitution of the Board' and 'Term of Office of Directors' (highlighted in red).*

*Sub-rule 9(4) has been amended to replace 'President' with 'Chairperson' and 'Vice-President' with 'Deputy Chairperson'. These are contemporary terms which may be considered to be more in keeping with the nature of a community organisation. Sub-rule 9(14) has been amended to replace 'postal voting' with 'electronic voting', and new Sub-Rule 5(7)(d) introduced to ensure that no Member is disenfranchised by the transition to electronic voting.*

## **9 THE BOARD OF DIRECTORS**

**(1)** The affairs of the Association shall be managed and controlled exclusively by a Board of Directors.

### ***Powers of the Board***

**(2)** In addition to any powers and authorities conferred by these Rules, the Board may exercise all such powers and do all such things as are within the Objects of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting.

**(3)** Without limiting the generality of Sub-Rule (2), the Board:

- (a) shall appoint a Public Officer as required by the Act;
- (b) shall, each year, appoint a Returning Officer, who shall then not be eligible to be a candidate in such elections, to conduct the annual elections for the Board;
- (c) shall have the power to appoint such officers (whether in a voluntary or employed capacity) as are required to carry out the Objects of the Association and may delegate any of its powers to such officers;
- (d) shall decide the conditions of volunteering and may vary them from time to time;
- (e) may consult with Volunteers on the operation of the Association in whatever way it sees fit;

- (f) may determine appropriate means of recognising the contributions of Volunteers individually and collectively to the operation of the Association;
- (g) has the power to make standing orders that will operate at all meetings.

### **Constitution of the Board**

(4) The Board shall comprise eight Directors, namely a ~~President Chairperson, Vice-President Deputy Chairperson~~, Secretary and Treasurer and four Ordinary Directors all of whom shall be Members of the Association.

(5) At the first Board meeting within eight weeks of each Annual General Meeting, the Board shall elect the Chairperson, Deputy Chairperson, Secretary or Treasurer (whichever is relevant) from amongst its members. (insert new sub-rule if Option 2 is chosen, and re-number subsequent clauses)

### **Term of Office of Directors**

(5) At the Annual General Meeting held in even numbered years, the positions of Vice-President Deputy Chairperson, Secretary and of the two Ordinary Directors whose last election was earliest shall be declared vacant and replacements elected to serve for a Term of two Years.

(6) At the Annual General Meeting held in odd numbered years, the positions of President Chairperson, Treasurer and of the two Ordinary Directors whose last election was earliest shall be declared vacant and replacements elected to serve for a Term of two Years. (replace existing (5) and (6) with - 'At the Annual General Meeting held in even numbered years, the positions of the four Directors whose last election was the earliest (whether Office Bearers or otherwise) shall be declared vacant and replacements elected to serve for a Term of two years, and this process shall be repeated at the Annual General Meeting held in odd numbered years. This process shall commence at the Annual General Meeting following the Meeting at which this sub-rule was adopted' - if Option 2 is chosen)

(7) Subject to Sub-Rule (8) a Director whose position is declared vacant at an Annual General Meeting is eligible to stand for re-election to either the same or another position. (delete if Option 2 is chosen)

(8) Except as provided by sub-rule (9), a Member who has served as a Director in any capacity for more than five successive Years shall not be eligible to stand for election to the Board. A Member who is disqualified from eligibility for election to the Board by this Sub-Rule shall be eligible for election after one year.

(9) If at an Annual General Meeting there are insufficient nominations to fill all vacant positions on the Board, the meeting may, at its sole discretion, decide to allow a Member who, by virtue of Sub-Rule (8), would not be eligible for election to the Boards to be so elected for one further Term. Nothing in this Sub-Rule should be construed to imply that any Member may serve on the Board (in whatever capacity) for more than four consecutive Terms.

### **Election of Directors**

(10) Nominations for election to the Board shall be in the form prescribed by the Board, shall be signed by two Members (other than the Member standing for election), and shall specify the position for which the Member is standing. (delete if Option 2 is chosen) The Member standing for election may also include a brief statement, not exceeding ~~100~~ 150 words, in support of their candidacy.

(11) A Member may only nominate for one position namely President Chairperson, Vice-President Deputy Chairperson, Secretary, Treasurer (as relevant) or Ordinary Director. (replace with 'A Member may only nominate for the position of Ordinary Director' if Option 2 is chosen) A person holding the office of Station Manager shall not be eligible to nominate for a position on the Board of Directors. A Director who is appointed as Station Manager during the term of office as a Director shall resign from being a Director forthwith.

(12) The Returning Officer shall call for nominations by written notice to all Members given not less than 28 days before the date on which nominations will close.

(13) Except in cases where there are Casual Vacancies in the position of Ordinary Director (in which case Sub-Rule (18) applies), if at the close of nominations, there are no more nominations than required to fill any relevant vacancy or vacancies (including any Casual Vacancy or Vacan-

cies), the Returning Officer shall report accordingly in notices convening the Annual General Meeting and the Member presiding at that meeting shall declare such persons duly elected to the positions **for which they have nominated**. ~~(delete if Option 2 is chosen)~~ If, at the close of nominations, there are insufficient nominations to fill any relevant vacancy or vacancies (including any Casual Vacancy or Vacancies), the Returning Officer shall report accordingly in notices convening the Annual General Meeting and those present at the Annual General Meeting shall elect eligible members to fill those vacancies. If, after the Annual General Meeting there are still vacancies then such vacancies shall be treated by the Board as Casual Vacancies as if they had arisen by virtue of Sub-Rule (15).

**(14)** If, at the close of nominations, there are more nominations than are required to fill any relevant vacancy or vacancies (including any Casual Vacancy or Vacancies) then ~~a postal~~ **an electronic ballot, in conjunction with a postal ballot if required pursuant to Sub-Rule 5(7)(d)**, shall be conducted to fill those vacancies subject to the following:

- (a) ballots shall be conducted by the Returning Officer;
- (b) any candidate shall be entitled to appoint another Member as a scrutineer who shall be entitled to ~~be present to observe the counting of votes~~ **observe the process used for determining the result after the Returning Officer has removed evidence of each voting member's identity**;
- (c) the ballot shall be completed so that the results can be announced at the Annual General Meeting and the successful candidates formally appointed to the Board;
- (d) ~~ballot papers voting materials~~ shall be provided ~~by ordinary mail~~ to all Members at least 14 days before the closing date for voting;
- (e) any statements provided by candidates pursuant to sub-rule (10) shall be included with the ballot papers;
- (f) for each position, Members shall rank all or as many as they wish of the candidates for that position according to their preference;
- (g) votes shall be opened on a date specified after the closing date for voting in the presence of any scrutineers appointed by candidates and, for each position, shall be counted as follows in the presence of scrutineers:
  - (i) all first preference votes shall be counted;
  - (ii) the candidate with the least number of votes shall be eliminated and his or her votes allocated to other candidates according to the next preference indicated or, if that next preferred candidate is no longer in the election, the next preferred candidate and so on;
  - (iii) step (ii) shall be repeated until the number of candidates remaining in the election is equal to the number of positions;
  - (iv) if at any time in step (iii) there are two or more candidates with the least number of votes the Returning Officer shall draw lots to determine which candidate shall be eliminated.

### **Casual Vacancies**

**(15)** The office of a Director shall become vacant if a Director:

- (a) dies;
- (b) resigns in writing to the Secretary or, in the case of the Secretary, to the **President Chairperson**;
- (c) is disqualified by the Act;
- (d) is expelled under these Rules;
- (e) is permanently incapacitated by ill health;
- (f) is absent without apology or leave of absence from more than three consecutive Committee meetings, or more than three Board meetings in a Financial Year.

**(16)** Where a Casual Vacancy occurs in a position of Director by virtue of the operation of Sub-Rule (15), the Board may appoint any Member, except a Member who has been disqualified by virtue of Sub-Rule (8), to serve in that capacity until the Annual General Meeting next occurring.

**(17)** Where, in accordance with Sub-Rule (16), a Casual Vacancy is being filled at an Annual General Meeting in a position that would not ordinarily have been vacant due to the operation of either

Sub-Rule (5) or Sub-Rule (6), then the Member elected to that position shall hold office in that position for a Term of one Year only.

**(18)** Where one or more Casual Vacancies in a position of Ordinary Director are being filled during an election the following process shall be adopted for determining which candidates will fill those Casual Vacancies and which will fill ordinary vacancies:

(a) Where the number of candidates does not exceed the total number of vacancies for Ordinary Director:

(i) If the number of candidates is two or less then those candidates will be elected to fill ordinary vacancies;

(ii) If there are more than two candidates then the Returning Officer shall conduct an election in accordance with Sub-Rule (14) and the Members elected to fill the Casual Vacancies shall be those candidates who, at the end of counting in accordance with Sub-Rule (14)(g) ~~have the least number of votes~~ **are the next preferred candidates after those filling ordinary vacancies**, provided that if there is a need to discriminate between candidates with equal numbers of votes for the purpose of this paragraph the Returning Officer shall do so by drawing lots;

(b) Where the number of candidates exceeds the total number of vacancies for Ordinary Director the Members elected to fill the Casual Vacancies shall be those candidates who, at the end of counting in accordance with Sub-Rule (14)(g) ~~have the least number of votes~~ **are the next preferred candidates after those filling ordinary vacancies**, provided that if there is a need to discriminate between candidates with equal numbers of votes for the purpose of this paragraph the Returning Officer shall do so by drawing lots.

*Explanatory note Rule 10: The conventional formula for the quorum for a committee is half the membership plus one (so that decisions are made by a majority rather than a minority). The quorum for a Board of eight members is therefore five Directors present.*

## **10 PROCEEDINGS OF BOARD**

**(1)** The Board shall meet together for the dispatch of business at least bi-monthly and there must be a minimum of six meetings in any financial year.

**(2)** Motions proposed at any meeting shall be decided by a majority of votes of those present, and in the event of equality of votes the motion shall be resolved as not carried.

**(3)** A quorum for a meeting of the Board shall be ~~four~~ **five** Directors present.

**(4)** A Director having a pecuniary or other interest in any matter under consideration by the Board must disclose that interest to the Board, and shall absent himself or herself from that part of any Board meeting where that matter is discussed:

(a) if required by the Act; and

(b) in other cases, unless the Board otherwise decides.

## **11 FINANCIAL YEAR**

The Financial Year of the Association shall end on 30th June each year.

## **12 BORROWING POWERS**

**(1)** The Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association.

**(2)** Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

*Explanatory note Rule 13: The Association has previously acted to introduce a ballot of all members for the election of office bearers. New sub-rule (3) will extend this innovation to cover changes to the Rules. This proactively applies the principle that every member should have access to every important decision-making opportunity. This is particularly relevant in relation to the Rules, which is the Association's most fundamental document. Sub-rule (3) will not apply to decisions normally taken at an Annual General Meeting as specified in Rule 15(2), and will only be applied periodically*

*as the Rules are reviewed from time to time. It also has the advantages of removing control of the Rules from a vocal minority at an Annual General Meeting, and significantly lessens the need for voting by proxy.*

### **13 RULES**

**(1)** Once registered as required by the Act these Rules and any amendments thereto shall bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

**(2)** These Rules may be altered (including an alteration to the name of the Association) or rescinded and replaced by substituted rules through the adoption of a Special Resolution at any Meeting.

**(3)** Changes to the Rules pursuant to Rule 13(2) shall be determined by an electronic ballot of all Members, in conjunction with a postal ballot if required pursuant to Sub-Rule 5(7)(d), subject to the following:

- (a) ballots shall be conducted by the Returning Officer;
- (b) voting materials shall be provided to all Members at least 14 days before the closing date for voting;
- (c) ballots shall be completed so that the results can be announced at the relevant Meeting.

### **14 THE SEAL**

**(1)** The Association shall have a common seal upon which its corporate name shall appear in legible characters.

**(2)** The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President or their nominee.

**(3)** The seal shall be kept in the custody of the Secretary or such other person as the Board may from time to time decide.

*Explanatory note Rule 15: The amendments to sub-rules (6) and (7) place the emphasis on electronic mail as the main form of communication with members, whilst still retaining ordinary mail for those members who prefer it. These amendments will result in significant postal cost savings and leave the Association well placed to take advantage of future developments in electronic communication and social media. A recent telephone campaign has updated email addresses for the majority of members.*

### **15 MEETINGS**

**(1)** The Annual General Meeting of the Association shall be held no more than five months after the end of each Financial Year.

**(2)** The purposes of the Annual General Meeting shall be:

- (a) to consider a report from the Board on the operations of the Association during the Financial Year just ended;
- (b) to consider the audited financial statements of the Association for the Financial Year just ended;
- (c) to ratify the election of Members to fill positions on the Board becoming vacant in accordance with these Rules;
- (d) to appoint auditors as specified by the Act;
- (e) to deal with other business of which proper notice has been given in the notice calling the Annual General Meeting.

**(3)** A Special General Meeting of the Association may be called by the Board at any time and shall be called within 28 days of a written requisition setting out the purposes of the meeting and signed by at least 40 Members or 10 per cent of the total number of Members (whichever is the lesser).

**(4)** Where the Board fails to convene a Special General Meeting in response to a requisition as required by Sub-Rule (3):

- (a) those signing the requisition, or any subset thereof, may convene the meeting in accordance with this Rule and at the expense of the Association;



(b) for this purpose the Board shall make available the names and addresses of all Members.

(5) At least twenty-eight days' notice, and in the case of a Special General Meeting requisitioned by Members not more than 42 days' notice, of any Meeting shall be given to Members. The notice shall set out the time and place of the Meeting and the nature and order of the business to be transacted.

(6) Except as provided by Sub-Rule (7) any notice required to be given to Members pursuant to this Rule shall be by ~~ordinary post to the address appearing in the Register of Members~~ **electronic mail** and shall be deemed to have been received on the ~~second business day after the date of posting.~~ **next business day following transmission.**

(7) ~~If offered by the Board, a~~ A Member may elect to receive notices of meetings by ~~electronic mail.~~ **ordinary post.** Notices sent by ~~electronic mail~~ **ordinary post** shall be deemed to have been received on the ~~next business day following transmission.~~ **second business day after the date of posting.**

(8) All Members are entitled to attend meetings. Non-members may only attend when permitted by the Meeting.

## 16 PROCEEDINGS AT MEETINGS

(1) Fifteen Members present shall constitute a quorum at any Meeting and no business shall be transacted unless a quorum is present.

(2) If within thirty minutes after the time appointed for the Meeting a quorum is not present, a meeting convened upon requisition of Members (pursuant to Sub-Rules ~~16 15(3)~~ or ~~16 15(4)~~) shall lapse. In any other case, the Meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the Meeting the Members present shall form a quorum.

(3) The ~~President Chairperson~~ or if the ~~President Chairperson~~ is not present or declines to take or retires from the chair, then the ~~Vice-President Deputy Chairperson~~ or if the ~~Vice-President Deputy Chairperson~~ is not present or declines to take or retires from the Chair, a Member chosen by Meeting shall preside at every Meeting.

(4) The Member presiding at a Meeting at which a quorum is present may with the consent of the Meeting, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

(5) When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as if that meeting were an original Meeting of Members.

(6) A majority of Members present, or in the case of a Special Resolution, seventy five per cent of Members present, in favour of a resolution shall be required for the resolution to be adopted.

(7) A resolution, **not being a Special Resolution**, put to a vote shall be decided on a show of hands, and a declaration by the Member presiding at the Meeting that a resolution has been carried or lost, shall, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.

(8) If a poll is demanded by the Member presiding at the Meeting or by three or more Members, it shall be taken in such manner as the Member presiding directs. The result of such poll shall be the resolution of the Meeting.

(9) A poll demanded on the election of a Member presiding at a meeting or on any question of an adjournment, shall be taken at the Meeting and without adjournment.

(10) Except for procedural matters, only business the nature of which has been included in the notice of the Meeting shall be transacted.

*Explanatory note Rule 17: The amendments to sub-rules (2) and (3) provide clarity. The addition of sub-rule (4) enhances the transparency of the Association, provides an additional communication channel and removes any impressions of secrecy.*

## 17 MINUTES

- (1) Proper minutes of all proceedings of Meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes of all proceedings of Meetings of the Association and of meetings of the Board kept pursuant to this rule shall be signed by the Member presiding at the Meeting at which the proceedings took place or by the Member presiding at the next succeeding Meeting.
- (3) Where minutes of all proceedings of Meetings of the Association and of meetings of the Board are entered and signed they shall, until the contrary is proved, be evidence that the Meeting was convened and duly held, that all proceedings held at the Meeting shall be deemed to have been duly held, and that all appointments made at a Meeting shall be deemed to be valid.
- (4) On application to the Secretary, the minutes of all proceedings of Meetings of the Association and of meetings of the Board shall be available for inspection by any financial Member of the Association.

*Explanatory note Rule 18: This rule is more appropriately located under Rule 5 Membership (see sub-rule 7(a)). Consequently Rule 18 is redundant.*

## **18 VOTING RIGHTS**

~~Subject to these Rules each Member present shall be entitled to one vote.~~

## **18 ACCOUNTS**

The Association shall keep such bank accounts and accounting records as are necessary to record accurately and explain correctly the financial transactions and financial position of the Association and the Board shall cause these accounts to be audited annually.

## **19 PUBLIC FUND**

The Association shall establish an account under the title '5MBS Public Fund' for the purpose of seeking and receiving donations from members of the public, such fund to be administered by the Board or nominees thereof. Donations to the Public Fund may only be used to further the objects and purposes of the Association.

## **20 WINDING UP**

The Association may be wound up in the manner provided for in the Act.

## **21 APPLICATION OF SURPLUS ASSETS**

- (1) If after the winding up of the Association there remain 'surplus assets' as defined in the Act, such surplus assets shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall 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 the Act and these rules.
- (2) For the purposes of Sub-Rule (1) the institution or institutions to which surplus assets shall be distributed and the amounts to be distributed to each such institution or institutions shall be determined by Special Resolution at a Meeting the Association.
- (3) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, 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 fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Assessment Act 1997 (the Act) and listed on the Register of Cultural Organisations maintained under the Act.
- (4) For the purposes of Sub-Rule (3) the fund, authority or institution to which the remaining property or funds is to be transferred shall be determined by Special Resolution at a Meeting of the Association.

**22 NON-PROFIT**

The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any present or past Member of the Association. Nothing in this Rule shall prevent the reimbursement of expenses incurred with the authority of and on behalf of the Association.

## Attachment 1

### Rule 9 The Board of Directors

#### Alternative Options for the Election of President, Vice-President, Secretary and Treasurer

##### **Option 1** - Office Bearers and Ordinary Directors are directly elected by the membership (the current method)

###### **Advantages**

- members directly elect the Office Bearers
- candidates for each Office Bearer position can be expected to have skills and abilities relevant to the particular position
- Office Bearers will usually serve a full two-year term.

###### **Limitations**

- unsuccessful candidates for Office Bearer positions may be lost to the Board and to the organisation
- multiple election processes are required for Office Bearer and Ordinary Director positions
- members will not have a say in the appointment of Office Bearers if single nominations only for each position are received on a continuing basis.

##### **Option 2** - Directors are elected by the membership and the Board appoints Office Bearers (an alternative method)

###### **Advantages**

- the Board has flexibility in allocating responsibilities commensurate with skills and expertise, and in dealing with non-contributing members (which would aid in the attraction and retention of qualified members)
- the Board has more legitimacy in filling casual vacancies with respect to Office Bearers
- this method is more likely to attract sufficient nominations to equal or exceed available positions (members may feel more inclined to nominate for ordinary positions)
- this method guarantees members the opportunity to express an opinion on all candidates immediately the number of nominations exceeds available positions (which would only occur in Option 1 should nominations exceed available positions in all three separate ballots)
- this method requires one election process only (as opposed to separate elections for specific positions).

###### **Limitations**

- the membership no longer directly elects Office Bearers
- there is a risk that some Office Bearers may only hold the position for one year if the Board exercises its ability to reallocate responsibilities
- there is a risk that none of the Directors may have the necessary skills and abilities to perform as Office Bearers.