



**student. community. television.**

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Board of Directors

## **Constitution**

Wednesday the 26th of September, 2018

Prepared by

Student Community Television  
Board of Directors  
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# **Student Community Television Inc. Constitution**

## **Part 1: Preliminary**

### **1. Name**

The Incorporated Association is "Student Community Television Inc." (In these Rules called "The Association").

"Student Community Television" shall mean the official trading name of the association

### **2. Purposes**

RMITV is a student-run television production house. RMITV produces content for both online and broadcast platforms. The purposes of the association are to provide an accessible media service that is able to promote the relevant issues, cultural values and ideals of the Melbourne community and student body of RMIT at large. RMITV offers industry-standard training for members to obtain adaptable skills in the fast-shifting landscape of television and video production. RMITV is a place where media makers of the future can innovate, gain varied media production experiences, and challenge themselves in real-world production environments.

### **3. Financial Year**

The financial year of the Association is each period of 12 months ending on the 31st of December.

### **4. Definitions**

"The Act" means the Associations Incorporation Reform Act 2012 and includes any regulations

made under that Act;

“The Association” means Student Community Television Inc;

“Absolute majority” of the Board, means a majority of the Board members currently holding office and entitled to vote at the same time;

“Chairperson” of a general meeting or committee meeting, means the person chairing the meeting as required under rule 44;

“Board” means the Board of Directors of Student Community Television Inc;

“Board meeting” means a meeting of the board held in accordance to these rules;

“Board member” means a voting member of the Board elected or appointed under Division 3: Election of Board members and tenure of office and excludes ex-officio board members;

“Committee of Management” means the Association. management team;

“Disciplinary appeal meeting” means a meeting of the members of the Association convened under 21.3;

“Disciplinary meeting” means a meeting of the Board convened for the purposes of 20;

“Disciplinary subcommittee” means the subcommittee appointed 18;

"Financial year" means the year ending on 31 December;

“General meeting” means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

"Member" means a member of the Association;

“Member entitled to vote” means a member who under rule 12 is entitled to vote at a general meeting;

"Regulations" means regulations under the Act;

“Special resolution” means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

“The Registrar” means the Registrar of Incorporated Associations.

“RMIT” means RMIT University;

“Rules” means the Constitution of SCT Inc.;

“RUSU” means the RMIT Student Union Council;

“SUC” means the Student Union Council of RMIT.

## 5. Alteration of the rules

These Rules of the Association must not be altered except in accordance with the Act.

## Part 2: Powers of Association

### 6. Powers of Association

**6.1** Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

**6.2** Without limiting rule 6.1, the Association may -

**6.2.1** acquire, hold and dispose of real or personal property;

**6.2.2** open and operate accounts with financial institutes;

**6.2.3** invest its money in any security in which trust monies may lawfully be invested;

**6.2.4** raise and borrow money on any terms and in any manner as it thinks fit;

**6.2.5** secure the repayment of money raised or borrowed, or the payment of a debt or liability;

**6.2.6** appoint agents to transact business on its behalf;

**6.2.7** enter into any other contract it considers necessary or desirable;

**6.3** The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 7. Not for profit organisation

**7.1** The Association must not distribute any surplus, income or assets directly or indirectly to its members.

**7.2** 7.1 does not prevent the Association from paying a member—

**7.2.1** reimbursement for expenses properly incurred by the member; or

**7.2.2** for goods or services provided by the member— if this is done in good faith on terms no more favourable than if the member was not a member.

## Part 3: Members, Disciplinary Procedures and Grievances

### Division 1: Membership

#### 8. Who is eligible to be a member?

**8.1.** Any person who supports the purposes of Association is eligible for membership.

#### 9. Application for membership

**9.1** To apply to become a member of the Association, a person must submit a completed Student Community Television membership form to be lodged with the Board or the Committee of Management.

**9.2** The application -

**9.2.1** must be signed by the applicant; and

**9.2.2** must be accompanied by the joining fee.

**9.3** Upon submitting and signing a membership form the person understands that by becoming a member they are bound by these rules and regulations of the Association as set by the Board.

#### 10. New membership

**10.1** If an application for membership is approved by the Board or Committee of Management -

**10.1.1** A Board member or manager must add the new member to the database, including the following details -

**10.1.1.1** name

**10.1.1.2** date of birth

**10.1.1.3** address

**10.1.1.4** phone number

**10.1.1.5** email address

**10.1.2** A Board member or manager must file the membership form of the new member in the register of members.

**10.2** A person becomes a member of the Association and, subject to rule 12, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which -

**10.2.1** the Board or Committee of management approves the person's membership; or

**10.2.2** the person pays the joining fee.

**10.3** In the case that an application is rejected the Association is not compelled to provide reasons for the rejection.

#### 11. Annual subscription

**11.1** At each annual general meeting, the Association must determine -

**11.1.1** the amount of the annual subscription (if any) for the following financial year; and

**11.1.2** the date for payment of the annual subscription.

**11.2** The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **12. Rights of members**

**12.1** A member of the Association who is entitled to vote has the right -

**12.1.1** to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

**12.1.2** to submit items of business for consideration at a general meeting; and

**12.1.3** to attend and be heard at general meetings; and

**12.1.4** to vote at a general meeting; and

**12.1.5** to have access to the minutes of general meetings and other documents of the Association as provided under rule 77; and

**12.1.6** to inspect the register of members.

**12.2** A right, privilege, or obligation of a person of a member of the Association -

**12.2.1** is not capable of being transferred or transmitted to another person; and

**12.2.2** terminates upon the cessation of membership.

## **13. Life membership**

**13.1** Life Membership can be conferred upon any person deemed to have made a valuable and ongoing contribution to Association.

**13.2** Life Memberships entitles members to the following:

**13.2.1** continuous membership of the Association until cessation;

**13.2.2** no annual membership fees;

**13.3** Life members are subject to the rules and regulations of the Association and hold the same rights and privileges as fee paying members.

**13.4** To become a life member -

**13.4.1** A member must be nominated by a member of the Association;

**13.4.2** seconded by a member of the Association; and

**13.4.3** accepted by quorum, at any Association General Meeting.

## **14. Ceasing membership**

**14.1** The membership of a person ceases on resignation, expulsion, death or if they fail to pay the subscription fee on the due date determined by the committee of management.

**14.2** If a person ceases to be a member of the Association, the Board or Committee of Management must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **15. Resigning as a member**

**15.1** A member may resign by notice in writing given to the Association.

**15.2** A member is taken to have resigned if the member's annual subscription is more than one (1) month in arrears.

## 16. Register of members

**16.1.** The Committee of Management must keep and maintain a register of members that includes:

- 16.1.1** The member's name;
- 16.1.2** The address for notice last given by the member;
- 16.1.3** The member's phone number;
- 16.1.4** The member's email address;
- 16.1.5** The member's date of birth; and
- 16.1.6** the date of becoming a member.

**16.2.** Any member may, at a reasonable time and free of charge, inspect the register of members with the approval of the Board.

**16.3.** A member may make a copy of the entries in the register with consent of the Board.

**16.4.** Membership details may not be made available to third parties for the purposes of marketing or advertising.

**16.5.** It is the responsibility of individual members to ensure that their details are up to date.

## Division 2: Disciplinary Action

### 17. Grounds for taking disciplinary action

**17.1** The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member -

- 17.1.1** has failed to comply with these Rules; or
- 17.1.2** refuses to support the purposes of the Association; or
- 17.1.3** has engaged in conduct unbecoming of a member and/or prejudicial to the Association.

### 18. Disciplinary Subcommittee

**18.1** If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

**18.1** The members of the disciplinary subcommittee -

- 18.1.1** may be Board members, Committee of Management members, members of the Association or anyone else; but
- 18.1.2** must not be biased against, or in favour of, the member concerned

**18.2** If deemed guilty by the Disciplinary Subcommittee a member may face -

- 18.2.1** Suspension from membership of the Association for a specified period; or
- 18.2.2** Expulsion.

**18.1.3** Must not have a real or perceived conflict of interest

## 19. Notice to a Member

**19.1** Before disciplinary action is taken against a member, the Secretary must give written notice to the member -

**19.1.1** stating that the Association proposes to take disciplinary action against the member; and

**19.1.2** stating the grounds for the proposed disciplinary action; and

**19.1.3** specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and

**19.1.4** advising the member that he or she may do one or both of the following

**19.1.4.1** attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

**19.1.4.2** give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

**19.1.4.3** setting out the member's appeal rights under 21.

**19.5** The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 20. Decision of subcommittee

**20.1** At the disciplinary meeting, the disciplinary subcommittee must -

**20.1.1** give the member an opportunity to be heard; and

**20.1.2** consider any written statement submitted by the member.

**20.2** After complying with 20.1, the disciplinary subcommittee may -

**20.2.1** take no further action against the member; or

**20.2.2** subject to 20.3

**20.2.2.1** reprimand the member; or

**20.2.2.2** suspend the membership rights of the member for a specified period; or

**20.2.2.3** expel the member from the Association.

**20.3** The disciplinary subcommittee may not fine the member.

**20.4** The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 21. Appeal Rights

**21.1** A person whose membership rights have been suspended or who has been expelled from the Association under rule 20 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

**21.2** The notice must be in writing and given -

**21.2.1** to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

**21.2.2** to the Secretary not later than 48 hours after the vote.

**21.3** If a person has given notice under 21.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

**21.4** Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must -

**21.4.1** specify the date, time and place of the meeting; and

**21.4.2** state -

**21.4.2.1** the name of the person against whom the disciplinary action has been taken; and

**21.4.2.2** the grounds for taking that action; and

**21.4.2.3** that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **22. Conduct of disciplinary appeal meeting**

**22.1** At a disciplinary appeal meeting -

**22.1.1** no business other than the question of the appeal may be conducted;

**22.1.2** the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and

**22.1.3** the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

**22.2** After complying with 22.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

**22.3** A member may not vote by proxy at the meeting.

**22.4** The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3: Grievance Procedure**

### **23. Application**

**23.1** The grievance procedure set out in this Division applies to disputes under these Rules between -

**23.1.1** a member and another member;

**23.1.2** a member and the Committee;

**23.1.3** a member and the Association.

**23.2** A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **24. Parties must attempt to resolve the dispute**

**24.1.** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within twenty eight (28) days after the dispute comes to the

attention of all of the parties.

**24.2.** 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 twenty eight (28) days, hold a meeting in the presence of a mediator.

## **25. Appointment of mediator**

**25.1** If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within 14 days -

**25.1.1** notify the Board of the dispute; and

**25.1.2** agree to or request the appointment of a mediator; and

**25.1.3** attempt in good faith to settle the dispute by mediation.

**25.2** The mediator must be -

**25.2.1** A person chosen by agreement between the parties.

**25.3** Or in the absence of agreement -

**25.3.1** In the case of a dispute between a member and another member, a person appointed by the Board of the Association.

**25.3.2** In the case of a dispute between a member and the Association, a person who is an external mediator appointed or employed by the Board at the start of each operational year.

**25.4** A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who -

**25.4.1** has a personal interest in the dispute; or

**25.4.2** is biased in favour of or against any party.

## **26. Mediation Process**

**26.1** The mediator to the dispute, in conducting the mediation, must -

**26.1.1** give each party every opportunity to be heard; and

**26.1.2** allow due consideration by all parties of any written statement submitted by any party; and

**26.1.3** ensure that natural justice is accorded to the parties throughout the mediation process.

**26.2** The mediator must not determine the dispute.

## **27. Failure to resolve dispute by mediation**

**27.1** If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# **Part 4: General Meetings of the Association**

## **28. Annual General Meetings**

**28.1.** The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

**28.2.** The Board may determine the date, time and place of the annual general meeting.

**28.3.** The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

**28.4.** The ordinary business of the Annual General Meeting shall be:

**28.4.1.** to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then; and

**28.4.2.** to receive and consider -

**28.4.2.1** the annual report of the Board on the activities of the Association during the preceding financial year; and

**28.4.2.2** the annual report of the Committee of Management including individual reports where appropriate; and

**28.4.2.2** the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.

**28.4.3** to elect the members of the Committee;

**28.4.4** to confirm or vary the amounts (if any) of the annual subscription and joining fee.

**28.6** A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

**28.7** The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

## **29. Special General Meetings**

**29.1** Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

**29.2** The Board may convene a special general meeting whenever it thinks fit.

**29.3** No business other than that set out in the notice under rule 31 may be conducted at the meeting.

## **30. Special general meeting held at request of members**

**30.1** The Board must convene a special general meeting if a request to do so is made in accordance with subrule 30.2. by at least 10% of the total number of members.

**30.2** A request for a special general meeting must -

**30.2.1** be in writing; and

**30.2.2** state the business to be considered at the meeting and any resolutions to be proposed; and

**30.2.3** include the names and signatures of the members requesting the meeting; and

**30.2.4** be given to the Secretary.

**30.3** If the Board does not convene a special general meeting within three (3) months after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

**30.4** A special general meeting convened by members under 30.3 -

**30.4.1** must be held within six (6) months after the date on which the original request was made; and

**30.4.2** may only consider the business stated in that request.

## 31. Notice of General Meetings

**31.1** The Secretary (or, in the case of a special general meeting convened under rule 30.3, the members convening the meeting) must give to each member of the Association -

**31.1.1** at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

**31.1.2** at least 14 days' notice of a general meeting in any other case.

**31.2** The notice must -

**31.2.1** specify the date, time and place of the meeting; and

**31.2.2** indicate the general nature of each item of business to be considered at the meeting; and

**31.2.3** if a special resolution is to be proposed -

**31.2.3.1** state in full the proposed resolution; and

**31.2.3.2** state the intention to propose the resolution as a special resolution; and

**31.2.4** comply with rule 32.5.

**31.3** Notice may be sent

**31.3.1** By prepaid post to the address appearing in the register of members; or

**31.3.2** By electronic transmission.

**31.4** This rule does not apply to a disciplinary appeal meeting.

## 32. Proxies

**32.1** A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

**32.2** The appointment of a proxy must be in writing and signed by the member making the appointment.

**32.3** The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

**32.4** If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

**32.5** Notice of a general meeting given to a member under rule 31 must -

**32.5.1** state that the member may appoint another member as a proxy for the meeting; and

**32.5.2** include a copy of any form that the Board has approved for the appointment of a proxy.

**32.5.2.1** The form will include -

**32.5.2.1.1** The name and address of the Member; and

**32.5.2.1.2** The name and address of the proxy.

**32.6** A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

**32.7** A form appointing a proxy sent by post or electronically is of no effect unless it is received by Student Community Television Inc. no later than 24 hours before the commencement of the meeting.

**32.8** A member may not hold more than two (2) proxies at one time at a meeting of the association.

### 33. Use of Technology

**33.1** A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

**33.2** For the purposes of this Part, a member participating in a general meeting as permitted under 33.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### 34. Quorum at general meetings

**34.1** No business may be conducted at a general meeting unless a quorum of members is present.

**34.2** The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 33) of twenty (20) members or 10% of the membership entitled to vote - whichever is the lesser number.

**34.3** If a quorum is not present within 30 minutes after the notified commencement time of a general meeting -

**34.3.1** in the case of a meeting convened by, or at the request of, members under rule 30 - the meeting must be dissolved;

**Note:** If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

**34.3.2** in any other case -

**34.3.2.1** the meeting must be adjourned to a date not more than 21 days after the adjournment; and

**34.3.2.2** notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting

**34.4** If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 34.3.2.2, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### 35. Adjournment of General Meetings

**35.1** The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time.

**35.2** Without limiting rule 35.1, a meeting may be adjourned -

**35.2.1** if there is insufficient time to deal with the business at hand; or

**35.2.2** to give the members more time to consider an item of business.

**35.3** No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

**35.4** Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 31.

## **36. Voting at General Meetings**

**36.1** On any question arising at a general meeting -

**36.1.1** subject to rule 36.3, each member who is entitled to vote has one vote;

And

**36.1.2** members may vote personally or by proxy; and

**36.1.3** except in the case of a special resolution, the question must be decided on a majority of votes.

**36.2** If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

**36.3** If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

**36.4** A member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

**36.5** Voting at a disciplinary appeal meeting is conducted as per rule 22.

## **37. Special Resolutions**

**37.1** A special resolution is passed if no less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

**Note:** In addition to certain matters specified in the Act, a special resolution is required - (a) to remove a committee member from office; (b) to alter these Rules, including changing the name or any of the purposes of the Association.

## **38. Determining whether resolution is carried**

**38.1** Subject to 37.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been -

**38.1.1** carried; or

**38.1.2** carried unanimously; or

**38.1.3** carried by a particular majority; or

**38.1.4** lost -

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

**38.2** If a poll (where votes are cast in writing) is demanded by three or more members on any question -

**38.2.1** the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

**38.2.2** the Chairperson must declare the result of the resolution on the basis of the poll.

**38.3** A poll demanded on a question of an adjournment must be taken immediately.

**38.4** A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

## **39. Conduct at General Meetings**

**39.1.** Members must adhere to a general code of conduct at meetings as such that they –

**39.1.1** are courteous to fellow members;

**39.1.2** are not violent or threatening; and

**39.1.3** do not speak out of turn.

**39.2.** Should the Chairperson deem that a member is not adhering to this general code of conduct the Chairperson may issue a warning.

**39.2.1** A member is entitled to two warnings after which should their behavior continue the Chairperson may eject them from the meeting.

## **40. Minutes of meeting**

**40.1** The Board must ensure that minutes are taken and kept of each general meeting.

**40.2** The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

**40.3** In addition, the minutes of each annual general meeting must include -

**40.3.1** the names of the members attending the meeting; and

**40.3.2** proxy forms given to the Chairperson of the meeting under rule 32.6; and

**40.3.3** the financial statements submitted to the members in accordance with rule 28.4.2.3; and

**40.3.4** the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

**40.3.5** any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **Part 5: Board**

### **Division 1: Powers of the Board**

## **41. Role and powers**

**41.1** The business of Association must be managed by or under the direction of a Board.

**41.2** The Board may exercise all the powers of Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

**41.3** The Board may -

**41.3.1** appoint and remove staff;

**41.3.2** establish subcommittees consisting of members it considers appropriate.

## Division 2: Composition of Board and Duties of Members

### 42. Composition of Board

**42.1** The Board consists of -

**42.1.1** Chairperson;

**42.1.2** Secretary;

**42.1.3** Treasurer;

**42.1.4** at least two (2) ordinary members and not exceeding five (5); and

**42.1.5** a maximum of two (2) co-opted members.

### 43. General Duties

**43.1** As soon as practical after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.

**43.2** The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.

**43.3** Board members must exercise their powers and discharge their duties with reasonable care and diligence.

**43.4** Board members must exercise their powers and discharge their duties -

**43.4.1** in good faith in the best interests of the Association; and

**43.4.2** for a proper purpose.

**43.5** Board members and former committee members must not make improper use of -

**43.5.1** their position; or

**43.5.2** information acquired by virtue of holding their position -

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**Note:** See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

**43.6** In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### 44. Chairperson

**44.1** Subject to rule 44.2, the Chairperson is the Chairperson for any general meetings and for any Board meetings.

**44.2** If the Chairperson is absent, or are unable to preside, the Chairperson of the meeting must be -

**44.2.1** in the case of a general meeting - a member elected by the other members present; or

**44.2.2** in the case of a Board meeting a Board member elected by the other board members present.

## **45. Secretary**

**45.1** The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**45.2** The Secretary must -

**45.2.1** maintain the register of members in conjunction with the Committee of Management in accordance with rule 16; and

**45.2.2** keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 73.3, all books, documents and securities of the Association in accordance with rules 75 and 77; and

**45.2.3** subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

**45.2.4** perform any other duty or function imposed on the Secretary by these Rules.

**45.3** The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## **46. Treasurer**

**46.1** The Treasurer must -

**46.1.1** receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

**46.1.2** ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

**46.1.3** make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and

**46.1.4** ensure cheques are signed by at least 2 board members.

**46.2** The Treasurer must -

**46.2.1** ensure that the financial records of the Association are kept in accordance with the Act; and

**46.2.2** coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.

**46.2.3** The Treasurer must ensure that at least one other board member has access to the accounts and financial records of the Association.

## **47. Co-opted Members**

**47.1** The Board is entitled to co-opt a maximum of two board members, with full voting rights, onto the board.

**47.2** The Board must co-opt at least one member who has at least 2 years knowledge and experience in the fields of accounting or financial management if such an individual is not already represented on the Board.

**47.3** A member can only be co-opted through an absolute majority vote by the board.

## **48. Ex-Officio Board Member**

**48.1** The Board may grant a member of the Association ex-officio status.

**48.2** On written request to the Secretary the Board shall consider the member for ex-officio status. To be approved the Board must pass the motion with majority.

**48.3** This allows for a member to speak and contribute to board meetings but they do not have voting powers.

**49.4** Ex-officio status can be revoked by the board at any time.

## **Division 3: Election of Board members and tenure of office**

### **49. Who is eligible to be a Board member**

**49.1** A member is eligible to be elected or appointed as a board member if the member -

**49.1.1** is 18 years or over;

**49.1.2** has been a member for at least three (3) months; and

**49.1.3** is entitled to vote at a general meeting.

### **50. Nominations**

**50.1** This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

**50.2** All positions on the board will be advertised to all members who are eligible to be board members in accordance with section 49.

**50.3** An eligible member of the Association may -

**50.3.1** nominate himself or herself; or

**50.3.2** with the member's consent, be nominated by another member.

**50.4** A member may be nominated for more than one position.

**50.5** Nominations must be submitted via a form prior to the election.

**50.4.1** The nominations opening and closing date will be determined by the Board.

### **51. Ballot**

**51.1** If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

**51.2** The returning officer must not be a member nominated for the position.

**51.3** Before the ballot is taken, each candidate may make a short speech in support of his or her election.

**51.4** The election must be by secret ballot.

**51.5** The returning officer must give a piece of paper with all the candidates names on it to -

**51.5.1** each member present in person; and

**51.5.2** each proxy appointed by a member.

**51.6** There will be a separate ballot for each position, the voter must write on each ballot paper the numbered preference of whom they wish to vote for.

**51.7** Ballot papers that do not comply with subrule 51.6 are not to be counted.

**51.8** On each ballot paper, placing a number one against a candidate is considered the first preference or primary vote.

**51.8.1** If no candidate secures an absolute majority of primary votes, the candidate with the fewest votes is then eliminated from the count (Instant Runoff Voting).

**51.8.2** The votes for this eliminated candidate are then redistributed among the remaining candidates according to the number two preference indicated on the original ballot.

**51.8.3** This process of elimination based on preferences continues until a candidate secures an absolute majority.

**51.9** The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

**51.10** If the returning officer is unable to declare the result of an election under subrule 51.8 because 2 or more candidates received the same number of votes, the returning officer must -

**51.10.1** conduct a further election for the position in accordance with rules 51.4 to 50.9 to decide which of those candidates is to be elected; or

**51.10.2** with the agreement of those candidates, decide by lot which of them is to be elected.

## **52. Term of office**

**52.1** Each member of the Board of the Association shall hold office from May 1st following their election at the Annual General Meeting until April 30th the following year.

**52.1.1** Any member of the Board elected otherwise shall have their term in office backdated to May 1st and to finish on April 30th, as per 52.1.

**51.2** A board member may be re-elected.

**52.2.1** A board member can not hold the same position for more than two years in a row.

**52.3** A general meeting of the Association may -

**52.3.1** by special resolution remove a board member from office; and

**52.3.2** elect an eligible member of the Association to fill the vacant position in accordance with this Division.

**52.4** A member who is the subject of a proposed special resolution under subrule 52.3.1 may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

**52.5** The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

**52.6** During a board member's term they are not applicable to receive an honorarium or salary from Student Community Television Inc.

## 53. Vacation of office

**53.1** A board member may resign from the Board by written notice addressed to the Board.

**53.2** A person ceases to be a board member if he or she -

**53.2.1** ceases to be a member of the Association; or

**53.2.2** fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence; or

**53.2.3** otherwise ceases to be a board member by operation of section 77 of the Act.

**53.3** On resigning from Chairperson, Treasurer, or Secretary they may become a ordinary member by vote of the Board.

## 54. Filling casual vacancies

**54.1** The Board may appoint an eligible member of the Association to fill a position on the Board that -

**54.1.1** has become vacant under rule 53; or

**54.1.2** was not filled by election at the last annual general meeting.

**54.2** If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

**54.3** Rule 52 applies to any board member appointed by the Board under rule 54.1 or 54.2.

**54.4** Should, through resignation, the total number of board members fall below five (5), where the Board has been unable to fill a casual vacancy prior to the resignation, the Board shall be automatically, and immediately dissolved.

**54.4.1** Upon dissolution of the Board, a Special General Meeting must be called immediately at which an election for all Board Positions shall be held. This election shall be held according to the rules set out for Board Elections held at Annual General Meetings.

**54.4.2.** Upon dissolution the Board must cease to operate. Business approved by the Board prior to dissolution is to be promptly concluded.

**54.4.2.1.** No new expenditure is to be approved.

**54.4.2.2.** Upon dissolution of the Board, the General Manager, operating in good faith and in the best interests of the organisation, may be required to assist with any previously approved outstanding expenditures, subject to the Act.

**54.4.3.** The election of new Board members will be for the remaining term as per 52.1.1

## Division 4: Board Meetings

### 55. Meeting of Board

**55.1** The Board must meet once (1) a month each year at the dates, times and places determined by the Board.

**55.2** The date, time and place of the first board meeting must be determined within the first week of the Board's term.

**55.3** Special board meetings may be convened by the Chairperson or by any of the members of the Board.

**55.4** The Board must have a minimum of four (4) Strategic Planning meetings a year.

### 56. Notice of Meetings

**56.1** Notice of each board meeting must be given to each committee member no later than seven (7) days before the date of the meeting.

**56.3** The notice must state the date, time and place of the meeting.

**56.4** If a special board meeting is convened, the notice must include the general nature of the business to be conducted.

**56.5** The only business that may be conducted during the meeting is the business for which the meeting is convened.

### 57. Urgent Meetings

**57.1** In cases of urgency, a meeting can be held without notice being given in accordance with rule 56 provided that as much notice as practicable is given to each board member by the quickest means practicable.

**57.2** The only business that may be conducted during an urgent meeting is the business for which the meeting is convened.

### 58. Use of Technology

**58.1** A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

**58.2** For the purposes of this Part, a committee member participating in a committee meeting as permitted under rule 58.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### 59. Quorum

**59.1** No business may be conducted at a Board meeting unless a quorum is present.

**59.2** The quorum for a Board meeting is the presence (in person or as allowed under rule 58) of a majority of the Board members holding office.

**59.3** If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting -

**59.3.1** in the case of a special meeting - the meeting lapses;

**59.3.2** in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 56.

## 60. Voting

**60.1** On any question arising at a Board meeting, each committee member present at the meeting has one vote.

**60.2** A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.

**60.4** If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

**60.5** Voting by proxy is not permitted.

## 61. Conflict of Interest

**61.1** A Board member who has a material or personal interest in a matter being considered at a Board meeting must declare a conflict of interest at the Board meeting.

**61.2** The member

**61.2.1** must not be present while the matter is being considered at the meeting; and

**61.2.2** must not vote on the matter.

**Note:** Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

**61.3** This rule does not apply to a material or personal interest

**61.3.1** that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

**61.3.2** that the member has in common with all, or a substantial proportion of, the members of the Association.

## 62. Minutes of Meeting

**62.1** The Board must ensure that minutes are taken and kept of each Board meeting.

**62.2** The minutes must record the following:

**62.2.1** the names of the members in attendance at the meeting;

**62.2.2** the business considered at the meeting;

**62.2.3** any resolution on which a vote is taken and the result of the vote;

**62.2.4** any conflict of interest disclosed under rule 61.

## Part 6: Committee of Management

## **63. General Manager**

**63.1** The General Manager is responsible for the day to day operations of the organisation.

**63.2** The General Manager shall report to the Board and assist in the execution of the Board's strategic plan.

**63.3** Where practical, the General Manager must attend board meetings as a representative of the Committee of Management.

## **64. General Manager Vacancy**

**64.1** If or when the General Manager position becomes vacant the Board shall appoint a new General Manager.

**64.2** The position of General Manager will be advertised to all members.

**64.3** Applications shall remain open for at least fourteen (14) days.

**64.4** Interviews must be held with a panel made up of -

**64.4.1** Board Member's;

**64.4.2** For as long as funding is provided by RUSU and SSAF, a RUSU representative must be present at the General Manager Interviews; and  
and they shall all have one (1) casting vote in the final decision.

**64.4** The successful applicant is to be informed within seven (7) days of the decision being made.

## **65. General Manager Eligibility**

**65.1** To be eligible to apply for the position of General Manager, the person must have been a member of Association for a minimum of three (3) months prior to their application.

## **66. General Manager's Term**

**66.1** The term of the appointed General Manager may be determined by the board.

## **67. General Manager Resignation**

**67.1** If the General Manager wishes to resign they must submit a letter of resignation to the Secretary.

**67.2** A minimum of three weeks (21 days) notice is required.

**67.3** In the case that the role is not filled by the time of the Manager's last day, the Board will be required to find a temporary replacement until it is filled.

## **68. General Manager Termination**

**68.1** The General Manager position can be terminated by a motion of no confidence.

**68.1.1** Three quarters (75%) of Board must vote no confidence.

## **69. Committee of Management Vacancies**

**69.1** If or when a Manager position becomes vacant the General Manager shall appoint a new Manager.

**69.2** The Manager position will be advertised to all members.

**69.3** Applications shall remain open for fourteen (14) days.

**69.4** Interviews must be held with a panel made up of -

**69.4.1** at least one (1) Board Member representative;

**69.4.2** for as long as funding is provided by RUSU and SSAF, a RUSU representative must be present at the interviews; and

**69.4.3** the General Manager

and they shall all have (1) casting vote in the final decision.

**69.5** The final decision must be approved by the Board.

**69.6** The successful applicant is to be informed within seven (7) days of the decision being made.

## **70. Committee of Management Resignation**

**70.1** If a Committee of Management Member wishes to resign they must submit a letter of resignation to the General Manager.

**70.2** A minimum of two (2) weeks notice is required.

**70.3** Following the submission of a resignation letter the General Manager is to inform the board as soon as is practical.

**70.4** In the case that the role is not filled by the time of the Manager's last day, the Board will be required to find a temporary replacement until it is filled.

## **Part 7: Financial Matters**

### **71. Source of Funds**

**71.1** The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### **72. Establishment of a Public Fund**

**72.1.** 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 Association's objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

**72.2.** The fund will be administered by the Association's Board.

**72.3.** No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

**72.4.** 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 fund, authority or institution to 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.

**72.5.** Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

## **73. Management of Funds**

**73.1** The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

**73.2** Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

**73.3** The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

**73.4** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 board members.

**73.5** All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

**73.6** With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **74. Financial Records**

**74.1** The Association must keep financial records that

**74.1.1** correctly record and explain its transactions, financial position and performance; and

**74.1.2** enable financial statements to be prepared as required by the Act.

**74.2** The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

**74.3** The Treasurer must keep in his or her custody, or under his or her control

**74.3.1** the financial records for the current financial year; and

**74.3.2** any other financial records as authorised by the Board.

## **75. Financial Statements**

**75.1** For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

**75.2** Without limiting 75.1, those requirements include -

**75.2.1** the preparation of the financial statements;

**75.2.2** if required, the review or auditing of the financial statements;

**75.2.3** the certification of the financial statements by the Board;

**75.2.4** the submission of the financial statements to the annual general meeting of the

Association;

**75.2.5** the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## Part 7: General Matters

### 76. Notice Requirements

**76.1** Any notice required to be given to a member or a board member under these Rules may be given -

**76.1.1** by handing the notice to the member personally; or

**76.1.2** by sending it by post to the member at the address recorded for the member on the register of members; or

**76.1.3** by email or electronic transmission.

**76.2** 76.1 does not apply to notice given under rule 57.

**76.3** Any notice required to be given to the Association or the Board may be given -

**76.3.1** by handing the notice to a member of the Board; or

**76.3.2** by sending the notice by post to the registered address; or

**76.3.3** by leaving the notice at the registered address; or

**76.3.4** by email to the email address of the Association or the Secretary;

**76.3.5** if the Committee determines that it is appropriate in the circumstances -

**76.3.5.1** by electronic transmission or phone number of the Association.

### 77. Custody and Inspection of Books and Records

**77.1** Members may on request inspect free of charge—

**77.1.1** the register of members;

**77.1.2** the minutes of general meetings;

**77.1.3** subject to subrule 77.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

**77.2** The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

**77.3** The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

**77.4** Subject to 77.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

**77.5** For purposes of this rule - relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following

**77.5.1** its membership records;

**77.5.2** its financial statements;

**77.5.3** its financial records;

**77.5.4** records and documents relating to transactions, dealings, business or property of the Association.

## **78. Winding up**

**78.1** The Association may be wound up voluntarily by special resolution.

**78.2** In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

**78.3** Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

**78.4** The body to which the surplus assets are to be given must be decided by special resolution.

**-Ends -**