

RULES

Good News Broadcasters Incorporated

(Adopted 24 October 2017)

Tabled at Annual General Meeting 24th October 2017
Signed for identification

Michael Petrossian – Chairperson

Contents

1. Interpretation.....	3
2. Name	3
3. Objects	4
4. Statement of Faith	4
5. Not-for-profit body	4
6. Church liaison	5
7. Membership.....	6
8. Membership fee	7
9. When membership ceases.....	7
10. Suspension of or expulsion from membership.....	7
11. Registers of members and office-holders	8
12. Board of Management.....	9
13. Retirement or removal of Board members	10
14. Vacancies on the Board of Management	10
15. Functions of the Board of Management	10
16. Meetings of the Board of Management	10
17. Committees	12
18. Validity of proceedings and acts	13
19. Annual general meetings	13
20. Special general meetings.....	13
21. Quorum at general meetings	14
22. Notice of general meetings	14
23. Conduct of general meetings	14
24. By-laws	16
25. Alteration of rules.....	16
26. Common seal.....	16
27. Funds and accounts.....	16
28. Custody, retention and inspection of documents.....	17
29. Financial year	18
30. Dissolution of Association	18
31. Public Fund clause.....	18
32. Dispute resolution procedure	19
33. Mediation	20

1. Interpretation

In these rules, unless the contrary intention appears:

- a) “Board meeting” means the meeting referred to in rule 16.
- b) “Board member” means person referred to in rule 12(b).
- c) “general meeting” means an annual general meeting referred to in rule 19 or a special general meeting convened under rule 20.
- d) “member” means a member of the Association, and “corporate member” means a member that is a company, incorporated association or other body corporate.
- e) “ordinary resolution” means a resolution other than a special resolution.
- f) “special resolution” means a resolution that must be passed by a majority of not less than three-fourths.
- g) “the Act” means the Associations Incorporation Act 2015.
- h) “the Association” means Good News Broadcasters Incorporated.
- i) “the Chairperson” means:
 - i. in relation to the proceedings at a Board meeting or general meeting, the person presiding; and
 - ii. otherwise than in relation to the proceedings referred to in paragraph (i), the person referred to in rule 12(e)(i), or if that person is unable to perform their function, the Deputy Chairperson.
- j) “the Board” means the Board of Management of the Association referred to in rule 12.
- k) “the Secretary” means the Secretary referred to in rule 12(e)(iii).
- l) “the Treasurer” means the Treasurer referred to in rule 12(e)(iv).
- m) “the Deputy Chairperson” means the Deputy Chairperson referred to in rule 12(e)(ii).
- n) “absentee vote” means a vote by a member who is not present in person at a members’ meeting, in a voting format as prescribed by the Board from time to time.
- o) “dispute” means a dispute between members, or between one or more members and the Association.
- p) References to “writing” include electronic communication by methods that are in common use.
- q) References to a “person” include individual persons, companies, incorporated associations and other bodies corporate.

2. Name

The name of the Association shall be “Good News Broadcasters Incorporated”.

3. Objects

The objects for which the Association is established are:-

- a) To establish, acquire, maintain and operate a public station broadcasting, by radio and electronic media, good quality music, including sacred music, matters of general interest and news to the community and abroad.
- b) To encourage the appreciation of moral and Christian values and to promote such community interests as will be for the common good of all.
- c) To hold a licence under the provisions of the Broadcasting Services Act 1992 of the Commonwealth of Australia.
- d) To investigate and, where appropriate, establish or acquire, maintain and operate additional media for the distribution of content in keeping with the objectives in rules 3(a) and 3(b).

4. Statement of Faith

The Bible is the divinely inspired and authoritative Word of God and the apostolic Faith as expressed in the Apostles Creed, as follows:

I believe in God, the Father Almighty, creator of heaven and earth.

I believe in Jesus Christ, God's only Son, our Lord, who was conceived by the Holy Spirit, born of the Virgin Mary, suffered under Pontius Pilate, was crucified, died and was buried; He descended to the dead. On the third day He rose again, He ascended into heaven; He is seated at the right hand of the Father, and He will come to judge the living and the dead.

I believe in the Holy Spirit, the holy catholic Church, the communion of saints, the forgiveness of sins, the resurrection of the body, and the life everlasting.

5. Not-for-profit body

- a) The property and income of the Association must be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those objects.
- b) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (c).
- c) Subject to subrule (d), a payment to a member out of the funds of the Association is authorised if it is:
 - i. the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - ii. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the rate charged on overdrafts of up to \$50,000 by the Association's bankers; or

- iii. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
- d) No payment may be made pursuant to subrule (c) to a person who is a Board member unless:
 - i. it is a payment for out-of-pocket expenses for travel or accommodation in connection with the person's functions as a Board member; or
 - ii. the payment is authorised by a resolution of the Association.

6. Church liaison

- a) The Association is to adopt a process to ensure that the Association maintains an active relationship and channel of communication with each Christian denomination or church that indicates support for the Association, to ensure that the Association is kept informed of:
 - i. feedback on programming or other matters;
 - ii. ways to actively encourage bonding between churches and the Association;
 - iii. ways to encourage local church financial support for the Association;
 - iv. the availability of opportunities to extend relationships between the Association and churches;
 - v. information on any available expertise within churches that would be relevant and valuable to the Association;
 - vi. the availability of suitable interviewees either in or visiting the listening area; and
 - vii. indications of interest from local country Christian groups seeking to obtain a community broadcasting licence.
- b) Further objectives of the church liaison process are:
 - i. for participants in the process to support the Association by prayer and to encourage the local church assemblies to do so; and
 - ii. to generally liaise with the Christian community to ensure as far as possible that the needs of the public at large, relevant to the activities of the Association, are brought to the attention of the Association.
- c) The Chief Executive Officer will be responsible for implementing the process referred to in rule 6(a) and must:
 - i. provide the Board annually with a description of the process as currently in operation; and
 - ii. report to the Board on church liaison activities at least quarterly.

7. Membership

- a) An application for membership of the Association shall be made in writing signed by the applicant. The form of application shall include a declaration that the applicant accepts the Association's Statement of Faith as set out in rule 4, and shall otherwise be in such form as the Board from time to time prescribes.
- b) An application for membership must be accompanied by payment of the current annual membership fee.
- c) An organisation, church or other body may apply for membership under the same terms and conditions as for an individual.
- d) The Board shall consider each application for membership. The application must be accepted unless:
 - i. it fails to comply with the foregoing provisions of this rule 7; or
 - ii. the Board is satisfied that the applicant has acted or is likely to act in a manner which is incompatible with the objects set out in rule 3 or the values referred to in rule 3(b), or is detrimental to the interests of the Association.
- e) Where the Board decides to reject an application for membership on one of the grounds set out in subrule (d), the Board must give the applicant written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- f) A person whose application for membership is rejected may, within 14 days after receiving notice of the Board's decision under subrule (e), give written notice to the Secretary requesting the appointment of a mediator under rule 33.
- g) If notice is given under subrule (f), the person who gives the notice and the Board are the parties to the mediation.
- h) If a person whose application for membership has been rejected does not wish to request the appointment of a mediator or is not satisfied with the outcome of mediation under rule 33, that person (the **Applicant**) may appeal to the Association at a general meeting by lodging with the Secretary a notice to that effect (an **Appeal Notice**) within 28 days after receiving notice of the Board's decision under subrule (e) or within 28 days after termination of the mediation, as the case may require.
- i) An Appeal Notice may, but need not, be accompanied by a statement of the grounds on which the Applicant intends to rely for the purposes of the appeal.
- j) On receipt of an Appeal Notice, the Secretary must notify the Board, which is to convene a special general meeting under rule 20 within 28 days after the date when the Secretary received the Appeal Notice.
- k) At a special general meeting convened under subrule (j):
 - i. no business other than the question of the appeal is to be considered;
 - ii. the Board and the Applicant must be given the opportunity to state their respective cases orally or in writing; and
 - iii. the members present are to vote by secret ballot on the question of whether the Applicant should be admitted as a member.

- l) The decision of the members by majority at the special general meeting shall be a final determination of the Applicant's application, and the Board must give effect to that decision. The Secretary must inform the Applicant of the decision as soon as practicable after the meeting.

8. Membership fee

- a) The annual membership fee shall be such sum as the Board shall from time to time determine.
- b) The membership fee shall be due and payable annually in advance, on the anniversary of the date when the relevant membership commenced.

9. When membership ceases

- a) A person ceases to be a member when any of the following takes place:
 - i. the person resigns from the Association by giving written notice of resignation to the Secretary (which will take effect when the Secretary receives the notice, or at any later time specified in the notice);
 - ii. for a member who is an individual, the individual dies;
 - iii. for a corporate member, the corporate member is wound up; or
 - iv. the person is expelled from membership under rule 10.
- b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
 - i. the date on which the person ceased to be a member; and
 - ii. the reason why the person ceased to be a member.

10. Suspension of or expulsion from membership

- a) The Board may decide to suspend a member's membership or to expel a member from the Association if the member:
 - i. contravenes any of these rules;
 - ii. acts detrimentally to the interests of the Association; or
 - iii. has subscription fees in arrears for a period of 4 months or more.
- b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- c) The notice given to the member must state:
 - i. when and where the Board meeting is to be held;

- ii. the grounds on which the proposed suspension or expulsion is based; and
 - iii. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- d) At the Board meeting, the Board must:
- i. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - ii. give due consideration to any submissions so made; and
 - iii. decide whether or not to expel the member from the Association or suspend the member's membership, and in the case of a suspension determine the period of suspension.
- e) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- f) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- g) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule (f), give written notice to the Secretary requesting the appointment of a mediator under rule 33.
- h) If notice is given under subrule (g), the member who gives the notice and the Board are the parties to the mediation.
- i) During the period a member's membership is suspended, the member loses any rights (including voting rights) arising as a result of membership.
- j) When a member's membership is suspended, the Secretary must record in the register of members —
- i. that the member's membership is suspended; and
 - ii. the date on which the suspension takes effect; and
 - iii. the period of the suspension.
- k) When the period of suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

11. Registers of members and office-holders

- a) In accordance with section 53 of the Act, the Board shall cause a register to be kept in which shall be entered the names and residential and/or email addresses of all persons admitted to membership of the Association and the date of their admission.
- b) In accordance with section 58(2) of the Act, the Association shall cause a register to be kept in which shall be entered the names and residential, business or email addresses of the persons who are members of the Board of Management, and any

other persons who are authorised under rule 26 to countersign instruments to which the Common Seal is affixed.

12. Board of Management

- a) There shall be a Board of Management who shall administer the affairs of the Association.
- b) The Board shall consist of not more than eight persons comprising the following:
 - i. The Chief Executive Officer or authorised delegate.
 - ii. Up to 7 persons elected to the Board by the members of the Association at the Annual General Meeting or appointed under rule 14 provided that at no time shall the Board include among its elected members more than 3 members having the same denominational affiliation.
- c) The term of office for members of the Board shall be 3 years.
- d) At the end of their term of office members of the Board shall be eligible for re-election.
- e) At the first meeting of the Board of Management after the annual general meeting each year the members of the Board shall elect:
 - i. a Chairperson;
 - ii. a Deputy Chairperson;
 - iii. a Secretary; and
 - iv. a Treasurer.
- f) The members of staff of the Association shall not be eligible for election or appointment to the Board except as provided for in rule 12(b)(i) above.
- g) The election of members of the Board shall take place in the following manner:
 - i. Any financial member of the Association shall be at liberty to nominate any other member to serve as a member of the Board.
 - ii. The nomination, which shall be in writing and signed by the member proposed and seconded by a financial member, shall be lodged with the Secretary at least 28 days before the annual general meeting at which the election is to take place.
 - iii. No nomination shall be required for members of the Board who are retiring and, being eligible, are seeking re-election, nor for persons standing for election under rule 14(b).
 - iv. A list of the candidates' names in alphabetical order, with (where applicable) the proposer's and seconder's names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.
 - v. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

- vi. To be eligible as a member of the Board the applicant must first give to the Board a written submission of his or her acceptance of the Statement of Faith contained in rule 4.

13. Retirement or removal of Board members

- a) Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary. The resignation shall take effect at the time notice is received by the Secretary unless a later date is specified in the notice, in which case the resignation shall take effect on that later date.
- b) A Board member may be removed from office by an ordinary resolution passed at a general meeting of the Association where that Board member shall be given the opportunity to fully present their case.

14. Vacancies on the Board of Management

- a) The Board shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Board until the next annual general meeting at which an election of the members of the Board is held.
- b) In the event of the retirement for any reason or death of a Board member during his or her term of office the Board may appoint any member of the Association to fill that casual vacancy until the next annual general meeting at which time that person shall be eligible to stand for election as a Board member in their own right.
- c) The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if, and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the numbers of members of the Board to that number or summoning a general meeting of the Association, but for no other purpose.

15. Functions of the Board of Management

Except as otherwise provided by these rules, the Board:

- a) shall have the general control and management of the administration of the affairs, property and funds of the Association;
- b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent; and
- c) may exercise all the powers of the Association.

16. Meetings of the Board of Management

- a) The Board shall meet as regularly as deemed necessary to exercise its functions.
- b) A special meeting of the Board shall be convened by the Secretary on the requisition

in writing signed by one third of the members of the Board, which requisition shall clearly state the reason why the special meeting is being convened and the nature of business to be discussed at the special meeting.

- c) Not less than 14 days' notice shall be given by the Secretary to Board members of any special Board meeting. Such notice shall clearly state the date, time, place and the nature of business to be discussed. This period of notice may be waived if three-fourths of the members of the Board are in agreement and so record in the minutes of that meeting.
- d) At every Board meeting a simple majority of Board members for the time being shall constitute a quorum.
- e) Subject to the foregoing provisions of this rule, the Board may meet and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes for and against, the question shall be deemed to be decided in the negative.
- f) A Board member who has a material personal interest in a matter being considered by the Board (not being an interest arising only as an employee of the Association, or a member of the class of persons for whose benefit the Association is established):
 - i. must immediately upon becoming aware of that interest, disclose the nature and extent of the interest to the Board as required by section 42(1) of the Act; and
 - ii. must disclose the nature and extent of the interest to the next general meeting of the Association, as required by section 42(2) of the Act; and
 - iii. must not be present while the matter is being considered by the Board at a meeting, or vote on the matter.
- g) The Chairperson shall preside at every Board meeting or if at any meeting he or she is not present within 10 minutes after the time appointed for holding the meeting, the Deputy Chairperson shall be the Chairperson and failing him or her so acting the members may choose one of their number to be Chairperson of the meeting.
- h) If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of Board members shall lapse. In any other case it shall stand adjourned to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- i) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- j) A Board member who participates in a Board meeting as allowed under the previous subrule is taken to be present at the meeting and, if the Board member votes at the meeting, the Board member is taken to have voted in person.
- k) The Board must ensure that minutes are taken and kept of each Board meeting, recording:
 - i. the names of the Board members present at the meeting;

- ii. the name of any person attending the meeting by invitation;
 - iii. the business considered at the meeting;
 - iv. any motion on which a vote is taken at the meeting and the result of the vote; and.
 - v. any declaration of material personal interest made pursuant to subrule (f) and section 42(1) of the Act.
- l) The minutes of a Board meeting must be entered in the Association's minute book within 75 days after the meeting is held or within 7 days after the next Board meeting is held, whichever is earlier.
- m) The Chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by:
- i. the Chairperson of the meeting; or
 - ii. the Chairperson of the next Board meeting.
- n) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
- i. the meeting to which the minutes relate was duly convened and held; and
 - ii. the matters recorded as having taken place at the meeting took place as recorded; and
 - iii. any appointment purportedly made at the meeting was validly made.
- o) A resolution in writing signed by all Board members for the time being entitled to receive notice of a Board meeting shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Board members.

17. Committees

- a) The Board may delegate any of its powers to one or more committees consisting of such members of the Board, other members of the Association, or other appropriately qualified persons as the Board thinks fit. Any committee so formed:
- i. shall in the exercise of the powers to delegate conform to any regulation that may be imposed on it by the Board; and
 - ii. may be disbanded by the Board.
- b) The Board shall nominate the Chairperson of any committee and that person shall chair meetings of that committee. If at any meeting the nominated Chairperson is not present within 10 minutes after the time appointed for the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- c) A committee may meet and adjourn as it thinks proper. Unless otherwise specified by the Board the role of each Committee is an advisory one and the conclusions reached and any recommendations made shall be passed on to the Board for final decision.

18. Validity of proceedings and acts

The acts of the Board or a committee, or of a Board member or member of a committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a committee.

19. Annual general meetings

- a) The annual general meeting of the Association shall be held within 6 months after the end of the financial year, at a time and place determined by the Board.
- b) The business to be transacted at every annual general meeting shall be:
 - i. Receiving the Board's report, and the audited financial reports and balance sheet of the Association for the preceding financial year.
 - ii. Receiving the auditor's report on the books and accounts for the preceding financial year.
 - iii. The appointment of an auditor.
 - iv. Elections to the Board.
 - v. General business, 28 days' notice of which has been given to the Secretary.

20. Special general meetings

- a) The Board may convene a special general meeting.
- b) The Board must convene a special general meeting:
 - i. if required under rule 7(j); or
 - ii. if at least 20% of the members require a special general meeting to be convened.
- c) The members requiring a special general meeting to be convened under subrule (b)(ii) must:
 - i. make the requirement by written notice given to the Secretary;
 - ii. state in the notice the business to be considered at the meeting; and
 - iii. each sign the notice.
- d) The special general meeting required under subrule (b)(ii) must be convened within 28 days after notice is given under subrule (c)(i).
- e) If the Board does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- f) A special general meeting convened by members under subrule (e):
 - i. must be held within 3 months after the date the original requirement was made; and

- ii. may only consider the business stated in the notice by which the requirement was made.
- g) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (e).

21. Quorum at general meetings

- a) At any general meeting a quorum shall be either 20 members or 25% of the total number of members, whichever is the lesser.
- b) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule:
 - i. “member” includes a person attending as representing a corporate member; and
 - ii. where absentee votes are permitted, a member who has cast an absentee vote on any of the resolutions before the meeting is taken to be present.
- c) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the Board members shall lapse. In any other case it shall stand adjourned to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- d) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting 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. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

22. Notice of general meetings

- a) The Secretary shall convene all general meetings of the Association by giving not less than 14 days’ notice of any such meeting to all members of the Association by email or prepaid mail.
- b) Notice of a general meeting shall clearly state the day, date, time and place of the meeting and the nature of the business to be discussed.

23. Conduct of general meetings

Unless otherwise provided by these rules, at every general meeting:

- a) The Chairperson shall preside or in his or her absence the Deputy Chairperson or if neither of them is present within 15 minutes after the time appointed for the holding of the meeting or if neither though present is willing to act, then the members present

shall elect one of their number to be Chairperson of the meeting.

- b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- c) Every question, matter or resolution shall be decided by a simple majority of votes of the members present, except special resolutions which shall be decided by a three fourths majority.
- d) Every financial member shall be entitled to one vote. A member is deemed to be unfinancial if his or her membership fees are more than one month in arrears at the date of the close of business for the agenda.
- e) Voting shall be by show of hands except for elections to the Board which shall be by secret ballot. The Chairperson shall appoint 2 members to conduct the secret ballot in such manner as he or she shall determine.
- f) Every person present who is a member or a representative of a corporate member shall have one vote on a show of hands or on a secret ballot.
- g) The instrument appointing a corporate representative shall be in writing, either under seal of the corporate member or under the hand of an officer or attorney duly authorised, and in the following form or a form as near to that form as circumstances permit:

FORM OF AUTHORITY

(Corporate body)..... of (address)..... being a paid up member of Good News Broadcasters Inc., hereby appoint..... of..... as our representative to vote for it on its behalf at the (annual) general meeting of the Association, to be held on the..... day of..... (month)..... (year) and at any adjournment thereof.

Signature :.....Secretary/Director

This form is to be used

* in favour of the resolution

* against the resolution

* *Strike out whichever is not desired.* (Unless otherwise instructed, the representative may vote as he thinks fit.)

- h) A corporate representative may, but need not, be a member of the Association.
- i) The instrument appointing a corporate representative shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- j) The Secretary or another person authorised by the Board shall cause minutes of every general meeting to be taken and entered into a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting provided that the minutes of any annual general meeting shall be signed by the Chairperson of that

meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

- k) The Board may permit absentee voting and define the format thereof for general meetings to determine a question, matter or resolution. The notice convening a meeting where absentee voting on a resolution is to be permitted must include all relevant information relating to the members' decision on that resolution. Documentation supporting each absentee vote shall be in the possession of the Secretary prior to the commencement of the meeting at which the vote is to be cast.

24. By-laws

- a) The Board may from time to time make, amend or repeal by-laws not inconsistent with these rules, for the internal management of the Association.
- b) Any by-law may be set aside by a general meeting of members.
- c) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- d) Without limiting subrule (c), a by-law may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under the Act.
- e) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

25. Alteration of rules

These rules may be amended, rescinded, or added to from time to time only by a special resolution carried at any general meeting and by compliance in all other respects with Part 3 Division 2 of the Act.

26. Common seal

The Board may provide for a common seal and for its safe custody. If the Association has a Common Seal, it shall only be used by the authority of the Board and a resolution must be recorded in the minutes of a Board meeting authorising or ratifying the affixing of the Seal to any document. Every instrument to which the Seal is affixed shall be signed by a Board member and shall be countersigned by the Secretary or by a second Board member or by some other person appointed by the Board for the purpose.

27. Funds and accounts

- a) The funds of the Association shall be banked in the name of the Association in such bank accounts as the Board may from time to time direct.
- b) Adequate records of all income and expenditure shall be kept and maintained, in

written, printed or electronic form in the English language to correctly record the transactions, financial position and financial performance of the Association and to enable full and adequate reporting as required from time to time on the financial affairs of the Association.

- c) All moneys shall be banked as soon as practicable after receipt.
- d) All amounts apart from disbursements from petty cash shall be paid by cheque or electronic fund transfer, or by any other method introduced into normal business practice, signed by any 2 persons of those authorised from time to time by the Board to do so.
- e) All expenditure shall be in accordance with Board policy as determined from time to time.
- f) As soon as practicable and not later than 4 months after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
 - i. the income and expenditure for the financial year just ended, and
 - ii. a balance sheet as at the close of the year.
- g) All such statements shall be examined by the auditor who must be a registered company auditor under the *Corporations Act 2001* (Cth). The auditor shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

28. Custody, retention and inspection of documents

- a) The Board shall provide for the safe custody of books, of original entry documents, instruments of title and securities of the Association.
- b) The financial records and other books and records of the Association must be retained for at least 7 years.
- c) Any member may, by contacting the Secretary to make the necessary arrangements, inspect:
 - i. the register of members kept under rule 11(a) and section 53(1) of the Act; or
 - ii. the register of office-holders and other persons authorised to act on behalf of the Association, kept under rule 11(b) and section 58(2) of the Act; or
 - iii. the minutes of general meetings and all documents produced for or tabled at general meetings, including audited financial reports and balance sheets; and
 - iv. subject to subrule (e), the minutes of Board meetings.
- d) The inspection must be free of charge.
- e) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- f) Subject to subrule (h), the member may make a copy of or take an extract from a record or document referred to in subrule (c) but does not have a right to remove the

record or document for that purpose.

- g) The member must not use or disclose information in a record or document referred to in subrule (c) except for a purpose:
 - i. that is directly connected with the affairs of the Association; or
 - ii. that is related to complying with a requirement of the Act.
- h) A member who makes a request to take a copy of or take an extract of the register of members, or to obtain a copy of the register of members under section 56 of the Act, must first provide the Secretary with a statutory declaration setting out the purpose for which the request is made and declaring that the purpose is connected with the affairs of the Association.

29. Financial year

The financial year of the Association shall commence on 1 July in each calendar year and end on 30 June in the next calendar year.

30. Dissolution of Association

- a) A general meeting called for that specific purpose may by special resolution decide to wind up or dissolve the Association.
- b) If upon the winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act as determined by resolution of the members, provided that such association must:
 - (i) be a registered charity;
 - (ii) have similar objects to the Association;
 - (iii) be eligible to receive income tax deductible gifts, as approved by the Commissioner of Taxation; and
 - (iv) be listed on the Register of Cultural Organisations.
- c) The Board of Management shall continue in office subsequent to the decision to wind up for the purpose of giving effect to the efficient realisation of assets and the winding up of the affairs of the Association.

31. Public Fund clause

- a) The Association will establish and maintain a public fund.
- b) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as

specified by the Australian Taxation Office.

- c) The fund will be administered by a management committee or a committee of the Board, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural activities of Good News Broadcasters Inc.
- d) No monies or 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.
- e) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- f) Receipts for gifts to the public fund must state:
 - i. the name of the public fund and that the receipt is for a gift made to the public fund;
 - ii. the Australian Business Number of the Association;
 - iii. the fact that the receipt is for a gift; and
 - iv. any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997 and its successors.

32. Dispute resolution procedure

- a) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 32(a), any party to the dispute may start the dispute resolution procedure by giving written notice to the Secretary of —
 - i. the parties to the dispute; and
 - ii. the matters that are the subject of the dispute.
- c) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- d) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- e) The notice given to each party to the dispute must state —
 - i. when and where the Board meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- f) If the dispute is between one or more members and the Association, and any party to the dispute gives written notice to the Secretary stating that the party does not agree

to the dispute being determined by the Board and requesting the appointment of a mediator under rule 33, the Board must not determine the dispute.

- g) At the Board meeting at which a dispute is to be considered and determined, the Board must —
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.
- h) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- i) A party to the dispute may, within 14 days after receiving notice of the Board's determination under rule 32(g)(iii), give written notice to the Secretary requesting the appointment of a mediator under rule 33.
- j) If notice is given under rule 32(i), each party to the dispute is a party to the mediation.

33. Mediation

- a) This rule applies if notice has been given to the Secretary requesting the appointment of a mediator:
 - i. by a person whose application for membership has been rejected, under rule 7(f);
 - ii. by a member under rule 10(g); or
 - iii. by a party to a dispute under rule 32(f) or rule 32(i).
- b) The mediator must be a person chosen:
 - i. if the appointment of a mediator was requested under rule 7(f) or rule 10(g) — by agreement between the requesting person and the Board; or
 - ii. if the appointment of a mediator was requested by a party to a dispute under rule 32(f) or rule 32(i) — by agreement between the parties to the dispute.
- c) If there is no agreement for the purposes of subrule (b), then, subject to subrule (d), the Board must appoint the mediator.
- d) The person appointed as mediator by the Board:
 - i. must be a person with experience in acting as a mediator for a not-for-profit body; and
 - ii. may be a member or former member of the Association, but must not have a personal interest in the matter that is the subject of the mediation, or be biased in favour of or against any party to the mediation.
- e) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- f) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
 - g) In conducting the mediation, the mediator must:
 - i. give each party to the mediation every opportunity to be heard; and
 - ii. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - iii. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
 - h) The mediator cannot determine the matter that is the subject of the mediation.
 - i) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
 - j) Unless otherwise agreed, the costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
 - k) If:
 - i. mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 10(g); and
 - ii. as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.
-