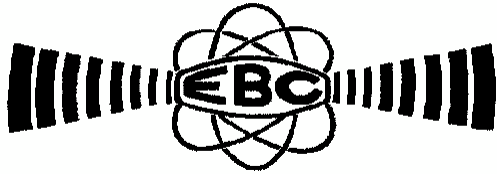




Ethnic Broadcasters' Council

Constitution



*Ethnic Broadcasters
Council
of the ACT and surrounding
Districts Inc.*

ABN 43 178 039 578

CONSTITUTION

1. NAME

The name of the Association (hereinafter called the EBC) shall be the Ethnic Broadcasters Council of the ACT and Surrounding Districts Inc.

2. OBJECTS

The primary object of EBC is to advance culture and diversity through representing community interest in radio and broadcasting. EBC also has the following objects:

- a) to promote, develop, encourage and distribute radio and electronic media programs for ethnic communities;
- b) to promote multicultural and intercultural activities and exhibitions;
- c) to encourage the members of the EBC to participate and cultivate understanding between all Australian citizens and residents;
- d) to maintain a broadcasting license;
- e) to manage a broadcasting station and to transmit programs for and/or on behalf of ethnic communities within the provisions of the Broadcasting and Television Act 1956 (as that legislation is updated from time to time) and in accordance with the code of ethics for public broadcasters as defined by the Community Broadcasting Association of Australia.

3. POWERS

For the purpose of effecting its objects, the EBC shall have the following powers:

- a) to acquire, equip, maintain, conduct and arrange on an access basis, broadcasting studio and premises for ethnic communities and other multicultural groups;

- b) to purchase, take on lease or in exchange, hire or otherwise acquire, any lands, buildings, easements or property, real and personal, and any rights or privileges; provided that in case the EBC shall take or hold any property which may be subject to any trust the EBC shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- c) to raise, borrow, invest, donate, expend, lend or advance funds;
- d) to construct, improve, maintain, develop, manage, alter or control, any houses, buildings, premises, grounds, works or conveniences;
- e) to sell, improve, manage, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the EBC;
- f) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the property or whatsoever kind sold by the EBC or any money due to the EBC from purchasers and others;
- g) to take any gift of property whether subject to any special trust or not, but subject always, to the proviso in sub-rule 2;
- h) to remunerate any person or body corporate for services rendered or to be rendered;
- i) to draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments;
- j) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the EBC by way of donations, annual subscriptions or otherwise;
- k) to print and publish any newspapers, periodicals, books or leaflets that the EBC may think desirable for the promotion of its objects;
- l) to buy, sell, and deal in all kinds of articles, commodities and provisions for members of the EBC or persons frequenting the EBC's premises;
- m) to amalgamate with, subscribe to, or become member of, any other organisation, club, or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the EBC;
- n) to enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the EBC;

- o) to administer and implement the ratified and accepted arbitration procedure when called upon by the station manager or after formal approach by a complainant;
- p) to take a producer/broadcaster off air after a serious breach of conditions not covered by rule (8); the EBC must call a special general meeting where a two third majority of all members present and voting may make such a decision;
- q) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the EBC.

4. MEMBERSHIP

Only members of the EBC with a valid Contract to Broadcast have access to broadcasting time and other facilities. A "Contract to Broadcast" is a contract between the program co-ordinator and the EBC regarding the use of the broadcasting facilities.

- 5. a) An ethnic community seeking air time to broadcast an ethnic radio program and intending to comply with these rules, may apply for membership of the EBC. This also applies to Aboriginal communities.
- b) For the purpose of this rule, an "ethnic community" is a community of persons who speak the same language (in addition to English) and/or who belong to the same origin, whether or not they also come from within the same national boundaries.
- c) Arrangements between groups within the same ethnic community for the purpose of sharing broadcasting time and other facilities are matters internal to that community.
- 6. a) Membership of the EBC may be available to a group of persons (whether belonging to the same community or not), who undertake to comply with these rules and who demonstrate, to the satisfaction of the executive committee of the EBC, their commitment and capacity to produce broadcasting programs of a multicultural nature either in English or a combination of English and some other community languages.
- b) Associate membership of the EBC is also open to any individual with demonstrated interest in complying with the spirit and provisions of the rules of EBC. Such membership will carry a nominal membership fee to be determined by EBC and shall entitle the associate members to attend full EBC, general and special meetings with speaking rights.
- c) Membership of the EBC is also open to formal corporate and non-incorporate organisations (other than ethnic communities) who support the spirit and provisions of these rules in form of an institutional membership.

7.
 - a) Any ethnic community having a radio program shall formally and in writing accredit two (2) delegates with full voting rights to the EBC. One of these delegates must be a current broadcaster of that community's program.
 - b) Any group regularly producing a multicultural program shall be entitled to accredit one voting member to the EBC.
 - c) Associate members shall have not voting rights.
 - d) Institutional members will be represented by one delegate with full voting rights.
8. An Applicant may be rejected or a member taken off air or lose membership if:
 - a) There are reasonable grounds to believe that the applicant/member would not abide by the rules and objectives of EBC; or
 - b) Required by law; or
 - c) The applicant/member has been convicted of an indictable offence; or
 - d) There are reasonable grounds to believe that the applicant/member would not abide by the Community Broadcasting Code of Practice; or
 - e) There are reasonable grounds to believe that the applicant/member would pose a security risk to the members, property or premises of the EBC.
9.
 - a) An ethnic community or group of persons or individual belong to an ethnic group whose application for membership has been rejected or a producer/broadcaster has been suspended, shall be notified within fourteen (14) days in writing giving the reasons for the decision and may lodge with the secretary written notice of their intention to appeal against the decision of the executive committee.
 - b) The appeal shall be considered at a general meeting to be held not earlier than twenty-one (21) days and not later than thirty-one (31) days after service of the notice. At such meeting, the appellant shall be given the opportunity to fully present his case and the executive committee or those members thereof who rejected the appellant's application, shall likewise have the opportunity to present its or their case. The general meeting shall determine the appeal by a simple majority of votes and its decision shall be final.
10. A member may resign from the EBC by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary, unless a later date is specified in the notice, when it shall take effect on that later date.
11. The EBC shall not intervene or be involved in dispute resolution regarding personal

matters between members, or matters and issues internal to a particular ethnic or language community.

12. SUBSCRIPTION

- a) There shall be an annual subscription fee for the three categories of the membership as determined by a two-thirds majority at an Annual General Meeting.
- b) The annual subscription fee shall be payable at such time and in such manner as determined from time to time by the executive committee.

13. EXECUTIVE COMMITTEE

The administration of the affairs of the EBC shall be managed by an executive committee, which shall consist of:

- a) President
- b) Two Vice Presidents
- c) Secretary and Assistant Secretary
- d) Treasurer and Assistant Treasurer
- e) Two General Committee Members

- 14.** The executive committee shall be elected at the Annual General Meeting and shall hold office for twelve (12) months.

- 15.** a) At the Annual General Meeting, all members of the executive committee for the time being, shall retire from office but shall be eligible, upon nomination, for re-election.

b) The election of members of the executive committee shall take place in the following manner:

- (i) Any two voting representatives shall be at liberty to nominate any other voting representative to serve on the executive committee.
- (ii) The nomination, which shall be in writing and signed by the nominee and his proposer and seconder, shall be lodged with the secretary at least three (3) days before the Annual General Meeting.
- (iii) Should, at the commencement of such meeting, there be insufficient number of candidates nominated, nominations may be taken from the floor at the meeting.

- 16.** Any member of the executive committee may resign from the executive committee at any time, by giving notice in writing to the secretary, but such resignation shall take effect at the later of (a) the time such notice is received by the secretary

or (b) the date specified in the notice. Any member may be removed from office at a general meeting of the EBC, where that member shall be given the opportunity to fully present its case. The question of removal shall be determined by the vote of the members present at such a general meeting.

- 17.** a) The executive committee shall have power at any time to appoint any member of the EBC to fill any casual vacancy on the executive committee until the next Annual General Meeting.
- b) The continuing members of the executive committee may act notwithstanding any casual vacancy in the executive committee 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 executive committee, the continuing member or members may act for the purpose of increasing the number of members of the executive committee to that number or of summoning a general meeting of the EBC but for no other purpose.
- 18.** a) Except as otherwise provided by these rules and subject to resolutions of the members of the EBC carried at any general meeting, the executive committee;
- (i) shall have the general control and management of the administration of the affairs, property and funds of the EBC;
 - (ii) shall have authority to interpret the meaning of these rules and any matter relating to the EBC on which these rules are silent;
 - (iii) shall appoint sub-committees which may include EBC members not serving on the executive. All sub-committees must be chaired by an executive member with the president holding ex-officio positions on all such committees. These committees must report and make proposals to the executive. Action on any proposal can only be taken after executive approval. Major decisions must be ratified by full executive committee.
 - (iv) shall co-opt members to the executive when necessary. Such co- options can only take place with the approval of two-thirds of the executive and must be reported to the next general meeting for ratification.
- b) The executive committee may exercise all the powers of the EBC as provided in Rule 3.
- 19.** The executive committee shall meet at least six (6) times a year.

20. VOTING

Unless otherwise provided, voting shall be by the simple majority system and in the event of equal voting at any meeting, the president, or in their absence the person presiding at the time, shall have the casting vote.

21. GENERAL AND ANNUAL GENERAL MEETINGS

- a) A general meeting shall be held quarterly or when called by the executive committee, or if required by at least ten (10) members.
- b) The Annual General Meeting shall be held no later than five (5) months after the end of EBC's Financial Year as stated in clause 25.

22. Any general meeting of the EBC shall have the power to determine the policy and the arbitration procedure of the EBC, which shall not be inconsistent with these rules, by passing resolutions binding on all members of the EBC and office-bearers of the executive committee. Such a policy or arbitration procedure may only be repealed, amended or varied by a subsequent resolution passed by a general meeting.

23. NOTICE OF MEETINGS

At least seven (7) clear days' notice shall be given of all meetings of the EBC and the executive committee of the EBC.

24. QUORUM

- a) At general meetings, at least twenty five (25) percent of the total number of members shall constitute a quorum.
- b) At executive committee meetings four (4) members shall constitute a quorum.

25. FINANCIAL YEAR

The financial year of EBC is the period beginning on 1 July in each year and ending on 30 June of the following year.

26. FUNDS

All funds of EBC shall be banked and the account shall be operated by the treasurer, and one of the office bearers. For avoidance of doubt, the funds of the gift fund shall be banked separately in accordance with Rule 31.

27. AUDITORS

One auditor, not being a member of the executive committee shall be appointed annually and shall examine the records and accounts of EBC.

28. THE SEAL

There shall be a seal of the EBC. The seal shall be in the custody of the secretary

and shall be used only by the authority of the executive committee.

29. PUBLIC OFFICER

The executive committee shall from time to time as the occasion requires appoint a public officer for the purposes of the *Associations Incorporation Act 1991* of the ACT.

30. APPLICATION OF RULES REGARDING GIFT FUND

Rules 30 – 33 shall only apply and be binding on EBC if the executive committee resolves that the EBC shall apply to be an entity endorsed as a deductible gift recipient, and the EBC is endorsed as a deductible gift recipient by the Australian Taxation Office.

31. GIFT FUND

- a) The EBC shall establish a Gift Fund, called the “EBC ACT Gift Fund”.
- b) The EBC will maintain a separate account for the Gift Fund:
 - (i) to which Gifts and Deductible Contributions are made or credited;
 - (ii) to which any money received because of those Gifts or Deductible Contributions (including the income the investment of all or part of the Gift Fund) are credited;
 - (iii) that does not receive any other money or property other than those belonging to a category listed above; and
 - (iv) complies with division 30 of the *Income Tax Assessment Act 1997* (Cth) (**the ITAA**).
- c) The EBC will establish and maintain clear accounting procedures for the Gift Fund.

32. MANAGEMENT OF GIFT FUND

- a) Funds, gifts and any money received because of such gifts in the Gift Fund must only be used for advancing the charitable objects of the EBC.
- b) The EBC may use the Gift Fund to pay for reasonable costs and expenses expressly relating to the administration of the Gift Fund.
- c) Any and all monies and contributions paid to the EBC as tax deductible gifts shall be under the control of the executive committee and shall be deposited in a Gift Fund account.
- d) If money or property is incorrectly made or credited to the Gift Fund, the

money or property must be removed from the Gift Fund as soon as practicable.

- e) The EBC must keep appropriate records of the Gift Fund in accordance with the ITAA:
- f) Receipts for Gifts and Deductible Contributions to the Gift Fund must state:
 - (i) the name of the Gift Fund, the name of EBC, the donor, and the amount gifted;
 - (ii) the Australian Business Number of EBC;
 - (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 *ITAA*.

33. WINDING UP OF THE GIFT FUND

At the earliest of either:

- a) the winding up of the Gift Fund;
 - b) the revocation of the EBC's endorsement as a Deductible Gift Recipient;
- or

- c) the winding up of EBC,

any surplus assets of the Gift Fund remaining after payment of liabilities attributable to the Gift Fund shall be transferred to a fund, authority or institution:

- (i) whose Objects are similar to those in rule 2;
 - (ii) whose Constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the EBC under this constitution; and
 - (iii) to which tax deductible gifts can be made,
- as selected by members by resolution in a general meeting of the EBC. All other surplus assets of the EBC must be dealt with in accordance with rule 34.

34. LIQUIDATION OF THE EBC

If upon winding up or dissolution of the EBC there remains after satisfaction of all its debts and liabilities any property whatsoever (except for the surplus assets of the Gift Fund which must be dealt with in accordance with rule 33), the same shall not be paid to or distributed amongst the members of the EBC, but shall be given or transferred to another body or bodies within Australia having similar Objects to the EBC, or to such charitable body or bodies which shall prohibit the distribution of its income and property among its members.

35. AMENDMENTS TO THE CONSTITUTION

- a) These rules shall not be amended except by resolution passed by a majority of three-fourths of the members present and voting at any general meeting.

- b) The members must not pass a resolution that amends this constitution if passing it causes EBC to no longer be a charity, to no longer be eligible to be a deductible gift recipient, or to no longer be compliant with its broadcasting licence obligations.

36. MISCELLANEOUS

- a) Words imparting the singular include the plural and vice versa, and words imparting a gender include any other gender, and words denoting an individual person include a body corporate.
- b) The EBC will maintain a Policy and Procedures manual and will update it regularly.

37. NOT-FOR-PROFIT

- a) The EBC must not distribute any income or assets directly or indirectly to its members, except as provided in rule 37(b).
- b) Rule 37(a) does not stop the EBC from doing the following things, provided they are done in good faith:
 - (i) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the EBC; or
 - (ii) making a payment to a member in carrying out the EBC's charitable purposes.