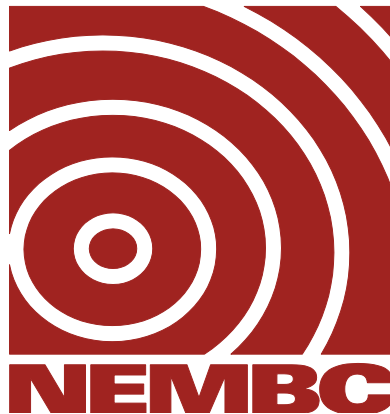


Constitution

of the

National Ethnic and Multicultural Broadcasters' Council



As amended 2 November 2014 AGM

CONSTITUTION
OF
"NATIONAL ETHNIC AND MULTICULTURAL BROADCASTERS' COUNCIL INCORPORATED"

1. NAME

- (a) The name of the Association is "National Ethnic and Multicultural Broadcasters' Council Incorporated" (**NEMBC**).
- b) The Association is incorporated pursuant to the Associations Incorporation Act 1991 of the Australian Capital Territory.

2. DEFINITIONS

In this Constitution, unless there be something in the subject or context inconsistent herewith or unless the content otherwise requires:

- 2.1 The words importing the singular number only shall include the plural number and the words importing the plural number only shall include the singular number;
- 2.2 Words importing the masculine gender shall include the feminine and neuter genders, words importing the feminine gender shall include the masculine and neuter genders and words importing the neuter gender shall include the masculine and feminine genders;
- 2.3 "**Member**" means a person who is nominated by a Program in accordance with rule 5.1 to represent that Program on the Council and is entered in the Council's members' register.
- 2.4 "**Association**" or "**The Council**" means the "**NATIONAL ETHNIC AND MULTICULTURAL BROADCASTERS' COUNCIL INCORPORATED**" or "**NEMBC**".
- 2.5 "**Rules**" means and includes such rules, regulations and by-laws as shall be promulgated from time to time by the Executive and the Council.
- 2.6 "**Executive Committee**" means the Executive Committee duly elected under this Constitution.
- 2.7 "**Affiliated Member**" means any body, person or corporation accepted by the Council as an affiliated member of the Council and entered in the Council's affiliated members' register.
- 2.8 "**Standing Committee**" means a subcommittee whose members are the subject of the election process at an AGM.
- 2.9 "**Secretary**" means the person elected pursuant to rule 10 to perform the functions of secretary of the Council.
- 2.10 "**Treasurer**" means the person elected pursuant to rule 10 to perform the functions of treasurer of the Council.
- 2.11 State means State and/or Territory.

3. OBJECTS

- 3.1 To promote and represent the interests of ethnic and multicultural community broadcasters throughout Australia in Radio, Television and other electronic media.
- 3.2 To advance the development of a harmonious multicultural society in Australia through broadcasting.
- 3.3 To promote racial and religious harmony in Australia.
- 3.4 To prevent discrimination on the basis of race, gender, religious and political affiliation and other forms of discrimination or distinction.
- 3.5 To assist the efforts of all broadcasters to achieve a quality service for their communities.
- 3.6 To involve ethnic and multicultural broadcasters in representations on issues of national significance.
- 3.7 To promote and extend ethnic and multicultural broadcasting services to meet ethnic communities' needs and to the benefit of the entire Australian community.
- 3.8 To liaise with government, non-government and community organisations in pursuance of the goals of the Council.
- 3.9 To promote access and equity in community broadcasting.
- 3.10 To foster positive relations amongst the Members of the Council.
- 3.11 To advise, assist and facilitate education with ethnic and multicultural programming and broadcasting including the exchange of programs, resources, information and ideas within and between multicultural and ethnic broadcasters.
- 3.12 To promote principles of community independent media and programming diversity reflective of ethnic and multicultural views.

4. POWERS

- 4.1 To unite, act as spokesman, represent, arrange, negotiate, and do all things which from time to time are deemed necessary for the betterment and mutual benefit of all ethnic and multicultural broadcasters.
- 4.2 To provide technical and non-technical training and other assistance to all Members.
- 4.3 To co-ordinate on a national level the efforts of Members and other organisations having similar aims and objects.
- 4.4 To negotiate with and enter into arrangements with any Government or authority that may seem conducive to the objects of the Council or any of them and to obtain from any such Government or authority any grants, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.5 To represent, as required, Members both nationally and internationally to government and other bodies.
- 4.6 To appoint a representative or representatives of the Council to any board, committee, authority or other entity whether corporate or unincorporated and whether at Local, State, Federal or international level concerned with public broadcasting.
- 4.7 To make, adopt and/or vary rules and regulations for the regulation of the conduct of any Member towards any other Member and for the deciding and settling of all differences which may arise between Members, or any of them and to take all such steps as may be deemed necessary or advisable for enforcing such rules and regulations.

- 4.8 To co-operate with or assist any Member in any way which the Council shall think proper and to enter into or adopt any agreement or arrangement with such Member.
- 4.9 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Council, provided that in case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.10 To acquire, lay out, improve, hold, use or turn to account in any way, broadcasting studios or other buildings erections and easements and with all necessary fittings and accessories as the Council shall deem advisable.
- 4.11 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Council.
- 4.12 To construct, improve, maintain, develop, work, manage, carry out, alter or control any broadcasting studio, house, building or conveniences which may seem calculated directly or indirectly to advance the Council's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out, alteration or control thereof.
- 4.13 To invest and deal with the money of the Council not immediately required in such manner as may be permitted by law for the investment of trust funds.
- 4.14 To borrow or raise or secure the payment of money in such manner as the Council may think fit and to secure the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Council and to purchase redeem or pay off such securities.
- 4.15 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.16 In furtherance of the objects of the Council to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Council.
- 4.17 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of purchase price, of any part of the Council's property of whatsoever kind sold by the Council or any money due to the Council from purchasers and others.
- 4.18 To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Council but subject always to the proviso in clause 4.10
- 4.19 To take such steps by personal or written appeals, public meetings or otherwise of procuring contributions to the funds of the Council in the form of donations, annual subscriptions or otherwise.
- 4.20 To print and publish any newspapers, periodicals, books or leaflets or to advertise in the press or on radio or television or by any other means and in such manner as the Council may think desirable for the promotion of its objects.
- 4.21 In furtherance of the objects of the Council to purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Council is authorised to amalgamate.
- 4.22 In furtherance of the objects of the Council to amalgamate with, subscribe to, or become a member of companies, institutions, societies or associations having objects altogether or in part similar to those of the Council, except in the case where funds are held in the Public Fund as described in point 30.6.

- 4.23 In furtherance of the objects of the Council to transfer all or any part of the property, assets, liabilities and engagements of the Council to any one or more of the companies, institutions, societies or associations with which the Council is authorised to amalgamate, except in the case where funds are held in the Public Fund as described in point 30.6.
- 4.24 To procure the Council to be registered or recognised in any of the States or Territories of the Commonwealth of Australia.
- 4.25 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 Council.

5. MEMBERSHIP

For the purposes of this clause:

- 5.1 A Program may be represented by a Member on the Council if that Program is:
- 5.1.1 an ethnic program which is regularly broadcast with the spoken content of at least 50% in a language other than English, or a lower percentage of non-English content that is prescribed by the Council; or
- 5.1.2 a multicultural program which is regularly broadcast with the spoken content of at least 20% in a language other than English and is relevant to the target audience, or a lower percentage of non-English content that is prescribed by Council.
- 5.1.3 A Member must be a person whose primary role is to present, produce, prepare or co-ordinate a Program, or a person with a role having a similar nature or function. A Member must be nominated by the Program in the prescribed form which will include the requisite details regarding the Program and the individual's position. A person wishing to become a Member must complete the nomination form. Each Program may only be represented by one Member.
- 5.1.4 A person ceases to be a Member:
- (a) if the person for any reason ceases to be the approved nominee of the Program; or
- (b) if the Program ceases to satisfy the eligibility requirements under this Constitution.
- 5.1.5 Where an organisation exists at a radio station that broadcasts ethnic programs and that organisation represents broadcasters of more than one language group, then that organisation may join on behalf of each and every one of the language groups it represents, provided that the organisation has received the approval of each of those groups.
- 5.1.6 At the AGM, on the recommendation of the Executive Committee, Members can bestow life membership on any Member they consider to have made an outstanding contribution to ethnic community broadcasting.
- 5.2 **Affiliated Member:-**
- 5.2.1 A person or organisation which subscribes to the objects of the Council but which is ineligible for membership may make application to the Executive Committee to become an Affiliated Member.
- 5.2.2 Affiliated Membership shall not be open to political parties. The Affiliated Member shall pay the Affiliated Membership fee as set from time to time by the Council. An Affiliated Member shall not be entitled to be represented at any meeting of the Council nor shall it be entitled to vote at such meetings.

5.3 Application for Membership

- 5.3.1 An application to become a Member or Affiliated Member shall be in writing addressed to the Secretary of the Council who shall as soon as practicable after the receipt of an application refer the same to the Executive Committee for determination. Upon an application to become a Member or Affiliated Member being approved, the Secretary shall forthwith notify the applicant of the approval of its application and shall enter the applicant's name in the Council's Members' register.
- 5.3.2 The Member or Affiliated Member shall pay such fee as is determined from time to time by the Executive Committee.
- 5.3.3 A Member or Affiliated Member may at any time cease to be a Member or Affiliated Member by notice in writing addressed to the Secretary and upon receipt of such notice the Secretary shall remove the name of the Member or Affiliated Member so giving notice from the Council's Members' register.

5.4 Members' Liabilities

The liability of a Member to contribute towards the payment of debts and liabilities of the Council or the costs, charges and expenses in winding up of the Council is limited to the amount, if any, unpaid by the Member in respect of membership of the Council as required by rule 5.3.2.

6. VOTING RIGHTS

- 6.1 For the purposes of voting, Members must be nominated under rule 5.1.3 by a Program that will have to identify with a licensed broadcasting station or aspirant stations with a temporary broadcasting licence.
- 6.2 Voting shall be upon the basis of 1 vote for each 5 Members that regularly broadcast a Program on a licensed broadcasting station or on an aspirant station with a temporary broadcasting license. Where a station regularly broadcasts less than 5 Programs, for the purpose of determining voting rights, the Members of that station may be counted as having 1 vote if there is a minimum of 3 Members that regularly broadcast a Program on that station.
- 6.3 Only Members who have paid fees will be eligible to vote and to nominate for and be eligible to be elected to the Executive Committee, Standing Committees and other sub committees of the Council.
- 6.4 Delegates of financial Members attending a General Meeting of the Council may vote for and on behalf of each group of five (5) financial Members or part thereof that broadcast on an identified licensed broadcasting station provided that each Member within each such group of five (5) financial Members has given to such delegate its proxy vote in writing and in accordance with this Constitution.
- 6.5 Delegates representing full-time ethnic and multicultural stations and umbrella organizations are appointed by the governing bodies of these stations and umbrella organizations.

6.6 VOTING BY PROXY

- 6.6.1 A proxy may be given by a voting delegate to another voting delegate provided it is in writing.
- 6.6.2 The instrument appointing a proxy shall be one for each group of five Members or part thereof as herein provided and shall be deposited with the Secretary of the Council at least three hours prior to the proposed meeting at which such proxy vote is to be cast.

No instrument appointing a proxy shall be valid after twelve months from the date of its execution or is revoked in writing by any one of the group of the group of five (5) financial Members or part thereof which gave such proxy which ever shall first occur.

- 6.6.3 Every instrument of proxy shall as nearly as circumstances will admit be in the form as prescribed by the Executive Committee.

7. TERMINATION OF MEMBERSHIP

Membership of the Council may be terminated:-

- 7.1 By any Member giving notice in writing of its intention to resign from the Council but such resignation shall not be accepted by the Executive Committee of the Council unless such Member has paid its membership fees up to the time of giving such notice of resignation;
- 7.2 By expulsion as hereinafter provided;
- 7.3 By the non-payment of annual membership fee as set by the Executive Committee of the Council within the time prescribed by the Executive Committee or within such further time as the Executive Committee may from time to time allow.

8. FINANCIAL YEAR

The financial year of the Council shall commence on the 1st day of July on any one calendar year and expire on the 30th day of June of the following year.

9. ANNUAL GENERAL MEETING

- 9.1 The control of business affairs and policy of the Council shall vest in the Annual General Meeting.
- 9.2 The Annual General Meeting of the Council shall be held within 5 months of the conclusion of the financial year.
- 9.3 The agenda at the Annual General Meeting shall be:
 - 9.3.1 to receive and confirm the minutes of the last Annual General Meeting;
 - 9.3.2 to receive the annual report from its President or in his absence a Vice-President;
 - 9.3.3 to receive the annual financial report and balance sheet;
 - 9.3.4 to receive the annual report of any of the Council's sub-committees;
 - 9.3.5 to elect members of the Executive Committee, Standing Committee and/or any sub-committees as may be required, including a chairperson and two members to the Ethnic Grants Advisory Committee, as required;
 - 9.3.6 to appoint the Council's auditor (who must not be a Member or public officer of the Council) for the next financial year;
 - 9.3.7 to appoint a person to any special office as may be decided upon from time to time by the Executive Committee;
 - 9.3.8 to discuss, consider and decide upon any motion of which prior notice has been given in accordance with this constitution.
 - 9.3.9 general business.

10. ELECTION OF EXECUTIVE COMMITTEE AND STANDING COMMITTEES

The election of Executive Committee members shall be:

Nine members of the Executive Committee shall hold office for two years from the time of their election and shall be elected at the Council's Annual General Meeting.

- 10.1 The President, Vice President and seven members of the Executive Committee shall be elected to constitute the Executive Committee.

- 10.2 It shall be a function of the Executive Committee to elect from within its number a Secretary and Treasurer promptly after the Annual General Meeting.
- 10.3 A state representative shall be elected on each of the Youth and Women's Standing Committees at the AGM.
- 10.4 No person shall be eligible for nomination to any office or position specified in this paragraph unless the person is a nominated delegate of a Member.
- 10.5 Each officer shall hold office for the period for which he is elected or until the Annual General Meeting nearest to when such office would expire which ever is the earlier but shall be eligible for re-election;
- 10.6 Subject to this constitution if insufficient nominations are received to fill all vacancies such shall be filled in the manner of casual vacancies until the holding of the next special General Meeting or the Annual General Meeting.
- 10.7 Subject to this constitution if the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected;
- 10.8 If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.
- 10.8.1 The ballot for the election of officers shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.
- 10.8.2 In a ballot
- (a) The Candidate who receives the highest number of votes shall be declared elected.
 - (b) In the event that candidates receive an equal number of votes other ballots shall be held until a decision is reached and only the candidates who received the equal number of votes shall be voted for.
- 10.9 Nominations for the office of the Executive and Standing Committees shall be in writing and in compliance with any directions issued by the Executive Committee.
- 10.10 Any member of Council shall be eligible to serve no more than three successive terms as President but remains eligible to be nominated and elected to any other Council position.

11. SPECIAL GENERAL MEETING

Any General Meeting of the Council other than the Annual General Meeting shall be known as a Special General Meeting.

- 11.1 A Special General Meeting of the Council may be called at any time by:-
- 11.1.1 a resolution of the Executive Committee to do so; or
 - 11.1.2 a requisition in writing signed by Members who have power to exercise a minimum of 25% of the total number of votes that can be cast at the Council's General Meeting; or
 - 11.1.3 a requisition in writing signed by any four members of the Executive Committee.
- 11.2 The Secretary of the Council shall call a Special General Meeting of the Council within twenty eight (28) days of the passing of the resolution or receipt of such requisition in accordance with this constitution.
- 11.3 The resolution passed or requisition made to call a Special General Meeting of the Council shall state the reason why such Special General Meeting should be called and the motion or motions to be put to the meeting.
- 11.4 The Agenda for the Special General Meeting shall specify the purpose for which the meeting is called and the motion or motions to be put to the meeting.

- 11.5 No motion shall be put and no resolution shall be passed to any Special General Meeting unless prior notice shall have been given in accordance with this constitution.

12. THE EXECUTIVE COMMITTEE

- 12.1 The Executive Committee of the Council shall consist of 4 office bearers, and 5 other members, no more than two members of the Executive Committee shall be resident in any one Australian State or Territory. The Executive Committee may co-opt additional full voting members from States or Territories not currently represented.
- 12.2 In addition to the provisions of rule 12.1, the Executive Committee may co-opt additional full voting members of the Executive Committee in the following circumstances:
- (a) Where no members of the Standing Committees have been elected to the Executive Committee, the Executive Committee shall have power to co-opt the convenor of a Standing Committee.
 - (b) In the event that the convenor of the Standing Committee has already been elected to the Executive Committee, there shall be power to co-opt one member of the Standing Committee.

13. THE EXECUTIVE COMMITTEE - POWERS

- 13.1 The business and affairs of the Council shall be under the management and control of the Executive Committee (subject to the control of the General Meeting of the Council as herein provided).
- 13.2 The Executive Committee shall have power to make or to repeal all such rules and regulations as it may deem necessary, expedient or convenient for the control or conduct and management of the Council, its Members, Affiliated Members or other persons or bodies and to provide penalties for breach of any of the rules and regulations.
- 13.3 The Executive Committee shall have power to appoint any sub-committee which it thinks fit or necessary for the better conduct of the affairs of the Council.
- 13.4 The Executive Committee shall meet whenever necessary for the conduct of the affairs of the Council but such meeting shall not be less than once every three calendar months.
- 13.5 The Executive Committee may on such matters as it deems proper, expedient, fit and desirable to do so, conduct Executive Committee, Standing Committee and sub-committee meetings by telephone or other electronic media format. Minutes shall be kept of all such meetings.
- 13.6 Subject to and in accordance with this constitution the Executive Committee shall determine the time and place to hold the Annual General Meeting and any Special General Meeting of the Council. Members will be given at least 21 days notice for any Annual or Special General Meeting, along with the agenda for that meeting.
- 13.7 The Executive Committee shall have powers:
- 13.7.1 to enquire whether by complaint or of its own volition into any alleged or suspected breach or non-observance of any of the rules and regulations and take any necessary disciplinary action on any Member, Affiliated Member or person guilty of any such breach or non-observance of the Constitution or of the rules and regulations made thereunder;
 - 13.7.2 to give directions to add to or to rescind any decisions or resolutions or hear and determine any appeals, complaints or protests from any sub-committee of the Council;
 - 13.7.3 to give directions to or hear and determine any appeals, complaints or protests from the Council's Members, its Affiliated Members or any other persons or body that may be grieved by the acts or

omissions of any of the officials of the Council, any sub-committee or of any official of any of the Members or the Affiliated Members of the Council or any other person or body;

- 13.7.4 to determine all matters referred to it by the General Meeting of the Council or by the Secretary;
- 13.7.5 to arbitrate on any dispute or difference arising between any sub-committees of the Council or any person or body corporate directly or indirectly associate with them;
- 13.7.6 to represent the Council in affairs external to the Council and to deal with such affairs as it deems fit;
- 13.7.7 to develop and advance the interests of the Council generally as it sees fit or as directed by the General Meeting of the Council and generally to ensure that the business and affairs of the Council are conducted in accordance with this Constitution and desired policy of the General Meeting of the Council.
- 13.7.8 to appoint a Public Officer who will be a resident of the Australian Capital Territory (as per Associations Incorporations Act 1991 (ACT).)

14. VACANCIES

- 14.1 Vacancies in any office or position in the Executive Committee may be filled by a person elected by a General Meeting and any officer so elected shall retire at the time that the position is normally retiring under this Constitution.
- 14.2 The Executive Committee may appoint any nominated delegate of a Member as the case may be of the Council to fill a vacancy on the Executive Committee and such office shall be declared vacant at the next Annual General Meeting or Special General Meeting of the Council whichever shall first occur.
- 14.3 The person elected or appointed under this clause shall hold office only until such time as the office would normally become vacant under this constitution had such vacancy not occurred.
- 14.4 The office of any member of the Executive Committee shall be declared vacant by resolution of the Executive Committee on the happening or any of the following events:
 - 14.4.1 He or she dies;
 - 14.4.2 If a member of the Executive Committee becomes mentally defective or otherwise incapable of managing his or her own affairs;
 - 14.4.3 He or she is convicted of any criminal offence;
 - 14.4.4 He or she becomes bankrupt or compounds with his creditors or executes a deed of assignment or arrangements for the benefit of his or her creditors;
 - 14.4.5 By resignation in writing given by the member to the Executive Committee;
 - 14.4.6 By being absent from three consecutive meetings of the Executive Committee without having submitted an apology for his absence he may upon due deliberation of the Executive Committee be considered to have resigned from his office;
 - 14.4.7 Upon the passing of the motion of no confidence by the Executive Committee in the person holding the office.

15. THE PRESIDENT

- 15.1 The president or in his absence the vice-president of the Council shall be the chair person at any of its meetings.

- 15.2 The president or in his absence the vice-president shall be the chair person of the meeting of the Executive Committee and in the event of the absence of both the president and the vice-president any one of the Executive Committee members may be elected by the meeting to chair that one particular meeting of the Executive Committee from which the president and the vice-president are absent and the chair person of the meeting shall have an ordinary vote as well as a casting vote if the votes at any one time are equally divided.
- 15.3 The President or no less than one third of the Executive Committee may request a special meeting of the Executive Committee and such meeting shall be called as soon as practicable but not later than thirty days after receipt of such request by the Secretary.
- 15.4 The duties of the President generally are:
- 15.4.1 to supervise the conduct of the Council and its affairs;
- 15.4.2 to sign minutes of the Executive Committee meetings as being a true and correct record of the Executive Committee's decisions;
- 15.4.3 to be a signatory to the Investment account(s);
- 15.4.4 to guide and supervise the affairs of the Council and its Members having regard to the objects and activities of the Council as set out in the Constitution.

16. THE SECRETARY

- 16.1 The duties of the Secretary are:-
- 16.1.1 to take and keep in an orderly manner minutes of all committee meetings of the Executive Committee and those of the Annual and any Special General Meetings of the Council;
- 16.1.2 to attend to the correspondence of the Council at the direction of the Executive Committee whose decision he shall carry out at all times;
- 16.1.3 to control such amount of petty cash as the Executive Committee may from time to time decide;
- 16.1.4 to attend to the ordinary administrative decisions of the Council but shall not make decisions committing the Council in any way;
- 16.1.5 to keep the Council's records in a proper and orderly manner and shall make them available for inspection at all reasonable times upon request to any member of the Executive Committee or any person duly authorised by the Executive Committee.
- 16.2 The Secretary may also be appointed the Council's Records Officer.

17. THE TREASURER

- 17.1 The duties of the Treasurer under the supervision of the Executive Committee shall be:
- 17.1.1 to keep the Council's account;
- 17.1.2 to present a financial statement at any meeting of the Executive Committee;
- 17.1.3 to make his books available for inspection as and when directed by the Executive Committee to any person or persons duly authorised by the Executive Committee to make such inspection as set out in the authority;
- 17.1.4 to issue receipts and bank all monies received by him on behalf of the Council into the Council's bank account as soon as possible;
- 17.1.5 to make payments of the Council's debts after the amount for payment has been passed by the Executive Committee;

- 17.1.6 at the end of every financial year if the Executive Committee so directs to hand over his books and records to the Council's auditor for auditing.
- 17.2 All accounts due by the Association shall be approved by the Treasurer and any one of the other office bearers. In the absence of the Treasurer the President, Vice President or Secretary.
- 17.3 The Council may establish Imprest accounts to the values decided from time to time by the Executive Committee to be appropriate. These accounts will require only the signature of the Treasurer or any other Executive Committee member or administrative officer who has been approved as an alternative signatory by the Executive Committee.

18. PUBLIC OFFICER

The Executive Committee shall appoint a person resident in the Australian Capital Territory to be the Public Officer of the Council and, if that office at any time becomes vacant, shall, within fourteen days after it becomes vacant, appoint a person resident in the Territory to fill that vacancy.

- 18.1 The Public Officer's duties will be to fulfil all statutory obligations as detailed by the Associations Incorporation Act 1991 of the Australian Capital Territory.

19. SUB-COMMITTEES

The Executive Committee may at its discretion appoint from among its members or from co-opted members such sub-committees as it thinks fit and or assistant to the President, Treasurer, Secretary and/or it may appoint such other officials as keeper of records, librarian, liaison officer, etc. as from time to time it shall be deemed fit and expedient.

20. EMERGENCY

- 20.1 No Member of the Executive Committee or of the Council may under any circumstances whatsoever commit or bind the Council in any manner without the previous approval of the Executive Committee.
- 20.2 In the event of an emergency and in the absence of Office Bearers any two or more Members of the Council or Executive Committee provided however that they shall report their decision or action to the Executive Committee at the earliest possible opportunity by calling an emergency meeting of the Executive Committee.

21. QUORUMS

- 21.1 A quorum at any Annual General Meeting or Special General Meeting will be 20 voting delegates of which at least five states or territories must be represented.
- 21.1.1 If at any General Meeting there is no quorum within 30 minutes, then the AGM will be adjourned for a further 15 minutes, at which the required quorum will be 10 voting Members. If again there is no quorum, the AGM will be adjourned to a date and place as announced by the Chairman.
- 21.2 The quorum at the Executive Committee and Standing Committee meetings will exceed 50% of the current committee members and must encompass Members from at least 4 (four) States or Territories.

22. NOTICE OF MEETING

- 22.1 Executive Committee members shall be given at least seven clear days notice of the intended Executive Committee Meeting provided that when the meeting is held on a regular basis such notice of meeting may be waived by resolution of the Executive Committee.

22.2 Notice of the Annual General Meeting or any Special General Meeting of the Council shall be posted to each and every financial Member of the Council at its last known address as shown in the Council's register of Members and Associated Members at least 28 days prior to the day upon which such meeting is to be held.

23. COMMON SEAL

23.1 The Common seal of the Council shall:

23.1.1 Be kept by the Secretary or such other person or persons as from time to time be authorised by the Executive Committee;

23.1.2 Not be affixed to any instrument except by authority of a resolution of the Executive Committee and in the presence of the President and the Secretary or such other person or persons as the Executive Committee may for that purpose appoint.

23.1.3 The person or persons in whose presence the common seal of the Council is affixed to any document shall personally sign such document.

24. EXPULSION

24.1 Subject to this clause the Executive Committee or a General Meeting may expel a Member, or Affiliated Member from the Council if in the opinion of the Executive Committee or the General Meeting as the case may be the Member, or Affiliated Member has been guilty of conduct detrimental to the interests of the Council. No reason shall be required to be given for such expulsion.

24.2 The expulsion of a Member pursuant to sub-clause 24.1 of this clause shall not take effect until:-

24.2.1 the expiration of twenty eight (28) days after the service on the Member of a notice under sub-clause 24.3 of this clause: or

24.2.2 if the Member exercises its right of appeal under this clause, the conclusion of the General Meeting at which the appeal is heard, whichever is the later.

24.3 Where the Executive Committee or a General Meeting expels a Member from the Council the secretary of the Council shall forthwith cause to be served on the Member a notice in writing stating:-

24.3.1 that the Executive Committee or a General Meeting has expelled the Member; and

24.3.2 that if the Member so desires may lodge an appeal against the expulsion as provided in this clause within twenty eight (28) days after the service of the notice advising of the expulsion.

24.4 A Member on whom a notice under sub-clause 24.3 of this clause is served may appeal against the expulsion to a General Meeting of the Council by delivering or sending by post to the Secretary of the Council within twenty eight (28) days after the service of that notice a notice appealing against such expulsion.

24.5 Upon receipt of a notice under sub-clause 24.4 of this clause the Secretary shall forthwith notify the Executive Committee of its receipt and the Executive Committee shall thereupon direct the secretary to include the matter of the appeal on the agenda of matters to be considered at the General Meeting of the Council next following the giving of the Notice of Appeal.

24.6 The General Meeting may confirm or reverse the decision to expel the Member or impose or take such other action in place of the expulsion as to the General Meeting seems just and expedient.

24.7 A Member expelled from membership of the Council may re-apply for membership of the Council not earlier than twelve (12) months from the date of initial expulsion or the hearing of any appeal whichever is the later.

- 24.8 Any Member who has been expelled from membership of the Council in accordance with this constitution but who has lodged an appeal against such expulsion in the manner provided in this constitution shall not be eligible to vote at General Meetings of the Council pending the determination of the appeal.
- 24.9 Any member of the Executive Committee or of any sub-committee being a duly appointed representative of the Member that has been expelled from membership of the Council in accordance with this constitution but which has lodged an appeal against such expulsion in the manner provided in this constitution shall not be eligible to vote at meetings of the Executive Committee or of any sub-committee pending the determination of the appeal.
- 24.10 Any member of the Executive Committee or of any sub-committee being a duly appointed representative of the Member of the Council in accordance with this constitution shall be taken to have resigned from the Executive Committee or sub-committee as the case may be upon the expulsion from the membership of the Council of the Member of which he is duly appointed representative.

25. NON-PROFIT, NON-POLITICAL AND NON-SECTARIAN

- 25.1 The Council shall not seek to make any pecuniary profit and the income and property of the Council however derived shall be applied solely towards the promotion of the objects and purposes of the Council and no portion thereof shall be paid or transferred directly or indirectly by dividend bonus or otherwise to any Member or Affiliated Member unless specifically authorised in this constitution but nothing in the foregoing shall prevent the payment in good faith to a servant, Member, or Affiliated Member of:-
- 25.1.1 remuneration in return for services actually rendered to the Council by the servant, Member, or Affiliated Member for goods supplied or services rendered to the Council by the servant, Member, or Affiliated Member in the ordinary course of business;
- 25.1.2 interest at current bank overdraft rate on money lent; or
- 25.1.3 a reasonable and proper sum by way of rent for any premises let to the Council by the servant, Member, or Affiliated Member.
- 25.2 The Council shall not affiliate with any political party or religious group.

26. INDEMNITY

Every member of the Executive Committee, an officer or sub-committee-person of the Council shall be indemnified out of the funds of the Council against all liability incurred by such person in the course of his duties as a representative of the Council including the defence of any proceedings whether civil or criminal.

27. DUTIES OF REPRESENTATIVES OF THE COUNCIL

Except as otherwise required by law a representative appointed in accordance with the constitution to represent the Council shall represent the views of the Council and shall conform with any directions given by the Executive Committee or any sub-committee of the Council.

28. AMENDMENTS TO CONSTITUTION

- 28.1 Subject to those matter herein specifically provided for this Constitution may be amended by resolution passed by a majority of 75% of the total number of votes of the Members present at any Special General Meeting of the Council called for the purpose of considering proposed amendments as set out in the notice convening the meeting.

28.2 Rules may be amended, repealed or added to by simple majority of the total number of votes of Members present and voting at any Extraordinary General Meeting of which such notice of resolution has been given in accordance with this Constitution.

28.3 All amendments to be made in accordance with the Associations Incorporations Act 1991 (ACT).

29. WINDING UP OF THE COUNCIL

29.1 A resolution to wind up the Council shall not be valid unless passed by the majority of 75% of the total number of votes held by Members of the Council.

29.2 No Member by virtue of its membership shall have or be entitled to any estate or interest of any kind in the funds property or assets of the Council. In the event of the Council being wound up pursuant to a resolution so to do, the whole of its funds, property or assets shall be transferred to such other association having similar aims or objects as the Council or such charitable institution as the resolution for winding up shall appoint at the time of making the resolution to wind up the Council.

30. PUBLIC FUND

30.1 The Council will establish and maintain a public fund for the purposes of maintaining a fund listed on the Register of Cultural Organisations.

30.2 Donations to the Council will be deposited into the public fund. These monies will be kept separate from other funds of the Council and will only be used for the principal purpose of cultural activities 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.

30.3 The public fund will be administered by a committee, (known as NEMBC Public Fund Committee) appointed by the Executive Committee, comprising a majority of people who are responsible persons with an underlying community responsibility.

30.4 No monies assets in the public fund or assets will be distributed to members or office bearers of the Association, except as reimbursement for out of pocket expenses incurred on behalf of the Public Fund as remuneration for services.

30.5 *Use of public fund: gifts made to the fund, and any money received because of such gifts, will be used for the principal purpose of cultural activities and to further the Association's objects.*

30.6 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.

30.7 Receipts for gifts to the public fund must state:

- (a) the name of the public fund and that the receipt is for a gift made to the public fund;
- (b) the Australian Business Number of the Council;
- (c) the fact that the receipt is for a gift; and
- (d) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

30.8 The Association will comply with requirements that the Treasurer and Arts Minister make from time to time.

30.9 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 and listed on the Register of Cultural Organisations maintained under the Act.

31. ENFORCEMENT RULE

All Members and Affiliated Members shall be bound by and shall observe and enforce this Constitution and any rules and regulations made under and in accordance with this Constitution and each Member and Affiliated Member shall be responsible for the action of its officials or representatives.