

Constitution of Monash Radio Incorporated

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Radio Monash Incorporated".

Note Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Association are:

- a) to establish a student broadcasting service that is accessible to students of Monash University, students generally, and other parties who subscribe to the aims of the Association;
- b) to manage and operate an independent non-profit, politically non-aligned, non denominational, non-discriminatory radio service;
- c) to provide Members with training and experience in radio;
- d) to create a broadcasting service which will provide education, entertainment and information and which will serve the university and wider student community; students and tertiary students alike;
- e) to provide a forum for a wide range of views to be expressed;
- f) to expand student media;
- g) to establish a permanent broadcasting service;
- h) to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association, particularly with regard to Appendix A; i) to carry out its duties and offer its services independently from, and free from undue influence and duress from, other student bodies, including the Monash Student Association;
- j) to provide a space for the members and clients of the Association to do business with, and carry out the services of, the Association;
- k) To ensure that members of the Association, those who do business with the Association and those who come into contact with the association are not discriminated against by the Association, members of the Association, those who do business with the Association, and those who come into contact with the Association because of their race, religion, sex, sexuality, nationality, creed, ethnicity or identity.
- l) To provide an accessible place for members to rehearse live music;

m) to provide an accessible music recording studio for members of the Association.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

associate member means a member referred to in rule 14(1);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Committee means the Committee having management of the business of the Association;

Committee-elect means the committee who will be the committee for the next year, between the date of the AGM and January first.

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

committee member elect means a member of the Committee elected or appointed under Division 3 of Part 5, who will be on the committee for the following year ;

interim committee member means a member of the committee who has been appointed but does not have voting rights

assistant committee member means a member of the committee appointed to help with a specific portfolio but who does not have voting rights

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

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

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

MSA means the Monash Student Association (Clayton) Incorporated, of which the Association is a Division;

student has the name meaning as in the MSA constitution;

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

the Act means the Associations Incorporation Reform Act 2012 and includes any

regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may—

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit; .
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

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

6 Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association from paying a member

—

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member— if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any student who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person must contact a committee member.
- (2) That committee member will then guide them through the process of joining.
- (3) This process is determined by resolutions of the committee.

10 Consideration of application

- (1) All applications for membership are considered successful once the proper process has been followed and the committee member has agreed to follow the rules of the association unless the applicant is on a banned-member list
- (2) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) they have completed the signup process; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) Each member must pay a subscription for each year starting at January 1st.
- (2) The committee-elect will decide what the subscription fee for the following year will be
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.

(2) A member is entitled to vote if—

- (a) the member is a member other than an associate member; and
- (b) more than 10 business days have passed since he or she became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

14 Associate members

(1) Associate members of the Association include—

- (a) any members under the age of 15 years; and
- (b) any other category of member as determined by special resolution at a general meeting.

(2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

14A Life Members

(1) Any person who has made or is able to make a substantial contribution to the Association is eligible to be elected as a life member.

(2) To become a life member the candidate must:

- (a) be nominated by the Committee by resolution passed by an absolute majority;
- (b) accept the nomination; and
- (c) be elected by resolution passed by three-quarters of those members present and voting at a general meeting.

(3)

- (a) are entitled to attend and speak at general meetings, but not Vote;
- (b) despite rule 12(1), are not required to pay any subscription; and
- (c) may be invited to assist the Committee from time to time.

(4) A life member may be removed as a life member by a resolution:

- (a) of which at least two weeks' notice has been given; and
- (b) which is passed by three-quarters of those members present and voting at a general meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

(1) A member may resign by notice in writing given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

(2) A member is taken to have resigned if—

(a) the member's annual subscription is more than 12 months in arrears; or

(b) where no annual subscription is payable—

(i) the Secretary has made a request by email to the member to confirm that he or she wishes to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in email that he or she wishes to remain a member.

18 Register of members

(1) The Secretary must keep and maintain a register of members that includes—

(a) for each current member—

(i) the member's name;

(ii) the address for notice last given by the member;

(iii) the date of becoming a member;

(iv) if the member is an associate member, a note to that effect;

(v) any other information determined by the Committee; and

(b) for each former member, the date of ceasing to be a member.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

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

(a) has failed to comply with these Rules; or

(b) refuses to support the purposes of the Association; or

(c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

(1) Prior to the disciplinary subcommittee meeting and disciplinary action taking place the President or the Committee may take action against the member in question. This will be in place until the disciplinary subcommittee has decided what action to take against the member.

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

(3) The members of the disciplinary subcommittee—

(a) may be Committee members, members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting)-, and
- (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 23.

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

22 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may—

- (a) take no further action against the member; or
- (b) subject to sub rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

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

23 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given—

- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) to the Secretary not later than 48 hours after the vote.

(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

(a) specify the date, time and place of the meeting; and

(b) state—

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

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

24 Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting—

(a) no business other than the question of the appeal may be conducted; and (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

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

Division 3—Grievance procedure

25 Application

(1) The grievance procedure set out in this Division applies to disputes under these Rules between—

(a) a member and another member;

(b) a member and the Committee;

(c) a member and the Association.

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

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association— a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

28 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

(1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

(2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Committee may determine the date, time and place of the annual general meeting. (4) The ordinary business of the annual general meeting is as follows—

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider—

(i) the annual report of the Committee on the activities of the Association during the preceding financial year; and

(ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

(c) to elect the members of the Committee;

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

31 Special general meetings

(1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

(2) The Committee may convene a special general meeting whenever it thinks fit. (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

(1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.

(2) A request for a special general meeting must—

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Secretary.

(3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

(4) A special general meeting convened by members under subrule (3)—

(a) must be held within 3 months after the date on which the original request was made; and

(b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at

- the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

(2) The notice must—

- (a) specify the date of the meeting; and
- (b) comply with rule 34(5).

(3) This rule does not apply to a disciplinary appeal meeting.

Note Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

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

(2) The appointment of a proxy must include an email sent to the organisation

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

(4) Notice of a general meeting given to a member under rule 33 must—

- (a) state that the member may appoint another member as a proxy for the meeting; and

- (b) include a copy of any form that the Committee has approved for the appointment of a proxy.

(5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association before the commencement of the meeting.

35 Use of technology

(1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other. This is only allowed if allowed by the committee.

(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 25 of the members entitled to vote.

(3) If the organisation has fewer than 100 members then quorum is considered to be 25% of the number of members, rounded down.

(4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- (a) in the case of a meeting convened by, or at the request of, members under rule 32—
the meeting must be dissolved;

Note

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

(b) in any other case—

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

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

37 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned—

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

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

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

(1) On any question arising at a general meeting—

(a) subject to subrule (3), each member who is entitled to vote has one vote; and

(b) members may vote personally or by proxy; and

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(3) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note In addition to certain matters specified in the Act, a special resolution is required—

(a) to remove a committee member from office ;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

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

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

(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

(b) the Chairperson must declare the result of the resolution on the basis of the poll. (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

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

41 Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

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

(3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
- (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
- (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42 Role and powers

(1) The business of the Association must be managed by or under the direction of a Committee.

(2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

(3) The Committee may—

- (a) remove committee members by resolution passed by an absolute majority;
- (b) add committee members. These committee members shall be considered “interim” and will not have the ability to vote on motions;
- (c) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (d) add or remove staff members;

43 Delegation

(1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

- (a) this power of delegation; or
- (b) a duty imposed on the Committee by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(3) The Committee may, via email, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44 Composition of Committee

1) Subject to clause 15, the affairs of the Association shall be managed by a board of management (“the Committee”) 2) The Committee:

- a) shall control and manage the business and affairs of the Association;
- b) is responsible for the day to day running of the affairs of the Association;
- c) shall exercise the residue of powers not reserved for the members in general meeting and not being exercised by the general meeting; and
- d) shall heed any directions made by resolution at a general meeting.

3) The Committee shall be comprised of: a) The Executive Committee; and b) The General Committee

4) The Executive Committee shall be comprised of:

- a) A President;
- b) A Vice-President;
- c) A Treasurer; and
- d) A Secretary

(5) The General Committee will be composed of:

- Community Officer
- Head of Recording
- Marketing Director(s)
- Journalism Director(s)
- Events Director(s)
- Broadcast Studio Director(s)
- IT Directors(s)
- Recording Studio Director(s)
- Talent Coordinators(s)
- Programming Director(s)
- Music Director(s)
- General Representative(s)
- First Year Representative(s)

Each position may be held by one or two students, except for Head of Recording and Community Officer, which may only be held by one student.

6) The Marketing Director(s), Journalism Director(s), Events Director (s), Broadcast Studio Director(s), and Recording Studio Director(s) may appoint their own non-voting subcommittees, subject to approval by the General Committee.

7) If the number of Cultural Journalism Directors and News Directors is equal to one in any given year, the positions of Cultural Journalism Director and News Director will be amalgamated into one role of Journalism Director for that year

a) For example, if there is one Cultural Journalism Director but no News Director, the person who is the Cultural Journalism Director will become the Journalism Director and the Cultural Journalism Director and News Director positions will be subsumed by the new position until a new committee is elected.

8) In the event of any casual vacancy in any office referred to in sub-clause 5, the Association must hold an OGM by the end of the sixth week of the first semester of the teaching calendar of Monash University in order to fill the vacancy

9) Committee members may hold a maximum of 2 roles, but they are still only entitled to one vote at committee meetings

45 General Duties

(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules, the Act, and the MSA Constitution and Regulations.

(2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Committee members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

(5) Committee members and former committee members must not make improper use of—

- (a) their position; or
- (b) information acquired by virtue of holding their position— so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

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

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

46 President

(1) The responsibilities of the President include:

- (a) to preside as chair over committee meetings and general Meetings;

- (b) to attend meetings of the Monash Student Council, present the views of the Association (subject to subrule (2)), and report outcomes to the Committee;

- (c) to co-ordinate the activities of the Committee;

- (d) to represent the Association and act as its spokesperson to the Monash Student Council, MSA, the University and other bodies as appropriate;

- (e) to submit reports to committee meetings as appropriate; and

- (f) on behalf of the Committee, to submit the annual report on the activities of the Association during the preceding financial year to the annual general meeting in accordance with rule 30(4)(b)(i).

(2) To avoid doubt, when the President is acting as a member of the Monash Student Council their overriding legal duty is to act in the best interests of MSA, rather than the Association.

(3) The President is subject to the direction of the Committee.

(4) As determined by the MSA Executive, the President may:

- (a) approve and sign off on off-campus event documentation requirements; and

- (b) be a signatory to approve financial expenditure by the Association.

46A Vice-President

(1) The responsibilities of the Vice-President include:

- (a) to attend committee meetings and general meetings;
- (b) in the absence of the President, to preside as chair over committee meetings and general meetings;
- (c) to assist the President in their duties; and
- (d) if the office of President is vacant, to act as President.

(2) The Vice-President is subject to the direction of the Committee.

(3) As determined by the MSA Executive, the Vice-President may:

- (a) approve and sign off on off-campus event documentation requirements; and
- (b) be a signatory to approve financial expenditure by the Association.

47 Secretary

(1) The Secretary must:

- (a) be 18 years or older;
- (b) perform any duty or function required under the Act to be performed by the secretary of an incorporated association; and Example: Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.
- (c) must give to the Registrar and to the MSA Executive notice of their appointment within 14 days after the appointment.

(2) The responsibilities of the Secretary include:

- (a) to attend committee meetings and general meetings;
- (b) to prepare agendas and minutes, and give notice as prescribed, for general meetings and committee meetings;
- (c) to act as Returning Officer for Association elections, unless the Committee resolves otherwise;
- (d) to ensure that an up-to-date register of members is maintained in accordance with rule 18;
- (e) to check regularly the Association's mail box and email account for incoming correspondence;
- (f) to ensure that inwards and outwards correspondence for the Association is dealt with correctly and in a timely manner;
- (g) to submit an annual Secretary's report to the AGM;
- (h) to keep custody of the common seal (if any) of the Association in accordance with rule 72(2)(c); and
- (i) to keep custody or under their control all records and other documents of the Association, except for the financial records referred to in rule 70(3).

48 Treasurer

(1) The Treasurer must—

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (e) The treasurer may delegate these duties

(2) The Treasurer must—

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

48A Head of Community

(1) The responsibilities of the Head of Community include to oversee and mentor the following committee positions that deal with both the interactions between members of the Radio Monash community and the public image of Radio Monash:

- Communications Officer(s),
- Marketing Director(s),
- Journalism Director(s),
- Events Director(s),
- Live Music Director(s),
- Visual Arts Director(s), and
- Live Studio Director(s).

(2) The Head of Community:

(a) will receive reports from the positions referred to in subrule (1), and may report on their behalf at committee meetings; and

(b) must either fill any vacant position referred to in subrule (1) or delegate their responsibilities to another position or member.

48B Head of Studio Technology

(1) The responsibilities of the Head of Studio Technology include:

(a) to manage the physical Radio Monash space and the technology within it; and

(b) to oversee and mentor the following committee positions that deal with the physical Radio Monash space and the technology within in:

- Live Studio Director(s)
- Radio Studio Director(s)
- Head Presenter(s); and
- I.T. Director(s).

(2) The Head of Studio Technology:

(a) will receive reports from the positions referred to in subrule (1), and may report on their behalf at committee meetings; and

(b) must either fill any vacant position referred to in subrule (1) or delegate their responsibilities to another position or member.

49 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

(a) is entitled to vote at a general meeting; and

(b) is not a current MSA office-bearer or similar position receiving an honorarium

50 Positions to be declared vacant

(1) This rule applies to—

(a) the first annual general meeting of the Association after its incorporation; or

(b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54. (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position. (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and

(b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—

one for the member and one each for the other members.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

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

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55 Term of office

(1) Each Committee member shall hold office from the beginning of January the year after the year of the AGM at which they were elected until the end of December that year (2) A committee member may be re-elected.

(3) A general meeting of the Association may—

(a) by special resolution remove a committee member from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

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

56 Vacation of office

(1) A committee member may resign from the Committee by written notice addressed to the Committee.

(2) A person ceases to be a committee member if he or she—

(a) ceases to be a member of the Association; or

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67, and is removed by resolution of the Committee passed by an absolute majority; or

(c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note: A Committee member may not hold the office of secretary if they do not reside in Australia.

57 Filling casual vacancies

(1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—

(a) has become vacant under rule 56; or

(b) was not filled by election at the last annual general meeting.

(2) When a casual vacancy is filled the member appointed will become an interim committee member rather than a regular committee member. This is the same as a committee member but without the ability to vote at committee meetings.

(3) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

(4) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).

(5) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

(1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

(2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

(3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

59 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 2 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time. (3) The notice must state the date and time of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of 4 of the committee members holding office. Or if there are less than 5 committee members it only requires 2 committee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

65 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee. (2) The member—

- (a) must not be present while the matter is being considered at the meeting if the committee decides to pass a motion forcing them to not be present while the issue is being discussed at that meeting; and
- (b) must not vote on the matter.

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

- (3) This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 2 weeks.

(2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance. PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

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

(2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

(3) The Committee may authorise a committee member to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

(5) All funds of the Association must be deposited into the financial account of the Association no later than 2 weeks after receipt.

(6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

(7) The Treasurer can approve all financial transactions on behalf of the Association up to the amount of \$50 subject to the following;

70 Financial records

(1) The Association must keep financial records that—

(a) correctly record and explain its transactions, financial position and performance; and

(b) enable financial statements to be prepared as required by the Act.

(2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

(3) The Treasurer must keep in his or her custody, or under his or her control—

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Committee.

71 Financial statements

(1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

(2) Without limiting subrule (1), those requirements include—

(a) the preparation of the financial statements;

- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

74 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or

(d) if the Committee determines that it is appropriate in the circumstances—

(i) by email to the email address of the Association or the Secretary;
or

(ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and inspection of books and records

(1) Members may on request inspect free of charge—

(a) the register of members;

(b) the minutes of general meetings;

(c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note : See note following rule 18 for details of access to the register of members.

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

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

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

(a) its membership records;

(b) its financial statements;

(c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Association.

76 Winding up and cancellation

(1) The Association may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the

Association.

(3) 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 to or distributed among the members of the Association, but shall be given or transferred to the MSA, and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under the Act and these rules.

77 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules

(other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

Appendix A

Governance and Other Matters

1) Radio Monash shall have amongst its aims for the year:

- a) Organising parties and performances that are open and encouraging to all members;
- b) Making the online radio stream relevant and engaging to all students, as well as the broader community;
- c) Ensuring a time and space is facilitated where people can share their love of music;
- d) Maintaining an up-to-date playlist, and recording plentiful promos to increase relevance and professionalism in Radio Monash.

2) In the organisation of all activities, regard should be had to the under representation of women and other groups in the association, and shall attempt to organise such activities in a manner that addresses this under-representation so long as it exists.

The Committee

3) Members of the board shall have regard to the positions listed in si 6(3) as to how they might choose to organise, though are free to operate in any way of their choosing that encourages group participation and the sharing of work.

4) Sharing and swapping of roles on the Committee is encouraged to allow all people to pursue the area that most interests them, as well as be able to provide additional help where it is needed.

5) If a situation should arise where the Committee is failing to perform its duties due to a lack of organisation, the board shall assume the positions

Appendix B

1) If the committee wishes to no longer be a division of the MSA, the process for doing so will be the following:

- a. The President, accompanied by one other member of the executive committee, shall meet with the relevant officer of the MSA in order to obtain an alternative offer to leaving from the MSA; and
- b. After completing this step, the president shall table this offer as against the proposal to leave in the nearest committee meeting;
- c. If the proposal to leave passes by majority in the committee meeting, the proposal shall be voted on at the nearest AGM
- d. If the vote passes at the agm by special resolution, the president shall inform the relevant officers of the MSA of this decision and request that they arrange matters