



Friends

ABC Friends Tasmania Inc.

Rules of Association

Rules of Association for ABC Friends Tasmania Inc.

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Rules of Association for ABC Friends Tasmania Inc.

1. Name

The name of the Incorporated Association will be *ABC Friends Tasmania Inc.*, in these rules called "the Association".

2. Interpretation

In these rules, unless the context otherwise requires:

"Committee" means the Committee of Management of the Association;

"Delegate" means a person authorised by a member organisation to represent it at the Association;

"Financial year" means the year ending on 30 June;

"Member" means a member of the Association;

"Officer of the Association" means a person elected as an officer of the Association at an Annual General Meeting or appointed as an officer of the Association under Rule 18;

"Ordinary Committee member" means a member of the Committee who is not an officer of the Association;

"The Act" means the *Associations Incorporation Act 1964 (Tas)*;

"The Regulations" means regulations under the Act.

3. Membership

- (1) All persons and organisations in agreement with the objectives of the Association, as stated in Schedule 1 hereto, shall be eligible to apply for membership.
- (2) A person/organisation applying and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the membership fee payable under rule 7.
- (3) An application for membership of the Association shall be:
 - (a) in writing providing the full name and address, and, in the case of an organisation, the name and position of the contact person; and
 - (b) shall be lodged with the Secretary of the Association.
- (4) As soon as practicable after receipt of the application, the Secretary shall determine whether to approve the application. The Secretary may approve the application of any person or organisation who the Secretary is satisfied bona fide supports the purposes of the Association and will not use the Association to further the interests of any political, religious or other party, group or organisation.
- (5) If the Secretary does not approve the application, the Secretary shall refer the application to the next Committee meeting after receipt of the application.
- (6) Upon the application being referred to the Committee, the Committee shall determine whether to approve or to reject the application. The Committee may approve the application of any person or organisation who the Committee is satisfied bona fide supports the purposes of the Association and will not use the Association to further the interests of any political, religious or other party, group or organisation.

- (7) Upon an application being approved, the Secretary shall with as little delay as possible notify the applicant in writing that they are approved for membership of the Association and request payment within the period of 28 days after the receipt of notification of the sum payable under these rules as the membership fee.
- (8) The Secretary shall, upon payment of the amounts referred to in sub-rule (7) within the period referred to in that sub-rule, enter the applicant's name in the register of members and upon the name being entered the applicant becomes a member of the Association.
- (9) Upon an application being rejected, the Secretary shall with as little delay as possible notify the applicant in writing that they are not approved for membership of the Association.

4. Life Membership

Life membership of the Association may be granted by resolution of the Committee following nomination in writing by an existing member of the Association and taking into account the nominee's length of membership and contribution to the objectives of the Association and such life membership shall afford the recipient life-time financial membership of the Association, including voting rights at any General Meeting of the Association.

5. Limitation of Membership

- (1) Any right, privilege or obligation of a person as a member of the Association
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of the membership.
- (2) If the Association is wound up
 - (a) every member of the Association; and
 - (b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Associationis liable to contribute
 - (c) to the assets of the Association for payment of the debts or liabilities of the Association; and
 - (d) for the costs, charges and expenses of the winding up; and
 - (e) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under sub-rule (2) is not to exceed one year's membership fee for that member.
- (4) A former member of the Association is not liable to contribute under sub-rule 2 in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

6. Organisation Delegates

- (1) Each organisation member of the Association shall appoint a delegate to the Association. Any delegate shall have the same rights and be subject to the same responsibilities and processes as outlined for members in the rules of the Association.
- (2) At any time a member organisation withdraws a delegate's nomination or the organisation ceases to be a member of the Association, such delegate shall cease to be a delegate.

7. Membership Fees

Membership fees and terms shall be determined by the Committee.

8. Register of Members

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member, and the register shall be available for inspection by members.

9. Resignation and Expulsion of Members

- (1) Members may resign from the Association by notice in writing or by non-payment of membership fees within 3 months of notice that such fees are due.
- (2) The Committee may suspend, expel or refuse to renew any member of the Association for a specified period of time if the Committee is of the opinion that the member
 - (a) has committed any breach of any rule of the Association;
 - (b) has acted in a manner which is prejudicial to the objects or interests of the Association; or
 - (c) no longer complies with the membership requirements of the Association.
- (3) Prior to a resolution of the Committee under sub-rule (2) the member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee meeting at which the matter is to be considered.
- (4) Appeal:
 - (a) Any member of the Association who feels aggrieved by any decision of the Committee under sub-rule 9 (2) may by notice in writing given to the Secretary within one calendar month from the date that notification is given to the member of the decision, appeal against such decision to a General Meeting.
 - (b) Such notice shall state the ground of appeal and such appeal shall be heard at a General Meeting to be held not later than one month from the giving of such notice to the Secretary.
 - (c) On the hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity of being heard.
 - (d) Until the hearing of any such appeal the decision of the Committee shall have full force and effect.
 - (e) The members and delegates present shall vote by secret ballot on the question of whether the resolution of the Committee should be confirmed or revoked.
 - (f) The decision of the General Meeting shall be final.
- (5) On cessation of membership under sub-rules (1) or (2) the Secretary shall remove the name of the member from the register of members.

10. Annual General Meeting

- (1) The Association shall in each year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on such day (being not later than 4 months after the end of the financial year of the Association) as the Committee determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Rule 12.

- (4) The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the preceding Annual General Meeting and the minutes of the last General Meeting held after that Annual General Meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the preceding financial year;
 - (c) to receive and consider the accounts of the Association; and
 - (d) to elect the officers of the Association and the ordinary Committee members.
- (5) The Annual General Meeting may transact special business in accordance with Rule 13.
- (6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

11. Calling General Meetings

- (1) General Meetings of all members may be called
 - (a) by resolution of the Committee;
 - (b) at the request of the President of the Association; or
 - (c) by the written request, stating the objectives of the meeting, of not less than five percent of members of the Association.
- (2) Such a General Meeting shall be held no less than 14 days or more than one month after the request or resolution is made. In the case of (c), by request of not less than five percent of members, the members may convene the General Meeting if a meeting has not been held within the required time.

12. Notice of General Meetings

- (1) No less than 14 days notice in writing of every General Meeting, other than General Meetings at which it is the intention to propose a special resolution as specified in Rule 30 or Rule 35, shall be given to every member at the address, including email address, appearing in the register of members.
- (2) No less than 21 days notice in writing shall be given for a General Meeting where it is intended to propose a special resolution.
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or Committee thereof.

13. Business at General Meetings

- (1) Member Raising Business:

A member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary. After such notification has been received, the Secretary shall include that business in the next notice to members calling a General Meeting.

(2) Business without Notice:

No business other than that set out on the notice convening the meeting shall be transacted at any General Meeting, excepting with the approval of the chairperson and two other members of the Committee.

14. Proceedings at General Meetings

(1) Chairperson of Meetings:

The President of the Association shall preside at all General Meetings. If the President is absent or unwilling to chair the meeting the Vice-President shall chair the meeting and if the Vice-President is absent or unwilling to chair the meeting a chairperson may be appointed for that meeting.

(2) Adjournment:

Members present at a meeting may agree to adjourn but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

(3) Voting:

- (a) Each member and each delegate present is entitled to one vote and all votes shall be given personally;
- (b) Resolutions other than special resolutions specified elsewhere in the rules shall be carried by a majority of the members present and voting. In the case of equality of votes, despite sub-rule (3) (a), the chairperson is entitled to exercise a second or casting vote; and
- (c) Resolutions shall be determined by a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(4) Division:

At any General Meeting a declaration of the chairperson that a resolution has been carried or not shall be sufficient evidence of members' voting intention unless three members call for a poll. When a poll is taken the number of votes in favour and against the resolution shall be recorded.

(5) Quorum at General Meetings:

At all General Meetings twenty members or ten percent of the members, whichever is the lesser number, being personally present shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting if convened by request of members is dissolved. If not so convened, the meeting is to be adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the meeting is dissolved.

(6) Minutes:

Minutes of the proceedings of every General Meeting shall be kept in a minute book which shall be available at all General Meetings and at the address of the Secretary for inspection by members.

15. Committee of Management

- (1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 17.
- (2) The Committee
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of the members of the Association; and
 - (c) has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- (3) The Committee of the Association shall have up to 8 members, including the officers of the Association, who shall be elected at the Annual General Meeting of the Association.
- (4) Nominations of candidates for election as ordinary members and officers of the Committee
 - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsement on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for holding of the Annual General Meeting.
- (5) 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.
- (6) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting and dealt with by the Committee in accord with sub-rule 18 (3).
- (7) If the number of nominations received exceeds the number of vacancies on the Committee to be filled, a ballot is to be held and that ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (8) Each ordinary member and officer of the Committee shall hold office until the conclusion of the Annual General Meeting next after the date of his or her election but is eligible for re-election.

16. Groupings of Members

- (1) The Committee may authorise the formation of working groups for the following purposes:
 - (a) task-oriented groups to carry out specific tasks as required by the Committee;
 - (b) local groups in convenient geographical locations where the Committee considers it convenient or appropriate;
 - (c) special interest groups of members from particular professions, occupations or with other common interests.

- (2) Groups may only be established with the authority of the Committee and shall remain at all times subject to the direction of the Committee in accordance with the rules.
- (3) Groups must report to the Committee concerning their activities on a regular basis as required by the Committee of Management.
- (4) All expenditure of groups on behalf of the Association must be authorised by the Committee.
- (5) The Committee make, vary and repeal by-laws for the regulation of groups and their members.

17. Election of Officers

- (1) At the Annual General Meeting the members of the Association shall elect:
 - (a) a President;
 - (b) a Vice President;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) up to four ordinary members of the Committee.
- (2) Nominations of candidates for election as officers of the Association shall be made in accordance with rule 15 (4).
- (3) A nomination of a candidate for election under this rule is not valid if that candidate has been elected to another office at the same election except where insufficient nominations are received to fill all offices when one person may be nominated as both Secretary and Treasurer.

18. Committee of Management and Officer Vacancies

- (1) The office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member
 - (a) ceases to be a member of the Association;
 - (b) resigns her/his office by notice in writing given to the Secretary; or
 - (e) fails to attend more than three meetings without apology.
- (2) In the event of a casual vacancy in any office referred to in sub-rule 17 (1) the Committee may appoint one of its members to the vacant office and the member so appointed shall hold office until the conclusion of the next Annual General Meeting following the date of her or his appointment.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office until the conclusion of the Annual General Meeting next following the date of her or his appointment.

19. Removal of Members of Committee of Management

- (1) The Association in General Meeting may by resolution remove any member of the Committee before the expiration of her/his term of office and appoint another member in her or his stead to hold office until the expiration of the term of the first-mentioned member.

- (2) Where the member to whom a resolution referred to in sub-rule (1) has been applied makes representations in writing to the Secretary or President of the Association no more than one month after written notification of the resolution has been sent to her/him, that member may require the Secretary or President to send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the next General Meeting.

20. Proceedings of Committee of Management

- (1) The Committee shall meet at least three times in each year at such place and such times as the Committee may determine and all ordinary members and officers of the Committee shall be provided with written notice of such meetings.
- (2) A quorum shall be three.
- (3) The Committee shall determine the chairperson of each or all meetings.
- (4) Questions arising at any meeting shall be decided by majority of votes and in the case of an equality of votes the chairperson shall have a second or casting vote.
- (5) The President or any two Committee members may at any time summon a meeting of the Committee.
- (6) A Committee member not physically present at a Committee 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.
- (7) A Committee member participating in a Committee meeting as permitted under sub-rule (6) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

21. Disclosure of Interests

- (1) A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest
 - (a) at the first meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists; or
 - (b) in any other case, at the first meeting of the Committee after the acquisition of the interest.
- (2) If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Committee after he or she becomes so interested.
- (3) A member of the Committee is not to vote as a member of the Committee in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

22. Public Officer

- (1) A Public Officer shall be appointed by the Committee.
- (2) A person appointed as Public Officer by the Committee shall continue as Public Officer until either
 - (a) the Committee appoints another person as Public Officer; or
 - (b) a Public Officer resigns from this position.

23. Secretary

- (1) The Secretary shall
 - (a) keep full and correct minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at all meetings;
 - (b) perform such other duties as the Committee may prescribe; and
 - (c) keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members.

24. Treasurer

- (1) The Treasurer shall
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (c) provide a written Statement of Income and Expenditure from time to time as determined by the Committee including end of financial year Statements for the consideration of all members at the Annual General Meeting of the Association; and
 - (d) cause any money received by the Association to be paid into an account held with an authorised deposit-taking institution in the name of the Association.
- (2) The accounts and books referred to in sub-rule (1) shall be available for inspection by members of the Association upon reasonable notice to the Secretary.

25. Regional Convenors

At its first meeting after the Annual General Meeting, the Committee shall appoint two members of the Association as Convenors of the Association's local activities in the Northern and Southern regions and these appointees shall be ex-officio members of the Committee and each shall remain so appointed until the conclusion of the Annual General Meeting next after the date of his or her appointment but is eligible for re-appointment.

26. Representatives to National Association

At its first meeting after the Annual General Meeting, the Committee shall appoint two of its members to represent the Association at the National Association, ABC Friends National Inc., and each shall remain so appointed until the conclusion of the Annual General Meeting next after the date of his or her appointment but is eligible for re-appointment.

27. Audit

The Association does not require an audit of its accounts.

28. Cheques

All cheques shall be signed by two members of the Committee.

29. Seal

The Association does not have a Common Seal.

30. Alteration of Rules and Objectives

- (1) No rules of the Association or objectives shall be repealed or amended and no new rule or objectives shall be made except by a special resolution.
- (2) Notice for a General Meeting at which it is intended to propose such a special resolution shall specify the intention to propose the special resolution.
- (3) Such a special resolution must be passed by not less than three-fourths of members present and voting.

31. Custody of Records

Except as otherwise provided in these rules, the Secretary shall keep in her/his custody or under her/his control all books, documents and securities of the Association. All such books, documents and securities shall be available for inspection by members of the Association upon reasonable notice to the Secretary.

32. Public Statements

No member of the Association shall make or purport to make or have any authority to make any public statement, comment or announcement on behalf of the Association unless she/he is expressly instructed to do so by the Committee or President.

33. Funds

The funds of the Association shall be derived from membership fees, donations and such other sources as the Committee determines.

34. Non Profit Association

The assets and income of the Association shall be applied solely in the furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association as approved by the Committee.

35. Winding Up

- (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 and must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (3) The body to which the surplus assets are to be given must be decided by special resolution.
- (4) Notice for a General Meeting at which it is intended to propose such a special resolution shall specify the intention to propose the special resolution.
- (5) Such a special resolution must be passed by not less than three-fourths of members present and voting.

Schedule 1

Objectives of the Association:

To support the maintenance and advancement of the Australian Broadcasting Corporation (ABC)

- (a) to fulfil to a high standard its role as an independent, comprehensive, national public broadcaster;
- (b) to be adequately funded by Government to fulfil its role;
- (c) to remain independent of government influence, commercial sponsorship and advertising; and
- (d) to promote Australian culture in all its diversity.