



**The Friends of the ABC (SA) Inc.**

**Constitution**

**October 30<sup>th</sup> 2016**

# The Friends of the ABC (SA) Inc. Constitution

## 1. Name

- 1.1. The name of the organisation shall be The Friends of the ABC (SA) Inc. hereinafter referred to as “The Friends”.
- 1.2. The Friends may affiliate with such other organisations as its members shall determine.

## 2. Definitions

- 2.1. “Member” is a person who complies with conditions of clause 5 of the Constitution.
- 2.2. “Election” refers to to a process of selecting a person or persons to become office holders within the Friends. For a single person nomination an approve/disapprove process is used. For a 2 person nomination a simple majority vote is used. For a multiple persons or multiple positions election then an optional preferential process is used
- 2.3. “Constituted meeting” is a meeting that has been created by fully following notification requirements set out in clauses within this Constitution.
- 2.4. “Quorate meeting” is one where the requisite number of members are present at that particular meeting.

## 3. Principles

- 3.1. The Friends shall be non-party political, non-sectarian and non-profit making.

## 4. Objects

The Objects of The Friends shall be:

- 4.1. To defend and promote the Australian Broadcasting Corporation (ABC) in its vital role as Australia’s independent, national broadcaster.
- 4.2. To defend the independence of the ABC from censorship and from political and commercial interference.
- 4.3. To continually remind all political parties and the Australian people of the need for adequate government funding to be provided to the ABC.

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### 5. Membership

- 5.1. Membership of The Friends shall be open to any person who:
- 5.1.1. Supports the principles and objects of The Friends and undertakes to be bound by its rules and constitution; and
  - 5.1.2. Agrees to pay the prescribed annual membership fees and applies for membership in writing to the Membership Officer of The Friends.
- 5.2. The prescribed annual membership fee shall be determined at the Annual General Meeting or by a Special General Meeting of the Friends and shall fall due on the anniversary of membership.
- 5.3. A register of members shall be kept by the Friends showing the name, address, contact details and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

#### Resignation

- 5.4. Membership shall cease upon resignation, death, expulsion or failure to pay outstanding membership fees within three months of the due date.

#### Expulsion

- 5.5. A member may be expelled from membership of The Friends (or otherwise disciplined) by the Executive Committee, if:-
- 5.5.1. in the opinion of the Executive Committee, after affording the member an opportunity of offering an explanation of his/her conduct, the conduct is regarded as being detrimental to the interests of The Friends.
  - 5.5.2. The member acts in a manner which is contrary to the Constitution of the Association.
- 5.6. As soon as practicable, the member shall be advised of the allegation and invited to present a verbal or written explanation to the Executive Committee meeting at which the matter is to be considered.
- 5.6.1. The determination by the Executive shall be communicated to the member, and in the event of an adverse determination, the member shall cease to be a member fourteen (14) days after the committee has communicated the determination to the member.

#### Life Members

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- 5.7. A person who has made a major contribution toward The Friends or to the ABC may be nominated as a life member of The Friends by any two members at a General Meeting.
- 5.8. If The Friends approve a nomination for life membership, the membership officer must, as soon as practicable, notify the nominee of the decision and seek the nominee's consent to becoming a life member.
- 5.9. On receipt of the nominee's consent, the membership officer must enter the person's name in the register of life members.
- 5.10. Life members will have the same rights as other members of The Friends.

### **6. The Executive Committee**

- 6.1. The management of The Friends shall be vested in the Executive Committee and shall comprise:
  - 6.1.1. The President
  - 6.1.2. The Vice President
  - 6.1.3. The Secretary
  - 6.1.4. The Minute Secretary (optional)
  - 6.1.5. The Treasurer
  - 6.1.6. Membership Officerand additional members, making no more than 12 in total.

#### Appointment & Elections

- 6.2. The Executive Committee shall be elected at the Annual General Meeting of The Friends.
- 6.3. Members seeking election to the Executive Committee shall be nominated by another Member in writing to the Secretary no later than fourteen days (14) days prior to the Annual General Meeting. Nominations may also be sought from the floor by the Chair at the Annual General Meeting. Such nominations must be signed and seconded.
- 6.4. Where there is a nomination for a position, an election as defined in clause 2.2 will be held.
- 6.5. Members shall hold office until the next Annual General Meeting.
- 6.6. A member of the Executive Committee may undertake more than one role on the committee.

#### Powers of Committee

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- 6.7. The Executive Committee shall have the control and management of The Friends subject to any direction received from any properly constituted meeting of The Friends at which a resolution of at least two thirds of members present and voting is passed.
- 6.8. The Executive Committee shall authorise a member or members of The Friends who shall be empowered to make public statements on behalf of The Friends. Such statements must be consistent with the objects and policies of The Friends or as otherwise authorised by the Executive Committee. Members so authorised shall account to the Executive Committee for such statements made by them.
- 6.9. At any meeting requiring a simple majority vote, the President shall have a deliberative vote and shall in addition have a casting vote if an issue has a tied vote.

### Roles

General responsibilities are described below with expanded responsibilities in a separate document.

#### President

- 6.10. The President of The Friends is responsible for chairing Executive Committee and General Meetings, being the public representative for The Friends and organising meeting agendas with the Secretary.

#### Secretary

- 6.11. The Secretary of The Friends shall be the Public Officer and must perform duties in accordance with the Associations Incorporations Act 1985 (SA). The Secretary shall also undertake and perform such duties as the Executive Committee shall direct and shall be responsible for the day-to-day administration of The Friends affairs and the maintenance of its records.

#### Treasurer

- 6.12. The Treasurer shall undertake and perform all such duties as the Executive Committee shall direct, shall keep an account of all monies received and disbursed by The Friends, shall present a statement of account at each Annual General Meeting and shall keep a financial record of all members of The Friends.

#### Membership Officer

- 6.13. The Membership Officer shall keep appropriate records of the membership, and is responsible for ensuring members are reminded that their membership will fall due.

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### Casual Vacancy

- 6.14. If the President and Vice-President are both absent from a meeting, or unwilling to act, the members present at the meeting shall elect one of their number to act as Chair.

### Removal of Member

- 6.15. If a member of the Executive Committee resigns or is otherwise unable to perform his or her duties prior to an Annual General Meeting the Executive shall have power to appoint a substitute officer who shall hold office until the next Annual General Meeting.
- 6.16. Any member of the Executive Committee may be removed from his or her office by a General Meeting of The Friends. At least thirty (30) days notice shall be given to members of a motion to remove an Executive Committee member from office. The meeting which so removes an Executive Committee member shall appoint a substitute officer until the next Annual General Meeting.
- 6.17. A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the Secretary in writing that s/he wishes the decision to be reviewed at the next General Meeting of The Friends.

## **7. Meetings of The Friends**

### Annual General Meeting

- 7.1. An Annual General Meeting of The Friends shall be held within four (4) months of the end of each financial year.
- 7.2. Notice of the Annual General Meeting shall be given to the members at least thirty (30) days prior to the meeting.
- 7.3. The business of the AGM shall be to:-
- 7.3.1. confirm the minutes of the preceding Annual General Meeting;
  - 7.3.2. receive the President's report for the previous financial year;
  - 7.3.3. receive the Treasurer's report and the audited financial statements for the previous financial year;
  - 7.3.4. receive the Membership report;
  - 7.3.5. elect or re-elect the Executive Committee Members who must consent in person or in writing to be elected;
  - 7.3.6. conduct any other business placed on the agenda before the commencement of the meeting.

### Executive and General Meetings of The Friends

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- 7.4. The Executive Committee shall meet as often as necessary to conduct the business of The Friends and not less than six times per annum. A quorum shall be a half plus one of the Executive Committee, of which at least two will be office bearers.
- 7.5. A General Meeting of The Friends may be convened by the Executive Committee or at the request of no less than ten (10) members of The Friends. The notice of any General Meeting shall state the object of any business to be dealt with at the meeting. Notice of any General Meeting shall be given to the members of The Friends at least thirty (30) days prior to the meeting.
- 7.6. A General Meeting or a special event of The Friends shall, where feasible, be held at least twice a year.

### **8. Procedures at General meetings of The Friends**

#### Notice of Meeting

- 8.1. Fifteen (15) financial members shall constitute a quorum at any General Meeting of The Friends. In the case of a meeting at which no quorum shall be present thirty (30) minutes after the time fixed for the meeting, the meeting shall stand adjourned for seven (7) days on which occasion those present at the new meeting shall be deemed to be a quorum.
- 8.2. Members shall be notified of an alternate date within three (3) days of the adjournment and advised of the reason for the meeting.

#### Voting

- 8.3. Decisions of The Friends at any General Meeting shall, if necessary, be determined by a vote of members present at any such meeting. A simple majority of those responding in favour of a proposal shall be required for it to pass.
- 8.3.1. A member shall be entitled to appoint, in writing, another member of the association to be their proxy and attend and vote on their behalf at any General Meeting.
- 8.4. Where the Executive Committee deems an issue to be significant, an indicative ballot of members may ensue.

#### Records & Reports

- 8.5. The Secretary or Minutes Secretary of The Friends will keep a record of proceedings and decisions arrived at, in any meeting, Executive or General

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Meetings, and shall distribute this record for confirmation by members at the next meeting.

- 8.6. At the Annual General Meeting of The Friends the following written reports will be received and considered by members:
  - 8.6.1. President's report
  - 8.6.2. Treasurer's report
  - 8.6.3. Membership Officer's report
  - 8.6.4. Secretary's report (optional)
- 8.7. All records of The Friends shall be open for the inspection of any member at any reasonable time.

### **9. Delegation by Executive Committee to Sub-Committee**

- 9.1. The Executive Committee may form sub-committees of interested members to deal with special needs as and when they arise. All sub-committees must include at least one member of the Executive Committee.
- 9.2. Sub-committees shall be responsible and accountable to the Executive Committee and shall report on their activities at each meeting of the Executive Committee.
- 9.3. Sub-committees shall not incur debt or make contracts without the prior approval of the Executive Committee.
- 9.4. The Executive Committee must provide each sub-committee with a clear statement of the sub-committee's functions and the limits of its powers.
- 9.5. The Executive Committee may, at its own discretion, continue to exercise any of the functions delegated to a sub-committee.
- 9.6. The Executive Committee may, at any time, dissolve a sub-committee.
- 9.7. A sub-committee may meet and adjourn as it thinks proper.

### **10. Financial Management of The Friends**

- 10.1. The control and management of The Friends finances shall be vested in the Executive Committee which shall have all powers necessary to promote the objects of The Friends. This would include the option of applying the Powers of an Incorporated Association as itemised in Section 25 of the Associations Incorporation Act 1985.
- 10.2. All monies of The Friends shall be deposited in such bank as the Executive Committee shall from time to time determine.



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- 10.3. All expenditure, above a minimum amount set by the Executive Committee, will require the approval of two (2) Office Bearers of The Friends as may be determined by the Executive Committee.
- 10.4. The financial year of The Friends shall be from the 1<sup>st</sup> July to the 30<sup>th</sup> June.
- 10.5. The funds shall be derived from the fees of members, donations, grants and such other sources approved by The Friends.
- 10.6. The income and property of The Friends shall be used only for promotion of the objects of The Friends and shall not be paid or transferred to members by way of dividend, bonus or profit.

### Auditor

- 10.7. The accounts must be prepared for a financial year and submitted to an auditor in sufficient time to enable the auditor to audit the accounts and furnish a report for the Executive Committee.
- 10.8. The official audited report of the annual finances will be presented by the Treasurer to the AGM.
- 10.9. The cost of such Audit shall be met from the funds of The Friends.

## **11. Amendment to the Constitution**

- 11.1 The provisions of this Constitution may only be amended by resolution passed at a quorate General Meeting of The Friends of which notice specifying the terms of the proposed amendment has been given to the members at least thirty (30) days prior to the meeting.
- 11.2 No such amendment will be carried unless it is supported by at least two thirds of the members present at the meeting.

## **12. Dissolution of The Friends**

- 12.1. The Friends may be dissolved by motion of which at least thirty (30) days' notice has been given to members and agreed to by three quarters (3/4ths) of those present at the General or Annual General Meeting.
- 12.2. In the event of the dissolution of The Friends, the funds of The Friends shall, after all outstanding debts have been settled, be devoted to some purpose appropriate to the objects of The Friends.
- 12.3. Members of The Friends shall have no liability to contribute toward the payment of debts and liabilities of The Friends or the costs, charges and expenses of the

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winding up of The Friends except to the amount of any unpaid individual membership fee.