

# Friends of the ABC (NSW) Incorporated

## CONSTITUTION

This Constitution was approved by the Special General Meeting on 30 October 1997 and by the Department of Fair Trading on 4 December 1997 (Document Number N1317037) and amended 1999, 2001, 2002, 2003 & 2007

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# Constitution of the Friends of the ABC (NSW) Incorporated

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## 1. Name

The name of the association shall be Friends of the ABC (NSW) Incorporated<sup>1,2</sup> (referred to in these rules as "the association").

## 2. Objects

The objects of the association shall be:

- a) To defend and promote the Australian Broadcasting Corporation (ABC) in its vital role as Australia's independent, national broadcaster.
- b) To vigorously oppose all efforts to censor the ABC.
- c) To vigorously oppose any attempt to introduce advertising or corporate sponsorship into the ABC.
- d) To continually remind all political parties and the Australian people of the need for adequate government funding to be provided to the ABC.

## 3. Membership

- a) Subject to these rules the members of the association shall be the members of the association immediately prior to incorporation together with such other people and organisations as the committee admits to membership.
- b) Membership is open to all individuals and organisations who accept the objects and rules of the association.
- c) Individuals and organisations wishing to become members of the association shall apply to the committee for membership.
- d) The committee or a sub-committee appointed by it,<sup>3</sup> shall determine whether or not to accept an application for membership (except in the case of Life Members where rule 4 applies). The committee is not required to supply reasons for accepting or rejecting an application for membership.
- e) Members shall pay such fees as are determined by the committee.
- f) A register of members shall be kept by the association showing the name, address 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.
- g) Membership shall cease upon resignation, death, expulsion, or failure to pay outstanding membership fees within three<sup>4</sup> months of the due date.
- h) The renewal date for members of the association, who join on or after 1 January, 2003 will be the anniversary of the date of joining. The renewal date for all members as at 31 December, 2002 will be the anniversary of the date they first renewed after that date.<sup>5</sup> The financial year of the association is from 1 July to 30 June or such other period as is determined by the committee.

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1 This Constitution was approved by the Special General Meeting on 30 October 1997 and by the Department of Fair Trading on 4 December 1997 (Document Number N1317037)

2 Amended on 6 January 1998 to change the name of the association to Friends of the ABC (NSW) Incorporated as approved by the Special General Meeting on 30 October 1998 and by the Department of Fair Trading on 4 December 1998 (Document Number N1317038)

3 Amended in accordance with motion passed at Annual General Meeting on 2 November 2002

4 Amended in accordance with motion passed at Annual General Meeting on 25 October 2003

5 Amended in accordance with motion passed at Annual General Meeting on 2 September 2000 and further amended in accordance with motion passed at Annual General Meeting on 25 October 2003

### i) Definitions <sup>6</sup>

#### Branch

A branch is the representative body for those members and associate members having their postal address within the geographical boundaries (as defined in rule 15 (g) 1) of that branch.

#### Sub-Branch

A sub-branch is a body formed by a branch in accordance with Rule 15 (b).

#### Associate Member

An associate member is a member of a branch or sub-branch who is not a full member of FABC (NSW) Inc. and whose fees and conditions of membership are determined by the branch.

## 4. Life membership

- a) A person who has made a major contribution towards the Friends of the ABC (NSW) Inc.<sup>7</sup> or to the ABC may be nominated as a life member of the association by any two members at a general meeting of the association.
- b) Once a nomination for life membership has been made, the association must, by resolution, determine whether to approve or to reject the nomination.
- c) If the association approves a nomination for life membership, the membership secretary must, as soon as practicable after that decision, notify the nominee of the decision and seek the nominee's consent to becoming a life member.
- d) On receipt of the nominee's consent the secretary must enter the nominee's name in the register of life members and, on the name being entered, the nominee becomes a life member of the association.
- e) A life member has the same rights as other members.
- f) Each life member remains a life member until he or she:
  - I. resigns
  - II. dies, or
  - III. is expelled from membership of the association.

## 5. Members' liability

The members of the association shall have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

## 6. Disciplining of members

- a) A member may be expelled from membership of the association (or otherwise disciplined) by the committee, if in the opinion of the 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 association.
- b) 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 association.

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<sup>6</sup> See footnote 4

<sup>7</sup> See footnote 2

### 7. Disputes between members

- a) In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or a member and the committee, the following procedure shall apply.
- b) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- c) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- d) If the dispute is not resolved by the above procedures it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

### 8. Management by committee

- a) The association shall have its affairs controlled and managed by the office bearers and other members known as the committee. The committee shall act in accordance with this constitution and any resolution passed by a general meeting of the association that complies with the constitution.
- b) The office bearer positions shall be a President, Vice President, Secretary, Treasurer and Membership Secretary, however the positions of Secretary and Treasurer may be combined, and filling of the position of Vice President shall be optional.<sup>8</sup>
- c) There shall be not less than eight and not more than sixteen members of the committee, inclusive of office bearers.<sup>18</sup>
- d) The office bearers and other members of the committee shall be elected at each annual general meeting. Any casual vacancy occurring in the committee may be filled by a member appointed by the committee.
- e) Each member of the committee shall hold office from the date of their election or appointment until the next annual general meeting.
- f) Retiring committee members are eligible for re-election.
- g) The committee shall meet as often as necessary to conduct the business of the association and not less than six times per annum.<sup>9</sup>
- h) The quorum for meetings of the committee shall be five committee members, of which two such members shall be office bearers.<sup>19</sup>
- i) Notice of committee meetings shall be given at the previous committee meeting or by such other means as the committee may decide upon.
- j) A member of the committee shall cease to hold office upon:
  - I. resignation from the committee;
  - II. ceasing to be a member of the association; or
  - III. absence from three successive committee meetings without approval of the committee

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<sup>8</sup> Amended in accordance with motion passed at Annual General Meeting on 6 October 2007

<sup>9</sup> See footnote 3

<sup>18</sup> See footnote 8

<sup>19</sup> See footnote 8

- k) The committee may function validly provided its number is not reduced below the quorum. Should committee numbers fall below the quorum the remaining committee members may act only to appoint new committee members.
- l) Questions arising at any meeting of the committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- m) If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting shall be dissolved.
- n) Additional meetings of the committee may be convened by the president or any two members of the committee.
- o) The committee may and shall always be deemed to have had authority to promote, establish, superintend, control and assist, in such form and manner as the committee determines, within the State of New South Wales, branches and other groups for the purpose of widening the influence and operations of the association. In its applicability to branches, this Sub-rule will be construed subject to Rule 15.<sup>10</sup>

### **9. Delegation by committee to sub-committee**

- a) The committee may form sub-committees of interested people to deal with special needs as and when they arise. All sub-committees must include at least one member of the committee.
- b) Sub-committees shall be responsible and accountable to the committee and shall report on their activities at each meeting of the committee.
- c) Sub-committees shall not incur debt or make contracts without the prior approval of the committee.
- d) The committee must provide each sub-committee with a clear statement of the subcommittee's functions and the limits of its powers.
- e) The committee may, at its own discretion, continue to exercise any of the functions delegated to a sub-committee.
- f) The committee may, at any time, dissolve a sub-committee.
- g) A sub-committee may meet and adjourn as it thinks proper.

### **10. General meetings**

- a) An annual general meeting of the association shall be held each year within six months from the end of the financial year of the association
- b) The committee may, whenever it thinks fit, convene a general meeting of the association. A general meeting must be convened by the committee within three months of receiving a written request to do so from at least five per cent of the membership of the association. Such a request must state the business proposed for the meeting.<sup>11</sup>
- c) At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.

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<sup>10</sup> Amended in accordance with motion passed at Annual General Meeting on 7 October 2001 and further amended in accordance with motion passed at Annual General Meeting on 25 October 2003

<sup>11</sup> Amended in accordance with motion passed at Annual General Meeting on 7 October 2001

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- d) In the case of the annual general meeting the following business shall be transacted:
- I. confirmation of the minutes of the last annual general meeting and any special general meeting, the minutes of which have not been confirmed,<sup>12</sup>
  - II. receipt of the committee's report upon the activities of the association in the last financial year;
  - III. election of office bearers and other members of the committee;
  - IV. receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the association's:
    - ❖ income and expenditure
    - ❖ assets and liabilities
    - ❖ Mortgages, charges and other securities
    - ❖ trust properties.
  - V. such other business as the chair may permit,<sup>13</sup>
- e) The quorum for a general meeting shall be five members present in person. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- g) All votes shall be given personally and there shall be no voting by proxy.
- h) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- i) Nominations of members for committee positions and office bearers may be made following the convening of an annual general meeting by written notice (including e-mail) from the candidate to be received by the secretary at least four (4) days prior to the date of such meeting. Late nominations or nominations from the floor of the annual general meeting shall be dealt with at the subsequent committee meeting and treated as a casual vacancy as in 8d) above.<sup>14</sup>
- j) Written notice of all general meetings shall be given to members either by postal mail, or by e-mail or by hand.<sup>20</sup>
- k) Any ten members who have a particular item of business they wish to be considered at a general meeting must give written notice of such business to the secretary.<sup>15</sup> The secretary shall include that business in the next notice calling a general meeting.

### 11. Office bearers

- a) The President or, in the President's absence, the Vice-President shall act as chairperson at each general meeting and committee meeting of the association.
- b) If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.

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<sup>12</sup> See footnote 11

<sup>13</sup> See footnote 11

<sup>14</sup> See footnote 8

<sup>15</sup> See footnote 11

<sup>20</sup> See footnote 8

- c) The Secretary shall ensure that records of the business of the association including the rules, minutes of all general and committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- d) The Treasurer shall ensure that all money received by the association is paid into an account in the association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the committee. Major or unusual expenditures shall be authorised in advance by the committee or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- f) The Membership Secretary shall keep a register of all members, including membership applications and renewals. These records shall be available for inspection by any member and shall be held in the custody of the Membership Secretary.

### **12. Special resolutions**

- a) A special resolution must be passed by a general meeting of the association to effect the following changes:
  - I. a change of the association's name;
  - II. a change of the association's rules;
  - III. a change of the association's objects;
  - IV. an amalgamation with another incorporated association;
  - V. to voluntarily wind up the association and distribute its property;
  - VI. to apply for registration as a company or a co-operative.
- b) A special resolution shall be passed in the following manner:
  - I. a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
  - II. the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
  - III. a quorum must be present at the meeting; and
  - IV. at least three-quarters of the valid vote must be in favour of the resolution;.
- c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

### 13. Public Officer

- a) The committee shall ensure that a person is appointed as public officer.
- b) The first public officer shall be the person who completed the application for incorporation of the association.
- c) The committee may at any time remove the public officer and appoint a new public officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The public officer shall be deemed to have vacated their position in the following circumstances:
  - I. death;
  - II. resignation;
  - III. removal by the committee or at a general meeting;
  - IV. bankruptcy or financial insolvency;
  - V. mental illness or incapacity or;
  - VI. residency outside New South Wales.
- e) When a vacancy occurs in the position of public officer the committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new public officer.
- f) The public officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
  - I. appointment (within 14 days)
  - II. a change of residential address (within 14 days)
  - III. a change in the association's objects or rules (within one month)
  - IV. of the association's financial affairs (within one month after the annual general meeting)
  - V. a change in the association's name (within one month)
- g) The public officer may be an office bearer, committee member. Or any other person regarded as suitable for the position by the committee.
- h) The public officer shall keep a register of members of the committee which must:-
  - I. contain the name and residential address of each committee member and the date on which they became a member of the committee;
  - II. be updated within one month of any change taking place; and
  - III. be made available for inspection by any person, at all reasonable hours and free of charge.

### 14. Miscellaneous

- a) The association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the association.
- b) The funds of the association shall be derived from the fees of members' donations, grants and such other sources approved by the association.
- c) The common seal of the association shall be kept in the custody of the secretary and shall only be affixed to a document with the approval of the committee. The stamping of the common seal shall be witnessed by the signatures of two members of the committee.
- d) In the event that the association should be wound up or have its incorporation cancelled any surplus property shall be distributed in accordance with the provisions of the Associations Incorporation Act 1984.
- e) Service of documents on the association is effected by serving them on the public officer or by serving them personally on two members of the committee.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) The income and property of the association shall be used only for promotion of the objects of the association and shall not be paid or transferred to members by way of dividend, bonus or profit.

### 15. Branches <sup>16</sup>

- a) The provisions of this constitution in relation to the manner in which the committee controls, manages and records its affairs will, so far as is practicable, be adopted by the branches provided that they may, subject to the approval of the committee, adopt special rules arising out of local circumstances which vary from the rules in this constitution.
- b) A branch may form sub-branches, the members of which may be associate members or full members of the association. The conditions of membership of a sub-branch and the fees payable by associate members will be determined by the branch. At each annual general meeting of a branch, a convener, who will be a full member of the association, will be elected for each sub-branch.
- c) If requested by the committee, the branch will furnish details of the associate members to the committee.
- d) All monies received by a branch will be retained by the branch, excepting annual membership fees for full members and funds specifically nominated for FABC (NSW) Inc., which will be promptly forwarded to the association.
- e) In the event that a branch is wound up, any surplus funds held by it will be paid to the association.
- f) Each branch will keep full records of its social events and activities.

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<sup>16</sup> See footnote 4

- g) Within one month of the end of each financial year, each branch will furnish the committee with a report which will include:
  - I. Definition of its boundaries determined as far as is practicable on federal electoral boundaries in conjunction with postcodes.
  - II. Number of associate members and fees charged.
  - III. Number and type of its social events and activities.
  - IV. Highlights of the year.
  - V. The branch annual financial report including a statement of income, expenditure and balance sheet for the financial year.
  - VI. Details of donations specifically nominated for the benefit of the association.
- h) To each branch the committee will appoint from among its members a representative to liaise and maintain contact with that branch and furnish it with the agenda for meetings of the committee, where practicable, at least seven days prior to each meeting.
- i) Such funds as the committee considers appropriate will be furnished to each branch to enable one nominated representative of that branch to attend the annual general meeting of the association.
- j) The details of a member will be furnished by the committee to the branch representing that member unless the committee is specifically instructed by that member not to do so.

### **16. Structure** <sup>17</sup>

- a) The association will consist of:
  - I. The State Executive (in this constitution referred to as “the committee”)
  - II. Branches forming part of the association whose membership comprises the members and life members of the association referred to in rules 3 and 4 of this constitution (in these rules also referred to as full members) and where applicable, associate members.
  - III. Sub-branches whose membership comprises full members and/or associate members.
- b) The geographical boundaries of branches will be determined as far as is practicable on federal electoral boundaries in conjunction with specified postcodes.
- c) Members whose postal address is outside the boundaries of established branches and outside the Sydney metropolitan area will, in the first instance, be asked to contact their closest branch. Should this not be suitable, or if the member’s postal address is within the Sydney metropolitan area (but outside the boundaries of an established branch), their affairs will be managed by the committee.

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<sup>17</sup> See footnote 4