



Constitution

Community Broadcasting Foundation Ltd

ACN 008 590 403

TABLE OF CONTENTS

1.	NAME	1
2.	PURPOSE	1
2.1	Principal Purpose and powers	1
2.2	Application of income and property	1
2.3	Distribution of assets on revocation of endorsement or winding up.....	2
3.	PUBLIC FUND	3
3.1	Establishment of public Fund	3
3.2	Administration of public Fund.....	3
3.3	Winding-up or dissolution of the Fund	3
4.	MEMBERSHIP	4
4.1	Number of Members.....	4
4.2	Eligibility	4
4.3	Application	4
4.4	Admission	4
4.5	Register of Members.....	5
4.6	Expulsion and suspension of Members.....	5
4.7	Cessation of Membership	5
5.	MEETINGS AND RESOLUTIONS OF MEMBERS	6
5.1	Proceedings of Members	6
5.2	Annual General Meeting	6
5.3	Convening General Meetings.....	6
5.4	Changes to General Meeting arrangements	7
5.5	Entitlement to receive notice.....	7
5.6	Notice of General Meetings	7
5.7	Timing of notice	8
5.8	Chair of General Meetings	8
5.9	Role of chair of General Meeting	8
5.10	Quorum for General Meetings.....	9
5.11	Adjournment of General Meetings	9
5.12	Method of Voting	10
5.13	Voting rights	10
5.14	Decisions of the Members	10
5.15	Seconding.....	11
5.16	Proxies.....	11

5.17	Use of technology in meetings.....	11
5.18	Resolutions without meetings.....	11
6.	DIRECTORS	12
6.1	Number of Directors	12
6.2	Composition of and appointment to the Board	12
6.3	Eligibility	12
6.4	Term of office.....	13
6.5	Casual vacancy in directorship	13
6.6	Filling casual vacancies.....	14
6.7	Effect of vacancy	14
6.8	Defects in appointment of Directors.....	14
6.9	Office Bearers.....	14
6.10	Secretary	15
7.	PROCEEDINGS OF DIRECTORS.....	15
7.1	Powers of Directors.....	15
7.2	By-laws	16
7.3	Appointment of attorney	16
7.4	Meetings of Directors.....	16
7.5	Convening Board meetings	16
7.6	Entitlement to receive notice of Board meetings	16
7.7	Content of notice of Board meetings.....	16
7.8	Timing of notice of Board meetings	16
7.9	Chair of Board meetings.....	16
7.10	Quorum for Board meetings	17
7.11	Voting at Board meetings.....	17
7.12	Delegation of powers	17
7.13	Appointment of Alternate Directors	17
7.14	Use of technology in Board meetings	18
7.15	Resolutions without meetings.....	18
8.	DIRECTORS' DUTIES AND INTERESTS	18
8.1	Duties of Directors	18
8.2	Disclosure of interests.....	18
8.3	Participation in decisions	19
8.4	Directors' interests.....	20
9.	COMMITTEES	20
9.1	Power of Appointment.....	20

9.2	Meetings and proceedings of the committees	21
9.3	Advisory Committees	21
9.4	Composition of Advisory Committees.....	21
9.5	Vacancies on Advisory Committees	22
9.6	Filling vacancies on Advisory Committees.....	22
10.	ASSESSOR POOL	23
10.1	Composition of and appointment to Assessor Pool	23
10.2	Appointment and terms of office.....	23
11.	NOMINATIONS ADVISORY GROUP	24
11.1	Role of the Nominations Advisory Group.....	24
11.2	Composition of the Nominations Advisory Group	24
11.3	Process of the Nominations Advisory Group.....	24
12.	ADMINISTRATION	25
12.1	Minutes	25
12.2	Member access to documents	25
12.3	Accounts and other records of the Company	25
12.4	Financial year	26
12.5	Audit.....	26
12.6	Execution of documents with a Seal	26
12.7	Alteration of Constitution	26
12.8	Notices	27
12.9	Officers: indemnities and insurance.....	27
12.10	Winding up.....	27
12.11	Liability of Members.....	27
12.12	Contribution of Members on winding up.....	27
13.	INTERPRETATION	28
13.1	Exclusion of replaceable rules	28
13.2	Definitions	28
13.3	Interpretation.....	30
	SCHEDULE 1	31

1. NAME

The name of the Company is Community Broadcasting Foundation Limited.

2. PURPOSE

2.1 Principal Purpose and powers

- (a) The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
- (b) The Principal Purpose of the Company is the promotion of community radio and television broadcasting throughout Australia for the benefit of all Australians.
- (c) Solely for the purpose of furthering the Principal Purpose, the Company:
 - (i) may do all things incidental or conducive to furthering the Principal Purpose, including:
 - (A) assisting in the development of community broadcasting and related distribution platforms;
 - (B) assisting community broadcasting sector engagement with broad technological change;
 - (C) disseminating information about community broadcasting in Australia;
 - (D) engaging with governments, peak community broadcasting representative organisations and other stakeholders in the development of policy for the maintenance and development of community broadcasting across Australia;
 - (E) engaging with stakeholders to advocate for the needs and future requirements of community broadcasting across Australia; and
 - (F) providing funds, including by way of making grants to other organisations, offering scholarships, or prizes, or attracting funds to further the Principal Purpose; and
 - (ii) has the capacity and powers of a company under the Act subject to the provisions of this Constitution.

2.2 Application of income and property

- (a) The income and property of the Company must be applied solely towards the Principal Purpose.
- (b) No portion of the profits, income or property of the Company may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or otherwise in their capacity as Members.

- (c) Sub-clause 2.2(b) does not prevent a payment made in good faith to any Member or Director of the Company in carrying out the Company's Principal Purpose. This includes payments which may:
- (i) be made in return for goods or services a Member or Director has provided (excluding services as a Director), or expenses a Member or Director has properly incurred in connection with the affairs of the Company;
 - (ii) be made by way of interest at a proper commercial rate on money borrowed from any Member or Director of the Company;
 - (iii) be made by way of reasonable and proper rent for premises supplied or leased by any Member or Director of the Company; or
 - (iv) constitute a payment made:
 - (A) for the indemnification of; or
 - (B) to cover premiums on contracts of insurance for –
any Director to the extent permitted by law and this Constitution.
- (d) This clause does not prohibit remuneration of a person in their capacity as an employee of the Company.
- (e) However, a Director must not be paid director's fees for serving as a Director.

2.3 Distribution of assets on revocation of endorsement or winding up

- (a) Upon the winding up of the Company, any assets remaining after complying with clause 3.3:
- (i) must not be paid or distributed to the Members in their capacity as Members, and
 - (ii) will be given or transferred to one or more other funds, authorities, institutions or companies which:
 - (A) is charitable at law; and
 - (B) has similar objects to those of the Company as described in this Constitution, and
 - (C) prohibits the distribution of income, profit or assets to its members in their capacity as members.
- (b) The identity of the entity or entities that will receive a distribution under this clause will be decided by the Members by ordinary resolution on or before the time of such winding up or dissolution. If the Members fail to decide, the fund, authority, institution or company shall be determined by application to the Supreme Court in the State or Territory of incorporation.

3. PUBLIC FUND

3.1 Establishment of public Fund

The Company will establish and maintain a public Fund, named the Community Broadcasting Development Fund.

3.2 Administration of public Fund

- (a) Donations will be deposited into the Fund listed on the Register of Cultural Organisations. These monies will be kept separate from all other funds of the Company and will only be used to further the Principal Purpose of the Company. Investment of monies in the Fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (b) The Fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Company.
- (c) No monies/assets in the Fund will be distributed to members or office bearers of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of the Fund or proper remuneration for administrative services.
- (d) The Department, which is responsible for the administration of the Register of Cultural Organisations, will be notified of any proposed amendments or alterations to provisions of the Fund, to assess the effect of any amendments on the Fund's continuing Deductible Gift Recipient status.
- (e) Receipts for gifts to the Fund must state:
 - (i) the name of the Fund and that the receipt is for a gift made to the Fund;
 - (ii) the Australian Business Number of the Company;
 - (iii) the fact that the receipt is for a gift; and
 - (iv) any other matter required to be included on the receipt pursuant to the requirements of the ITAA 97.
- (f) The Company must comply with any rules that the Treasurer or the Minister for the Arts make to ensure that gifts made to the Fund will only be used for the Principal Purpose of the Company. The Company must provide to the Department statistical information on the gifts made to the Fund every six (6) months.

3.3 Winding-up or dissolution of the Fund

If upon the winding-up or dissolution of the Fund, or its endorsement as a Deductible Gift Recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the Fund.

This new fund, authority or institution must be charitable at law and its rules must prohibit the distribution of its income among its members to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100 of the *Income Tax Assessment Act 1997 (Cth)* (ITAA 97).

4. MEMBERSHIP

4.1 Number of Members

There shall be at least seven (7) Members.

4.2 Eligibility

Any natural person who:

- (a) is committed to the Principal Purpose of the Company; and
- (b) agrees to comply with the Code of Conduct;

may apply to be a Member.

4.3 Application

- (a) An application for Membership must be made in a form and manner directed by, or acceptable to, the Board for the purpose.
- (b) An applicant must pay the Membership fee determined by the Board (if any).
- (c) An applicant must agree in writing to provide a guarantee of not less than the Guaranteed Amount to defray such liabilities and expenses of the Company upon its winding up or dissolution.

4.4 Admission

- (a) The Board must consider and resolve whether to accept or reject each application for Membership.
- (b) The Board may accept or reject any application for Membership in its discretion, using such criteria as the Board alone may determine. The Board is not bound to give reasons for the acceptance or rejection of any application.
- (c) If the Board accepts an application, the Secretary must:
 - (i) enter the applicant's details into the Register as soon as practicable; and
 - (ii) send to the applicant written notice of the acceptance.
- (d) If the Board rejects an application, the Secretary must send to the applicant written notice of the rejection as soon as practicable.
- (e) A person is admitted as a Member of the Company when the person's application has been accepted by the Board and the person's name is entered into the Register.

4.5 Register of Members

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
 - (i) the name, address, and date of entry – for each Member and former Member;
 - (ii) the date on which a person ceased to be a Member – for each former Member.
- (c) The Secretary may keep the entries regarding former Members separately from the rest of the Register.
- (d) The address of a Member in the Register may serve as the address of the Member for the purpose of service of any notices to the Member.
- (e) The rights of any Member are not transferable.

4.6 Expulsion and suspension of Members

- (a) The Board may suspend or expel a Member from the Company if it decides it is not in the interests of the Company for the person to continue or remain as a Member. The Board has absolute discretion.
- (b) The Board may not pass a resolution to suspend or expel a Member outside of a Board meeting.
- (c) If the Board intends to consider a resolution to suspend or expel a Member, it must give the Member written notice:
 - (i) stating the date, place and time of the meeting where the resolution will be considered;
 - (ii) setting out the intended resolution and the grounds on which it is based; and
 - (iii) informing the Member that the Member may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

The notice must be given at least one (1) week before the meeting at which the resolution is to be considered.

- (d) Any Member expelled from the Company may at any time apply to the Board to be readmitted as a Member.
- (e) No person may be a Director following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

4.7 Cessation of Membership

- (a) A person ceases to be a Member on:

- (i) resignation;
 - (ii) ceasing to be a Director;
 - (iii) termination of the person's Membership in accordance with this Constitution;
 - (iv) death; or
 - (v) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally.
- (b) A Member whose Membership is terminated will be liable for all moneys due by that Member to the Company in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- (c) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

5. MEETINGS AND RESOLUTIONS OF MEMBERS

5.1 Proceedings of Members

A meeting of the Members is a General Meeting.

5.2 Annual General Meeting

- (a) The Board may, and must if required by the Act,¹ call and arrange to hold an Annual General Meeting.
- (b) The business of an Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
- (i) the consideration of the annual financial statements, directors' declaration and directors' report and Auditor's report; and
 - (ii) the appointment of the Auditor.

5.3 Convening General Meetings

A General Meeting may only be called:

- (a) by a Director; or
- (b) by a resolution of the Board; or
- (c) by or at the request of Members in any of the circumstances permitted by Division 2 of Part 2G.2 of the Act, even if those provisions of the Act do not apply by force of law to the Company as a result of the ACNC Legislation.²

¹ The Company may not be required to hold an Annual General Meeting while it is a registered charity with the Australian Charities and Not-for-profits Commission.

² Part 2G.2 of the Act enables a General Meeting to be convened by or at the request of Members.

5.4 Changes to General Meeting arrangements

- (a) The Board may change the venue for, postpone or cancel a General Meeting, subject to this clause.
- (b) If a General Meeting was not called by a resolution of the Board, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.
- (c) If the venue of a General Meeting is changed, or if the General Meeting is cancelled or postponed under this clause:
 - (i) Notice of the change, cancellation or postponement must be given to all persons entitled to receive notices of a General Meeting under this Constitution.
 - (ii) A notice of postponement must specify the date, time and place to which the General Meeting has been postponed.
 - (iii) The provisions of the clause in this Constitution headed “Timing of notice” do not apply to a notice of postponement or change of venue.
 - (iv) In the case of a General Meeting called under Part 2G.2 of the Act, the General Meeting may not be postponed beyond the date by which meetings called under such provisions are required to be held.
- (d) The only business that may be transacted at a General Meeting which is postponed is the business specified in the notice convening the meeting at first instance.

5.5 Entitlement to receive notice

- (a) In the case of a General Meeting, notice must be given to:
 - (i) every Member;
 - (ii) every Director; and
 - (iii) the Auditor for the time being of the Company.
- (b) Subject to section 1322 of the Act, the non-receipt of a notice by, or the accidental omission to give notice of any General Meeting to, any Member will not invalidate any resolution passed at that Meeting.

5.6 Notice of General Meetings

A notice of General Meeting must:

- (a) be in writing;
- (b) specify the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (c) state the general nature of the business to be transacted at the meeting;

- (d) if a Special Resolution is to be proposed at the meeting – set out the wording of the resolution and state that it is proposed as a Special Resolution;
- (e) include the information in the clause of this Constitution headed “Proxies”;
- (f) include a form for the appointment of a proxy which has been approved by the Board for this purpose; and
- (g) specify that notice of a proxy must be given to the Company at least 24 hours prior to the commencement of the meeting, by delivery to the Company at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

5.7 Timing of notice

- (a) In the case of a General Meeting, at least 21 days’ notice must be given unless:
 - (i) in the case of an Annual General Meeting, all the Members entitled to attend and vote agree to a lesser notice period; and
 - (ii) in the case of any other General Meeting, Members with at least 95 per cent of the votes that may be cast at the meeting agree to a lesser notice period, such agreement to be obtained in advance of the General Meeting.
- (b) A General Meeting cannot be called with fewer than 21 days' notice if it is of a kind where a resolution will be moved to remove a Director or Auditor, notwithstanding the preceding sub-clause.

5.8 Chair of General Meetings

- (a) The President shall preside as chair at every General Meeting.
- (b) If the President is not present within 15 minutes after the time appointed for the holding of the General Meeting or the President is unwilling to act as chair for all or part of the meeting, the following, in order of precedence, may preside unless unable or unwilling to do so:
 - (i) the Vice-President;
 - (ii) a Director chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member chosen by a majority of the Members present.

5.9 Role of chair of General Meeting

The chair of a General Meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting, subject to this Constitution;

- (b) may require the adoption of any procedure which is in the chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
- (c) must give the Members as a whole reasonable opportunity to make comments and ask questions, and may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever the chair considers it necessary or desirable for the proper conduct of the meeting.

5.10 Quorum for General Meetings

- (a) No business may be transacted at any General Meeting, other than the election of a chair or adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) A quorum of Members for a General Meeting is four (4) Members present, who are entitled to vote at the meeting. If a quorum is not present within 30 minutes from the time appointed for a General Meeting, then:
 - (i) in the case of a meeting called by, or at the request of Members, the meeting will dissolve;
 - (ii) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (B) if at the resumption of the meeting a quorum is not present within 30 minutes from the time appointed for the meeting, three (3) Members present in person or by proxy or attorney will be a quorum. In any other case, the meeting will dissolve.
- (c) A person attending as a proxy is deemed to be a Member present for the purpose of determining whether a quorum has been achieved.
- (d) A Member that is suspended is not counted as a Member for the purpose of determining a quorum.

5.11 Adjournment of General Meetings

- (a) The chair of a General Meeting may at any time, and must if so directed by the meeting, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting.
- (b) Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one (1) month or more.

- (d) A meeting adjourned under this clause stands adjourned to:
 - (i) such day, and at such time and place, as the Directors present decide; and
 - (ii) if no determination is made by the Directors, to the same day in the next week at the same time and place.

5.12 Method of Voting

- (a) At a General Meeting, voting will occur by show of hands or voices or such other method as the chair determines, unless a poll is demanded.
- (b) A poll can be demanded by:
 - (i) the chair of the meeting; or
 - (ii) at least three (3) Members,a demand for a poll may be withdrawn.
- (c) If a poll is duly demanded, it shall be taken in such a manner as the chair directs.
- (d) A poll demanded on the election of the chair of the meeting or on a question of adjournment of a meeting must be taken immediately.
- (e) A Member may vote in person or by proxy or by representative.

5.13 Voting rights

- (a) Subject to sub-clauses 5.13(b) and 5.14(b) each Member has one vote, no matter what the method of voting, or whether the Member is exercising his or her vote by proxy.
- (b) A Member that is suspended is not entitled to vote during the period of suspension.

5.14 Decisions of the Members

- (a) Questions arising for determination by the Members shall be decided by a majority of votes cast, unless otherwise provided in this Constitution or the Act.
- (b) In a case of an equality of votes cast on a motion, the chair of the General Meeting will have a casting vote.
- (c) A declaration by the chair of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded.
- (d) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the chair of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

5.15 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

5.16 Proxies

- (a) A Member who is a natural person may appoint a proxy to act on behalf of the Member at one or more General Meetings.
- (b) A proxy may exercise any and all of the rights of the Member who appointed it at a General Meeting, subject to the following:
 - (i) a proxy is subject to any directions or limitations specified in the proxy appointment;
 - (ii) a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (c) A proxy must be a Member of the Company.
- (d) The appointment of a proxy must be in writing and signed by the Member making the appointment and in a form as similar as possible to that in Schedule 1.
- (e) A vote given by proxy is valid even if the Member who appointed the proxy revokes the appointment, or ceases to be a Member, provided that the chair was not aware of the revocation or cessation of Membership at the time the proxy cast the vote.

5.17 Use of technology in meetings

- (a) The Company may hold a General Meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.

5.18 Resolutions without meetings

- (a) This clause does not apply to a Special Resolution, a resolution to remove a Director from office, or a resolution by the Members to appoint or remove an Auditor.
- (b) A resolution may be passed without a meeting in the following circumstances:
 - (i) notice has been given of the resolution to all of the Members entitled to vote; and
 - (ii) notice has been given to the Auditor (if any); and
 - (iii) a majority of the Members entitled to vote give their approval in writing.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;

- (ii) approval in writing includes approval given by email and any other means of electronic communication; and
 - (iii) a resolution will be deemed to have failed to have been passed if it has not achieved the requisite majority by 21 days after notice was given.
- (d) The resolution is passed at the time when approval is given to the Secretary by the last person necessary to constitute a majority.

6. DIRECTORS

6.1 Number of Directors

- (a) The Members may determine by resolution the number of Directors to be appointed at any particular time, subject to this clause:
- (i) The minimum number of the Directors is seven (7).
 - (ii) The maximum number of Directors is nine (9).

6.2 Composition of and appointment to the Board

- (a) The Directors shall be as follows:
- (i) a President, appointed by the Board from candidates nominated by the CBAA (**President**);
 - (ii) five (5) persons appointed by the Board from candidates nominated by the Community Broadcasting Stations and Sector Organisations (**Sector Nominated Directors**); and
 - (iii) at least one (1) and up to three (3) persons appointed by the Board (**Independent Directors**).
- (b) In appointing Directors, the Board shall have regard to:
- (i) any relevant Board policies including a Diversity Policy and a skills matrix which sets out the optimum combination of experience, skills and other attributes;
 - (ii) in the case of the President, the advice of the CBAA, except in the case of a casual vacancy; and
 - (iii) in the case of Sector Nominated Directors, the advice, if any has been given, of members of the Nominations Advisory Group, except in the case of a casual vacancy.

6.3 Eligibility

Any natural person committed to the Principal Purpose is eligible to be appointed as a Director provided:

- (a) the person is:

- (i) a Member of the Company; or
- (ii) a person who is prepared to become a Member of the Company immediately upon being appointed to the Board and who:
 - (A) is committed to the Principal Purpose;
 - (B) agrees to comply with the Code of Conduct; and
 - (C) shall be deemed to have applied for and been admitted as a Member of the Company;
- (b) the person is not an employee of the Company;
- (c) the person has given written, signed consent to act as a Director;
- (d) the person has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
- (e) the person is not disqualified by the Act or the ACNC Legislation from being a Director, to the extent that either applies.

6.4 Term of office

- (a) The term of office of a Director:
 - (i) shall be three (3) years; and
 - (ii) commences on the date of appointment; and
 - (iii) expires three years from the date of appointment.
- (b) A person may be appointed as a Director for more than one term of office, subject to the following sub-clause.
- (c) Directors are subject to a maximum tenure of nine (9) consecutive years.

6.5 Casual vacancy in directorship

A casual vacancy occurs in the office of a Director if the Director:

- (a) resigns;
- (b) dies;
- (c) ceases to be a Member;
- (d) is removed by the Members under the Act,
- (e) is absent without the consent of the Directors from:
 - (i) three (3) consecutive Board meetings; or
 - (ii) at least four Board meetings over 12 months;

- (f) becomes subject to a court order to receive treatment or have his or her finances managed by another person due to the Director being of unsound mind or having a mental illness; or
- (g) becomes ineligible to be a Director by the Act or ACNC Legislation.

6.6 Filling casual vacancies

- (a) A casual vacancy on the Board shall be filled by the Board, which may appoint a person (who need not be a current Member) to the vacant position.
- (b) Notwithstanding sub-clause 6.2(b), the Board is not obliged to have regard to advice of the CBAA or members of the Nominations Advisory Group when filling a casual vacancy.
- (c) A person appointed to the Board to fill a casual vacancy shall hold office until the expiration of the term of office of the Director whose office he or she is filling.

6.7 Effect of vacancy

- (a) In the event of a vacancy in the office of a Director the remaining Directors may act, subject to this clause.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of directors, or is less than the minimum number of Directors fixed under this Constitution, the remaining Directors must:
 - (i) subject to clause 6.6, act as soon as possible insofar as they are able to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; and
 - (ii) until that has happened, the Directors may only act if and to the extent that there is an emergency requiring them to act.

6.8 Defects in appointment of Directors

Each resolution passed or thing done by, or with the participation of, a person acting as a Director, or member of a committee, is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.³

6.9 Office Bearers

- (a) From time to time as required, the Board may appoint office bearers (other than the President) from among the Board and determine the period for which such office bearers are to hold office.

³ Sections 128-130 of the Act contain specific provisions which deal with assumptions people are entitled to make when dealing with the company and its officers.

- (b) Subject to clause 6.10, the description, number and duties of the Office Bearers may be determined by the Board from time to time.
- (c) An Office Bearer may be elected for more than one successive term.
- (d) The Board may remove or suspend a person from holding any of the above offices by resolution passed at a Board meeting provided:
 - (i) the resolution is passed by not less than two-thirds of the Directors present;
 - (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person that is the subject of the resolution.

6.10 Secretary

- (a) There must be at least one Secretary.
- (b) A person must not be appointed Secretary unless the person has given the Company a signed consent to act as Secretary.
- (c) An act done by a person acting as a Secretary is not invalidated by reason only of:
 - (i) a defect in the person's appointment as Secretary; or
 - (ii) the person being disqualified to be a Secretary,if that circumstance was not known by the person when the act was done.
- (d) The Secretary must identify whether a person is ineligible to be appointed as a Director under this Constitution as a result of disqualification by the Act or the ACNC Legislation. The Secretary must:
 - (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, appointed as a Director; and
 - (ii) must obtain a declaration from each Director to the effect that he or she is not disqualified by the Act or the ACNC Legislation, and that he or she will notify the Secretary as soon as possible in the event that he or she becomes disqualified.

7. PROCEEDINGS OF DIRECTORS

7.1 Powers of Directors

- (a) The Directors are responsible for the management of the business of the Company and may exercise all the powers of the Company (in accordance with the provisions of this Constitution) that are not, by the Act or by this Constitution, required to be exercised by the Members.
- (b) The Directors cannot remove a Director or Auditor.

7.2 By-laws

- (a) The Board has power to make regulations or by-laws for the general conduct and management of the Company and the business of the Board.
- (b) The Board may revoke and alter such by-laws or regulations as it sees fit.

7.3 Appointment of attorney

- (a) The Board may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

7.4 Meetings of Directors

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

7.5 Convening Board meetings

The Board may at any time, and a Secretary must on the requisition of a Director, convene a Board meeting.

7.6 Entitlement to receive notice of Board meetings

In the case of a Board meeting, notice must be given to each Director entitled to vote at the meeting. A Director may waive the requirement to receive notice of a Board meeting.

7.7 Content of notice of Board meetings

A notice of a Board meeting:

- (a) must specify the place, the day and the time of the meeting; and
- (b) if the meeting is to be held in two (2) or more places, it must specify the technology that will be used to facilitate this; but
- (c) it does not need to specify the nature of the business to be transacted at the meeting.

7.8 Timing of notice of Board meetings

In the case of a Board meeting, notice may be given immediately before the meeting, provided that at least two-thirds of the Board are contactable.

7.9 Chair of Board meetings

- (a) The President shall preside as chair at every Board meeting.

- (b) Where a meeting of the Board is held and the President is not present within ten (10) minutes after the time appointed for the holding of the Board meeting or is unwilling to act as chair for all or part of the meeting then:
 - (i) if there is a Vice-President, the Vice-President will chair the Board meeting; and
 - (ii) if there is not a Vice-President present, willing and able to chair all or part of the meeting, the Directors present may elect one of their number to be chair of such meeting or part of it.

7.10 Quorum for Board meetings

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum consists of a majority of the total number of Directors, present in person.
- (c) A Director on a leave of absence approved by the Directors should not be included when calculating the total number of Directors for the purposes of this clause.

7.11 Voting at Board meetings

- (a) A Board meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board under this Constitution.
- (b) A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the Board.
- (c) Where the votes cast on a motion are equal, the chair of the meeting has a second or casting vote.

7.12 Delegation of powers

- (a) The Board may delegate any of its powers to one or more Directors, a committee, an employee or any other person.
- (b) A delegation must be recorded in the Company's minute book.
- (c) The Board may revoke a delegation.
- (d) The Board may specify terms (including the power to further delegate).

7.13 Appointment of Alternate Directors

- (a) A Director may, without the approval of the Board, appoint another serving Director to be an Alternate Director in the appointing Director's place during such period and to exercise such powers of the appointing Directors as he or she thinks fit.
- (b) Any such exercise of powers by the Alternate Director shall be deemed to be the exercise of the power by the appointing Director.
- (c) An appointment of an Alternate Director and its termination must be in writing.

- (d) An Alternate Director is entitled to notice of meetings of the Board.
- (e) The Alternate Director is entitled to cast a vote on their account, and if the appointing Director is not present at a Board meeting, then on account of the appointing Director.

7.14 Use of technology in Board meetings

- (a) The Board may hold their meetings by using any technology that is agreed to by all of the Directors.
- (b) The Directors' agreement may be a standing one.
- (c) A Director may only withdraw his or her consent within a reasonable period before the meeting.
- (d) A Director that is present at a Board meeting through the use of technology is be deemed to be present at the meeting.

7.15 Resolutions without meetings

- (a) A resolution of the Board may be passed without a meeting if:
 - (i) notice has been given of the resolution to all Directors; and
 - (ii) a majority of the Directors entitled to vote give their consent in writing.
- (b) The resolution is passed at the time when approval is given to the Secretary by the last person necessary to constitute a majority.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) approval in writing may be given by email or any other means of electronic communication; and
 - (iii) a resolution will be deemed to have failed to have been passed if it has not achieved the requisite majority by 14 days after notice was given.

8. DIRECTORS' DUTIES AND INTERESTS

8.1 Duties of Directors

Directors must comply with any duties imposed on them by the Act or by law, which may include duties under the Act, and/or duties under the ACNC Legislation.

8.2 Disclosure of interests

A Director must disclose any perceived or actual material conflict of interest to the other Directors.

8.3 Participation in decisions

- (a) A Director who has a material personal interest in a matter that is being considered by the Board:
- (i) must not be present while the matter is being considered at a Board meeting; or
 - (ii) vote on the matter
- unless permitted by the following sub-clause.
- (b) A Director may be present or vote if:
- (i) the interest arises because the Director is a Member of the Company, and the interest is held in common with other Members of the Company;
 - (ii) the interest relates to a contract the Company is proposing to enter into that:
 - (A) is subject to approval by the Members; and
 - (B) will not impose any obligation on the Company if it is not approved by the Members;
 - (iii) the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company;
 - (iv) the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in paragraph 8.3(b)(iii);
 - (v) the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer);
 - (vi) the interest relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A of the Act or any contract relating to such an indemnity; or
 - (vii) the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a director of the related body corporate; or
 - (viii) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (ix) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and

- (B) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

8.4 Directors' interests

A Director may:

- (a) hold any other position in the Company, except that of Auditor, unless being or becoming a Director would breach any law by reason of holding that office;
- (b) hold any office or place of profit in any other entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for the Company, except as Auditor;
- (f) sign or participate in the execution of a document by or on behalf of the Company; and
- (g) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement

provided the Director complies with clauses 8.2 and 8.3.

9. COMMITTEES

9.1 Power of Appointment

- (a) The Board may establish one or more committees (including, but not limited to, the Advisory Committees) for such purposes as it sees fit.
- (b) Committees shall:
 - (i) be comprised of such persons;
 - (ii) who shall remain in office for such terms, not exceeding three (3) years, as the Board sees fit.
- (c) A committee may include, or be comprised of, persons who are not Members or Directors.

9.2 Meetings and proceedings of the committees

- (a) The meetings and proceedings of committees:
 - (i) are subject to any directions of the Board;
 - (ii) may be regulated according to policies and procedures developed by the Board from time to time; and
 - (iii) shall otherwise be governed by the provisions of this Constitution which regulate the proceedings of the Board, to the greatest extent practical.
- (b) When making recommendations to the Board, committees must give due regard to the directions and policies of the Board.

9.3 Advisory Committees

- (a) The Board shall establish the following Advisory Committees:
 - (i) the Sector Investment Advisory Committee (SIAC); and
 - (ii) the Grants Advisory Committees (GAC), comprising:
 - (A) the Development & Operations Grants Advisory Committee (DOGAC); and
 - (B) the Content Grants Advisory Committee (CGAC).
- (b) The Board shall consult with, and seek advice from, the Advisory Committees. Such advice may include recommendations as to:
 - (i) the allocation of monies;
 - (ii) the making of grants and loans in accordance with the Principal Purposes of the Company; and
 - (iii) the development of funding objectives, policy and practice.
- (c) When making recommendations to the Board about grant allocations, the Advisory Committees must draw on the assessments made by the Assessor Panels of each grant application.
- (d) The recommendations of the Advisory Committees need not be accepted by the Board.

9.4 Composition of Advisory Committees

Notwithstanding clause 9.1:

- (a) the Board shall appoint:
 - (i) up to seven (7) committee members to the Sector Investment Advisory Committee (SIAC); and

- (ii) a minimum of three (3) and maximum of seven (7) committee members to each of the Grants Advisory Committees (GAC).
- (b) Individuals seeking to be appointed to an Advisory Committee may self-nominate; and may (but do not have to) be endorsed by Community Broadcasting Stations and/or Sector Organisations.
- (c) Community Broadcasting Stations and Sector Organisations can endorse multiple nominees.
- (d) In appointing committee members, the Board shall have regard to:
 - (i) any relevant Board policies including a Diversity Policy and a skills matrix which sets out the optimum combination of experience, skills and other attributes; and
 - (ii) the advice, if any has been given, of members of the Nominations Advisory Group.
- (e) An Advisory Committee Member may be eligible for re-appointment, but may serve no more than three consecutive terms.

9.5 Vacancies on Advisory Committees

An Advisory Committee member shall vacate the committee if he or she:

- (a) becomes an insolvent under administration or suspends payment generally to his or her creditors;
- (b) resigns;
- (c) dies;
- (d) is absent for two consecutive meetings without the consent of the Board;
- (e) fails to meet the terms of the Code of Conduct; or
- (f) becomes subject to a court order to receive treatment or have his or her finances managed by another person due to the committee member being of unsound mind or having a mental illness.

9.6 Filling vacancies on Advisory Committees

- (a) A casual vacancy on an Advisory Committee shall be filled by the Board, which may appoint a person (who need not be a current Member) to the vacant position.
- (b) The Board is not obliged to have regard to advice of the members of the Nominations Advisory Group when filling a casual vacancy on an Advisory Committee.
- (c) A person appointed to an Advisory Committee to fill a casual vacancy shall hold office until the expiration of the term of office of the person whose position he or she is filling.

10. ASSESSOR POOL

10.1 Composition of and appointment to Assessor Pool

- (a) The Board shall, at its discretion, appoint a sufficient number of assessors to an Assessor Pool to appropriately and efficiently consider applications.
- (b) Nominees seeking to be appointed to the Assessor Pool may self-nominate; and may (but do not have to) be endorsed by Community Broadcasting Stations and/or Sector Organisations.
- (c) Community Broadcasting Stations and Sector Organisations can endorse multiple nominees.
- (d) In appointing Assessor Pool members, the Board shall have regard to:
 - (i) any relevant Board policies including a Diversity Policy; and
 - (ii) the advice, if any has been given, of members of the Nominations Advisory Group.
- (e) Assessors may be categorised into Assessor Panels, to read and assess applications as required. An assessor may serve on more than one (1) Assessor Panels.

10.2 Appointment and terms of office

- (a) An assessor shall remain in office for such a term not exceeding three (3) years, as the Board sees fit.
- (b) A retiring assessor may seek re-appointment provided he or she
 - (i) meets the criteria outlined in sub-clause 10.1; and
 - (ii) does not serve more than three (3) consecutive terms.
- (c) An assessor shall vacate the Assessor Pool if he or she
 - (i) becomes an insolvent under administration or suspends payment generally to his or her creditors;
 - (ii) resigns;
 - (iii) dies;
 - (iv) fails to meet the terms of the Code of Conduct; or
 - (v) becomes subject to a Court order to receive treatment or have his or her finances managed by another person due to the assessor being of unsound mind or having a mental illness.
- (d) Any vacancy in the Assessor Pool may be filled by the Board at its absolute discretion.

11. NOMINATIONS ADVISORY GROUP

11.1 Role of the Nominations Advisory Group

The role of the Nominations Advisory Group is to provide independent, informed and sector-based advice to the Board with regards to:

- (a) appointing Sector-Nominated Directors to the Board;
- (b) appointing persons to Advisory Committees; and
- (c) appointing assessors to the Assessor Pool.

11.2 Composition of the Nominations Advisory Group

- (a) The composition of the Nominations Advisory Group shall be determined by the Board from time to time.
- (b) Notwithstanding sub-clause 11.2(a), Sector Representative Organisations must be invited to participate in the Nominations Advisory Group.
- (c) A participating Sector Representative Organisation shall be represented on the Nominations Advisory Group by:
 - (i) their President; or
 - (ii) an alternate to their President, subject to that alternate being acceptable to:
 - (A) the Board of the particular Sector Representative Organisation; and
 - (B) the Board of the Company.

11.3 Process of the Nominations Advisory Group

- (a) The Nominations Advisory Group is to be convened by the President or the Vice-President of the Company.
- (b) The Board of the Company may seek the advice of each member of the Nominations Advisory Group regarding nominations to:
 - (i) the Board of the Company;
 - (ii) the Sector Investment Advisory Committee (SIAC);
 - (iii) the Grant Advisory Committees (GAC); and
 - (iv) the Assessor Pool.
- (c) Members who choose to give advice pursuant to sub-clause 11.3(b)(iv) must:
 - (i) give advice individually, independently, and on a confidential basis; and
 - (ii) assess each nomination against published criteria to determine whether a nominee is suited for a particular role within the Company.

12. ADMINISTRATION

12.1 Minutes

- (a) The Directors will cause minutes of:
 - (i) all proceedings and resolutions of meetings of Members;
 - (ii) all proceedings and resolutions of meetings of the Directors;
 - (iii) resolutions passed by Members without a meeting; and
 - (iv) resolutions passed by Directors without a meeting;to be kept.
- (b) The Company must ensure that:
 - (i) minutes of a meeting are signed within a reasonable time after the meeting by one of the following:
 - (A) the chair of the meeting; or
 - (B) the chair of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (c) A minute recorded and signed as required by this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (d) The Company must keep its minute books at its registered office or its principal place of business in Australia.

12.2 Member access to documents

- (a) The Directors may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, subject to the Act and this clause.
- (b) Books containing the minutes of meetings of Members and resolutions passed by Members without a meeting will be open for inspection by any Member free of charge.
- (c) A Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors.

12.3 Accounts and other records of the Company

- (a) The Company must make and keep written financial records that:

- (i) correctly record and explain its transactions and financial position and performance, and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The accounts will be held at the registered office or any other place as the Directors think fit.
 - (c) A Director has a right of access to the financial records at all reasonable times.
 - (d) The Company must retain its financial records for at least seven years.
 - (e) The Directors must take reasonable steps to ensure that the Company's records are kept safe.

12.4 Financial year

The Financial Year will begin on the first day of July and end on the thirtieth day of June, unless the Directors pass a resolution to change the financial year.

12.5 Audit

- (a) If required by law, the Company must appoint and remunerate an Auditor.
- (b) The Auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the Auditor in the capacity of Auditor.

12.6 Execution of documents with a Seal

- (a) The Company may have common seal, known as a Seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.
- (b) If the Company has a Seal the Directors must provide for the safe custody of the Seal.
- (c) The Seal may only be used on the authority of the Directors.
- (d) The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
 - (i) two (2) Directors; or
 - (ii) one (1) Director and one (1) Secretary; or
 - (iii) one (1) Director and another person appointed by the Directors for that purpose.

12.7 Alteration of Constitution

- (a) The Company may only alter this Constitution by Special Resolution in accordance with the Act.
- (b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a charity.

12.8 Notices

- (a) Notices can be served on Members, Directors or committee members by post, electronic mail, or such other means as may be generally accepted in business from time to time.
- (b) Notices directed to the last known address (including any virtual or electronic address) of a Member, Director or committee member are to be treated as duly served in such time as it would usually take for such notice to be delivered.
- (c) The non-receipt of notice of a General Meeting, Board meeting or committee meeting, including notice of postponement or change of venue, does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident or inadvertent error.
- (d) A person who attends a General Meeting, Board meeting or committee meeting waives any objection that person may have to non-receipt of notice of the meeting.
- (e) In calculating a period of notice to be given under this Constitution, both the days on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

12.9 Officers: indemnities and insurance

- (a) The Company indemnifies every person that is or has been an Officer of the Company against any liability (including without limitation liability for legal costs) incurred as a result of their position as Officer (other than to the Company or a related body corporate) to the full extent permitted by law.
- (b) The Company may pay, or agree to pay, a premium in respect of a contract insuring its Officers, to the extent permitted by law.

12.10 Winding up

Subject to clause 2.3, the Company may be dissolved by a Special Resolution of Members.

12.11 Liability of Members

The liability of the Members is limited to the Guaranteed Amount, being \$10.

12.12 Contribution of Members on winding up

Every Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding the Guaranteed Amount, for:

- (a) the payment of the debts and liabilities of the Company contracted whilst the Member or past Member as the case may be was a Member;
- (b) the costs charges and expenses of winding up.

13. INTERPRETATION

13.1 Exclusion of replaceable rules

The replaceable rules contained in the Act do not apply to the Company.

13.2 Definitions

In this Constitution:

“**ACNC**” means the Australian Charities and Not-for-profits Commission.

“**ACNC Legislation**” means the *Australian Charities and Not-for-profits Commission Act 2012* and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012*.

“**Act**” means the *Corporations Act 2001 (Cth)*.

“**Advisory Committee**” is the Advisory Committee established in accordance with clause 9.

“**Alternative Director**” means Alternative Directors appointed to the Board as defined in clause 7.13

“**Annual General Meeting**” means a meeting held once in every calendar year at such time and place as may be determined by the Board, for the purposes of carrying out the business of the Company described in clause 5.2(b) or such of it as is thought necessary by the Board.

“**Assessor Pool**” means the pool of assessors pursuant to clause 10.

“**Auditor**” may mean a reviewer, if permitted by the Act or ACNC Legislation.

“**Australian Business Number**” or “**ABN**” has the meaning given to that term in the *A New Tax System (Australian Business Number) Act 1999 (Cth)*.

“**Australian Company Number**” or “**ACN**” is a unique nine-digit number issued by the Australian Securities and Investments Commission (ASIC) to every company registered under the Act.

“**Board**” means the board of Directors for the time being of the Company.

“**CBA**” means the Community Broadcasting Association of Australia, or its successor.

“**chair**” means the chairperson of a meeting.

“**charity at law**” means charitable within the meaning of the *Charities Act 2013 (Cth)*, and “**charitable at law**” has the same meaning.

“**Code of Conduct**” means the code of conduct developed by the Board from time to time.

“**Commissioner of Taxation**” means the Australian Taxation Commissioner as defined in the *Taxation Administration Act 1953 (Cth)*.

“**Community Broadcasting Station**” means a community broadcasting station recognised as such by the Board.

“Company” means the Community Broadcasting Foundation Ltd.

“Constitution” means this document, being the governing rules of the Company.

“Deductible Gift Recipient” means an entity to which tax deductible gifts may be made pursuant to Division 30 of the ITAA 97.

“Department” means the Commonwealth Government Department responsible for the administration of the Register of Cultural Organisations.

“Directors” means the directors for the time being of the Company and **“Director”** has a corresponding meaning.

“Diversity Policy” means a policy dealing with diversity, access and equity, by whatever name, as determined by the Board from time to time.

“Fund” means the public fund established and maintained by the Community Broadcasting Foundation Ltd pursuant to clause 3 also known as the Community Broadcasting Development Fund.

“General Meeting” means the General Meeting defined in clause 5.

“Guaranteed Amount” means the amount set out in clause 12.11.

“Financial Year” means the financial year set out in clause 12.4.

“Independent Directors” means directors appointed to the Board as defined in clause 6.2(a)(iii).

“ITAA 97” means the *Income Tax Assessment Act 1997 (Cth)*.

“Member” means a person whose name is entered in the Register as a member of the Company in accordance with clause 4.5 and **“Membership”** has the corresponding meaning.

“Minister for the Arts” means the Commonwealth Government Minister for the Arts.

“Nominations Advisory Group” means the Nominations Advisory Group established in accordance with clause 11.

“President” means a President appointed by the Board as defined in clause 6.2.

“Principal Purpose” means the purpose set out in clause 2.1.

“Office Bearer” has the meaning given in clause 6.9.

“Officer” has the meaning given under the Act.

“person” includes a natural person and a body corporate and a corporation within the meaning of s 57 of the Act.

“poll” means a method of voting where votes are cast in writing. It includes (but is not limited to) a vote conducted by secret ballot.

“Register” means the register of Members of the Company under the Act.

“Register of Cultural Organisations” means the register containing the list of organisations maintained by the Department that meet the legislative requirements of the ITAA 97 that entitles those organisations to Deductible Gift Recipient status.

“Seal” means the common seal of the Company (if any).

“Secretary” means the secretary for the time being of the Company and if there are joint secretaries, any one or more of such joint secretaries.

“Sector Nominated Director” means Sector Nominated Directors appointed to the Board as defined in clause 6.2(a)(iii).

“Sector Organisation” means an organisation acknowledged by the Board to be a Sector Organisation in accordance with criteria established by the Board.

“Sector Representative Organisation” means an organisation acknowledged by the Board in accordance with advice from the CBAA, in consultation with the Sector Roundtable.

“Sector Roundtable” means a forum of Sector Representative Organisations and the Company, convened by the CBAA, which aims to identify and advance issues of mutual interest.

“Special Resolution” means a resolution passed at a General Meeting:

- (i) of which notice has been given in accordance with clause 5.6; and
- (ii) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

“Treasurer” means the Treasurer of the Commonwealth of Australia.

13.3 Interpretation

In this Constitution:

- (a) If an expression in the Constitution has a meaning in the Act, the meaning from the Act shall apply to the expression - except where a contrary intention appears in this Constitution.
- (b) Words importing any one gender are deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.
- (c) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

SCHEDULE 1

COMMUNITY BROADCASTING FOUNDATION LTD

I.....

being a member of the abovenamed Company hereby appoint

.....

of

or, in his or her absence,

of

as my proxy to vote for me on my behalf at the meeting of Members of the Company to be held on the day of, 20....

and at any adjournment of that meeting, or in the event of postponement, at the postponed meeting, unless I give the Secretary notice in writing to the contrary not less than 48 hours before the time to which the meeting has been adjourned or postponed.

This form is to be used * in favour of / * against the following resolution/s:

SIGNED this day of, 20..

* Strike out whichever is not desired

To be inserted if desired