

Melbourne Community Television Consortium Limited

ACN 104 562 076

A Public Company Limited by Guarantee

Constitution

Corporations Act 2001

As adopted 12 June 2014

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**CORPORATIONS ACT 2001
PUBLIC COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION
OF
MELBOURNE COMMUNITY TELEVISION CONSORTIUM LIMITED
ACN 104 562 076**

1. INTERPRETATION

1.1 Definitions

In this Constitution:

Annual Membership Fee means the annual fee paid to commence or renew membership with the Company;

Assembly means a General Meeting of the Members of the Company, convened in accordance with clause 6, including the Annual General Meeting;

Assembly President means the person appointed to chair Assemblies in accordance with clause 6.7(a);

Associate Organisation means an organisation as defined in the Associate Organisations Charter;

Associate Organisation Charter means the charter maintained in accordance with clause 5 as amended from time to time;

Auditor means the individual, firm or company appointed as the auditor of the Company;

Board or Board of Directors means the Directors of the Company from time to time;

Broadcasting Services Act means the *Broadcasting Services Act 1992* (Cth);

Chairperson means the person who is a Director and Office Bearer appointed in accordance with clause 7.5(a), to perform the duties of the chairperson of the Company;

Codes of Practice means the *Community Television Broadcasting Codes of Practice* registered by the Australian Communications and Media Authority;

Company means Melbourne Community Television Consortium Limited ACN 104 562 076;

Co-opted Director means a director of the Company appointed in accordance with clause 7.4;

Corporations Act means the *Corporations Act 2001* (Cth);

Deputy Chairperson means the person who is a Director and Office Bearer appointed in accordance with clause 7.5(a), to perform the duties of the deputy chairperson of the Company;

Director means a director of the Company. Directors can be either Elected Directors or Co-opted Directors;

Elected Director means a director of the Company appointed in accordance with clause 7.3;

Finance Committee means the committee maintained under clause 8.3;

Governance Committee means the committee maintained under clause 8.6;

Licence Area means the licence coverage area of the community broadcasting licence held by the Company;

Member means a member of the Company appointed in accordance with clause 3;

Member Information Sheet means the member information sheet approved by the Board from time to time;

Membership Committee means the committee maintained under clause 8.5;

Objects means, as the context requires, any or all of the purposes and objectives set out in clause 2.2;

Office Bearers means Directors that hold the position of the Chairperson, Deputy Chairperson, as appointed in accordance with clause 7.5(a) and the Assembly President as appointed in accordance with clause 6.7(a);

Programming Committee means the committee maintained under clause 8.4;

Register of Members means the Register of Members to be kept in accordance with clause 4;

Station means the community television broadcasting service operated by the Company;

Tax Act means the *Income Tax Assessment Act 1997* (Cth);

1.2 **Meaning as in Corporations Act**

Generally, an expression in this Constitution that deals with a matter dealt with or defined by a particular provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.

1.3 **Application of the Replaceable Rules**

Where a matter is not covered by this Constitution, it shall be dealt with in accordance with the provisions of the Corporations Act.

1.4 **Gender, Singular and Plural**

Words importing persons includes bodies corporate and vice versa, words importing one gender only include the other gender and words importing the singular number only include the plural number and vice versa.

2. THE COMPANY

2.1 Details of the Company

- (a) The Company is a not-for-profit public company limited by guarantee. In the event of the winding up of the Company, the liability of each Member at the time of the winding up shall be \$200.
- (b) The assets and income of the Company shall be applied exclusively to the promotion of its Objects and no portion shall be paid or distributed directly or indirectly to the Directors or the Members except as bona fide remuneration for services rendered to, or expenses incurred on behalf of, the Company.
- (c) In the event of the winding up of the Company, any remainder of its net assets after discharge of all its debts and other legal obligations shall not be distributed to Members but shall be distributed to such charitable organisation or organisations established to promote cultural purposes and eligible to receive donations which qualify for tax deductibility under Subdivision 30-B, section 30-100 of the Tax Act due to the organisation or organisations being listed on the Register of Cultural Organisations maintained under the Tax Act.

2.2 Statement of Purposes and Objectives

The purposes and objectives of the Company are:

- (a) to hold a community broadcasting licence and operate a community television broadcasting service for the benefit of the community within the Licence Area;
- (b) to encourage the community served by the Station to participate in the operations of the Station and the selection and provision of programs;
- (c) to strive to broadcast programming that reflects the diversity of the community served by the Station;
- (d) to broadcast programming both of general interest to the broader community and of niche interest to specific communities;
- (e) to provide access to television broadcasting to individuals and groups who may otherwise be denied such access;
- (f) to identify appropriate training in television production to enable the community to participate in the provision of programs;
- (g) to co-operate with other relevant groups in pursuit of these aims and objectives; and
- (h) to do all such things that are necessary or incidental to the attainment of these purposes and objectives and the exercise of the powers of the Company.

3. MEMBERS OF THE COMPANY

3.1 Eligibility to be a Member of the Company

- (a) Membership of the Company is open only to organisations which meet the eligibility criteria for Members as outlined in clause 3.1(b).
- (b) To be eligible to become and remain a Member, an organisation must:
 - (i) be a not-for-profit corporate body, such as a public company limited by guarantee or an incorporated association;
 - (ii) have as one of its primary purposes the production of community television content by and for a specific community of interest which is not served by an existing Member;
 - (iii) be based within the Licence Area, with a membership predominantly drawn from within the Licence Area;
 - (iv) be open to accepting people from its community of interest as members of the organisation;
 - (v) have a grievance procedure in its constitution relating to membership exclusion;
 - (vi) provide content which embraces and reflects the diversity within its community;
 - (vii) allow its community of interest to have a say in determining the content being produced and provided for the community;
 - (viii) allow its members to produce television content without undue restrictions; and
 - (ix) demonstrate a commitment to serving its community of interest through the provision of at least 26 weeks of programming each year which is first-run, locally produced television content.

3.2 Applications to Become a Member

- (a) Applications to become a Member must be accompanied by:
 - (i) a written statement of the applicant's name, and the applicant's address for the service of notices;
 - (ii) a written statement that the applicant agrees, upon becoming a Member, to abide by the provisions of this Constitution, the *Broadcasting Services Act 1992* (Cth), and the Codes of Practice;
 - (iii) a certified copy of the constitution of the applicant;
 - (iv) a completed Member Information Sheet; and
 - (v) further documentation to demonstrate that the applicant can meet the relevant eligibility criteria.

- (b) Applications which do not contain the information set out in clause 3.2(a) will not be considered.
- (c) Applications must be lodged with the Company Secretary, who will refer the application to the Membership Committee for consideration.
- (d) Applications will be considered by the Membership Committee within 28 days of receipt by the Company Secretary.
- (e) The Membership Committee may request further information from the applicant in order to determine whether the applicant meets the eligibility criteria for a Member. If the applicant does not provide the requested information in full within 28 days of the request, the application shall be treated as withdrawn.
- (f) Having considered the application, the Membership Committee shall refer the application to the Board of Directors for deliberation, with a recommendation that the application be approved or not approved and the basis for the recommendation.
- (g) The Board of Directors may decide not to approve an application if it considers that:
 - (i) there are reasonable grounds to believe the applicant would not abide by the provisions of the Constitution, the *Broadcasting Services Act 1992* (Cth) or the Codes of Practice;
 - (ii) there are reasonable grounds to believe the applicant would pose a security risk to Members or property or premises of the Company;
 - (iii) the applicant or a person involved with the applicant has been convicted of a serious civil penalty or criminal offence;
 - (iv) the applicant is a political party or is closely affiliated with a political party; or
 - (v) any other factor the Board of Directors considers appropriate.
- (h) If the application is approved by the Board of Directors, the Company Secretary will as soon as practicable after the approval:
 - (i) inform the applicant in writing of their acceptance; and
 - (ii) subject to the payment of the Annual Membership Fee by the applicant, enter the applicant's name and address and the date on which the entry is made in the Register of Members.
- (i) If the application is not approved by the Board of Directors, the Company Secretary will:
 - (i) inform the applicant in writing of the reasons why the application has not been approved; and
 - (ii) if the Membership Committee considers that the applicant meets the criteria for an Associate Organisation as outlined in the

Associate Organisation Charter, give the applicant the option to become an Associate Organisation.

3.3 **Appeal Procedure**

- (a) If the Board of Directors decides not to approve an application to become a Member, the applicant may appeal the decision in the following manner:
 - (i) no later than 14 days after the date it is informed of the decision of the Board of Directors, the applicant may lodge an appeal notice with the Company Secretary, with such notice to:
 - (A) be in writing;
 - (B) be signed by the applicant; and
 - (C) state that the applicant seeks a reconsideration of the decision, the reasons why the decision should be reconsidered, and any supporting material.
- (b) If the Company Secretary receives a notice under clause 3.3(a), the Company Secretary must present the notice to the next meeting of the Board, and the Board shall refer the appeal to the next general meeting of the Company.
- (c) At the general meeting, the Members shall determine whether the application meets the eligibility criteria for Members as stated in the Constitution, and by resolution decide whether the application is approved or not approved.
- (d) The applicant must be given an opportunity to be heard at the general meeting.
- (e) A decision of a general meeting under clause 3.3(c) will be final and not capable of appeal. If the application is not approved, the Company will not be required to consider further applications from the applicant (or an affiliate of the applicant) for a period of 12 months from the date of the decision.

3.4 **Annual Renewal of Membership**

- (a) Before being admitted as a Member, an applicant must pay a pro rata Annual Membership Fee to the Company, with the amount of the pro rata Annual Membership Fee being calculated by reference to the number of days during the current financial year for which the applicant will be a Member.
- (b) Members may renew their membership each financial year by paying the Annual Membership Fee and submitting an up to date Member Information Sheet.
- (c) The amount of the Annual Membership Fee shall be determined by the Board of Directors.
- (d) The Annual Membership Fee will relate to the financial year, 1 July to 30 June and is payable by 31 July each year following the issue by the

Company of an invoice to the Member at the address listed in the Register of Members.

- (e) Unless otherwise determined by the Board (in its sole discretion), the membership of a Member will cease if they have not paid the Annual Membership Fee by 31 July.
- (f) Annual Membership Fees in full or in part, are not refundable in any circumstances, including but not limited to where the Member ceases to be a Member during the course of the financial year.

3.5 **Annual Audit of Members**

- (a) The Membership Committee must audit each Member annually to ensure that the Member continues to meet the eligibility criteria as outlined in clause 3.1(b).
- (b) Where a Member is determined by the Membership Committee as no longer meeting the eligibility criteria as outlined in clause 3.1(b), it may be converted to an Associate Organisation if it meets the relevant criteria set out in the Associate Organisation Charter.

3.6 **Cessation of Membership**

- (a) A Member may resign its membership by notifying the Company Secretary in writing. The resignation shall take effect from the day the notice is received by the Company Secretary.
- (b) The membership of a Member will cease if that Member no longer meets the eligibility requirements set out in clause 3.1.
- (c) The membership of a Member shall be immediately revoked if that Member ceases to be a corporate body through deregistration, winding up or any other cause.
- (d) The membership of a Member will cease if that Member becomes an Associate Organisation.

3.7 **Failure to Comply with this Constitution**

- (a) Subject to this clause, if any Member:
 - (i) refuses or neglects to comply with the provisions of this Constitution, the Codes of Practice, or any policies of the Company; or
 - (ii) is found guilty of any conduct which in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Company; or
 - (iii) ceases to satisfy the eligibility criteria for a Member outlined in clause 3.1(b) or ceases to represent the same community of interest that it represented upon becoming a Member

the Board may by ordinary resolution expel the Member from the Company.

- (b) The Member must be given at least 7 days written notice of the Board meeting at which such a resolution is to be passed.
- (c) The notice must:
 - (i) describe the nature of the allegations against the Member;
 - (ii) set out the resolution sought to be passed; and
 - (iii) state that at the meeting and before the passing of such resolution the Member will have an opportunity to be heard, orally or in writing.
- (d) The Member may, by notice in writing lodged with the Company Secretary at least 24 hours before the time for holding the Board meeting, elect to have the matter dealt with by the Company at the next general meeting.
- (e) If the Company Secretary receives a notice under clause 3.7(d), the Company Secretary must notify the Board and refer the matter to the next general meeting.
- (f) If at the general meeting, the resolution is passed, the Member concerned shall be expelled accordingly.
- (g) The Member must be given an opportunity to be heard at the Board meeting or the general meeting as the case may be.

3.8 **Transfer and Termination**

A right, privilege, or obligation of a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of the Member's membership whether by resignation or otherwise.

4. **REGISTER OF MEMBERS**

The Company must maintain a Register of Members setting out:

- (a) the name and address of each Member of the Company;
- (b) the date on which the entry of the Member's name in the Register of Members is made; and
- (c) any other information required by the Corporations Act from time to time.

[Required by section 169 of the Corporations Act.]

5. **ASSOCIATE ORGANISATIONS**

- (a) The Board must maintain an Associate Organisation Charter to allow organisations that do not meet the membership criteria for Members to

participate in providing programming for the Station, with the Associate Organisation Charter to specify the terms and conditions that apply to Associate Organisations from time to time.

- (b) The Membership Committee may invite organisations to apply to become an Associate Organisation in accordance with the Associate Organisation Charter where such organisations do not meet the eligibility criteria to be a Member as outlined in clause 3.1(b).
- (c) The Associate Organisation Charter must provide Associate Organisations with the right to attend and speak at, but not vote at, general meetings of Members, subject to the rights of the chair to regulate such meetings.

6. GENERAL MEETINGS OF MEMBERS (ASSEMBLIES)

6.1 Holding of General Meetings of Members

- (a) The Company must hold an Annual General Meeting in accordance with clause 6.9 and shall hold other general meetings of Members at least every six months or as required by law or requested by the Members of the Company in accordance with the Corporations Act and this Constitution.
- (b) The provisions of this Constitution relating to general meetings also apply to the Annual General Meeting.

6.2 Notice of General Meetings

- (a) Each Member, each Director and the Auditor will be given twenty-one (21) days written notice of a general meeting unless the Corporations Act allows for a shorter period and the process prescribed by the Corporations Act is followed.
- (b) The notice of general meeting must:
 - (i) state the date, time and place (or places) of the meeting;
 - (ii) state the general nature of the meeting's business;
 - (iii) if a special resolution is proposed at the meeting, set out the intention to propose the special resolution and state the resolution; and
 - (iv) contain a statement that each Member is entitled to appoint a corporate representative or proxies, and set out the procedure for so doing.
- (c) The notice of a general meeting will be sent to the Members in accordance with clause 10.

6.3 Quorum and Adjournment of Meetings

- (a) The quorum for a general meeting shall be:
 - (i) ten Members; or

- (ii) if there are less than ten Members, such number of Members as is equal to 50% of the total number of Members.
- (b) The quorum must be present at all times during the meeting.
- (c) For the purpose of this clause, in determining whether a quorum is present:
 - (i) "Member" includes a person attending as a representative or a proxy; and
 - (ii) where an individual is attending as a proxy or representative for more than one Member, that individual is to be counted only once.
- (d) The Members present at a general meeting may agree by majority vote to adjourn the meeting.
- (e) If a quorum has not been achieved within 30 minutes of the time for the meeting specified in the notice of the meeting, the meeting will be adjourned to the same time and place one week later.
- (f) If an adjourned meeting does not achieve a quorum within 30 minutes of the time for the meeting, the meeting shall be dissolved.
- (g) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

6.4 **Member Representatives**

- (a) Each Member who is entitled to vote at a general meeting is entitled to appoint an individual to act as its representative at a general meeting as permitted by the Corporations Act.
- (b) Members shall ensure that the name of its representative is lodged with the Company Secretary at least 48 hours before the meeting.

[Section 250D of the Corporations Act allows Members to appoint a representative.]

6.5 **Member Proxies**

- (a) Each Member who is entitled to vote at a general meeting is entitled to appoint a proxy to attend and vote for the Member at a meeting.
- (b) The instrument appointing a proxy must:
 - (i) be in writing in a form approved by the Board;
 - (ii) be signed by the appointing Member or its attorney duly authorised in writing;
 - (iii) if signed by an attorney, be accompanied by the power of attorney under which it was signed or a certified copy of it;
 - (iv) contain the following information:
 - (A) the Member's name and address;

- (B) the Company's name;
 - (C) the proxy's name or the name of the office held by the proxy; and
 - (D) the general meeting at which the proxy may be used, or if the appointment is a standing one, a clear statement to that effect;
- (v) be lodged at the registered office of the Company or such other place notified in the notice of meeting at least 48 hours before the time for holding the meeting (or any adjourned meeting) at which the proxy is to vote.
- (c) A Member is entitled to instruct its proxy to vote in favour of or against any proposed resolutions; and such instruction shall be specified in writing in the instrument appointing the proxy.
 - (d) Unless otherwise instructed the proxy may vote as the proxy thinks fit.
 - (e) A proxy may not be the proxy for more than two Members.

6.6 Voting

- (a) Each Member has one vote at a general meeting.
- (b) Decisions shall be decided by a simple majority vote unless the Corporations Act provides otherwise.
- (c) A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded in accordance with clause 6.6(e) or the Corporations Act.
- (d) On a show of hands:
 - (i) a representative of a Member appointed in accordance with clause 6.4 has one vote;
 - (ii) a proxy of a Member appointed in accordance with clause 6.5 has one vote;

[Common law only permits that on a show of hands, that each person must be personally present and can only exercise one vote]

 - (iii) a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received; and
 - (iv) neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- (e) A poll may be demanded by the Chairperson of the general meeting or by any Member present in person or by proxy or otherwise in accordance with the Corporations Act.

- (f) On a poll, each Member will have one vote.
- (g) A Member is not entitled to vote at any general meeting unless all moneys presently payable by that Member to the Company have been paid.
- (h) The person chairing the meeting does not have a casting vote.

6.7 **Assembly President**

- (a) At the Annual General Meeting of the Company, the Members will elect an individual to be the Assembly President for a term of one year.
- (b) Candidates for election as Assembly President must:
 - (i) submit a signed nomination in writing to the Company Secretary no less than 28 days before the Annual General Meeting;
 - (ii) be nominated by two Members of the Company, who must also sign the nomination;
 - (iii) provide details of any qualifications and experience relevant to holding the position; and
 - (iv) provide a brief outline (of up to 150 words) of how they can actively contribute skills, experience and knowledge to the Company for the betterment of the organisation and for the benefit of the whole community within the licence area of the community television broadcast service.
- (c) The Assembly President will chair meetings of Members.
- (d) In the event of a casual vacancy in the position of Assembly President, the Board of Directors may appoint a person to act as Assembly President until the next Annual General Meeting, at which time the vacancy will be filled by election.
- (e) The maximum tenure for Assembly President shall be six consecutive years. An Assembly President who has reached their maximum tenure may renominate after a period of one year has elapsed from the end of their tenure.

6.8 **Chairing General Meetings of Members**

- (a) General meetings of Members shall be chaired by the Assembly President.
- (b) If the Assembly President is not present within 30 minutes after the time appointed for any general meeting or if the Assembly President is unwilling or unable to act as chair for the whole or any part of that general meeting, the Members represented at the meeting must elect a person present to chair that general meeting.

6.9 **Annual General Meeting**

- (a) The Annual General Meeting of the Company shall be held each calendar year and within five months of the end of the financial year.

- (b) The ordinary business of the Annual General Meeting shall be:
 - (i) confirmation of the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - (ii) consideration of the financial report, the Directors' report and the auditor's report for the previous financial year;
 - (iii) election of Directors as required by clause 7.3;
 - (iv) election of an Assembly President as required by clause 6.7; and
 - (v) election of members of the Programming Committee as required by clause 8.4(b).
- (c) The notice of the Annual General Meeting sent to Members shall include the nominations of candidates for election as Directors received in accordance with clause 7.3(a), the nominations of candidates for election as the Assembly President received in accordance with clause 6.7(b), and the nominations of candidates for election to the Programming Committee received in accordance with clause 8.4(d).
- (d) The Board of Directors will determine the date of the Annual General Meeting and ensure that Members are informed of the date of the meeting and the positions to be filled by election at the meeting at least six weeks prior to the Annual General Meeting being held.

7. BOARD OF DIRECTORS

7.1 Purpose of the Board of Directors

- (a) The Board of Directors is the primary decision and policy making body of the Company.
- (b) The Board of Directors shall:
 - (i) control and manage the business and affairs of the Company;
 - (ii) exercise all such powers and functions as may be exercised by the Company;
 - (iii) perform all such acts as appear to the Board of Directors to be essential for the proper management of the business and affairs of the Company;
 - (iv) carry out the responsibilities and requirements of the holder of a broadcasting licence under the *Broadcasting Services Act 1992* (Cth);
 - (v) approve the annual budgets;
 - (vi) ensure good financial governance of the Company;
 - (vii) appoint and oversee the general manager;

- (viii) determine issues in dispute;
 - (ix) set strategic objectives for the Company; and
 - (x) oversee membership compliance, including in respect to compliance with licence conditions and broadcasting legislation.
- (c) Directors of the Board owe the Company duties including but not limited to the following:
- (i) to act honestly and in good faith;
 - (ii) to act in the best interests of the Company;
 - (iii) to not make improper use of their position or information obtained because of their position; and
 - (iv) to exercise reasonable care and diligence.

7.2 **Composition of the Board of Directors**

- (a) The total number of Directors shall not be less than seven and shall not be more than twelve.
- (b) There shall be up to six Elected Directors.
- (c) There shall be between two and five Co-opted Directors.
- (d) The Assembly President shall be an ex officio Director.
- (e) The Board, through the Governance Committee, shall ensure a balance between the number of Elected and Co-opted Directors on the Board at any time.
- (f) At no time will the number of Co-opted directors exceed the number of Elected Directors.
- (g) Employees of the Company are not eligible to be elected or appointed as Directors.
- (h) Directors shall be elected or appointed for two year terms, and may stand for re-election or re-appointment at the end of the term for up to two consecutive two-year terms. The maximum tenure for a Director is six consecutive years. A Director who has reached their maximum tenure may only be re-elected or re-appointed after a period of one year has elapsed from the end of their tenure.
- (i) Only one member of any given Member may be a Director at any given time.

7.3 **Elected Directors**

- (a) Candidates for election as Elected Directors must:
 - (i) submit a signed nomination in writing to the Company Secretary no less than 28 days before the Annual General Meeting;

- (ii) be nominated by two Members of the Company, who must also sign the nomination;
 - (iii) provide details of any qualifications and experience relevant to being a Director of the Company; and
 - (iv) provide a brief outline (of up to 150 words) of how they can actively contribute skills, experience and knowledge to the Board so that it can develop a strategic direction to progress the Company, and identify opportunities to strengthen the purposes and objectives of the Company for the betterment of the organisation and for the benefit of the whole community within the Licence Area.
- (b) A Member of the Company may nominate as many candidates for election as it wishes, subject to the provisions of clause 7.2(i).
 - (c) Subject to clause 7.3(d), at each Annual General Meeting, the three longest serving Elected Directors will retire, and the vacancies so caused will be filled by election at the Annual General Meeting.
 - (d) At the 2012 Annual General Meeting, all current Directors will retire and the Members will be asked to elect Elected Directors in accordance with the notice of meeting for that Annual General Meeting.
 - (e) At the 2012 Annual General Meeting, the three Elected Directors with the most votes will be appointed for a two year term. The remaining three Elected Directors will be appointed for a one year term.
 - (f) If a casual vacancy arises, the vacancy shall be filled by election at the next held General Meeting of the Company after the vacancy arises. The appointment will continue for the duration of the term which the vacating director would have served.

7.4 **Co-opted Directors**

- (a) Co-opted Directors are nominated by the Governance Committee on the basis of having demonstrated expertise in the areas of finance, law, business management, television broadcasting, not-for-profit governance or any other area the board considers appropriate.
- (b) The Board may appoint Co-opted Directors nominated by the Governance Committee.
- (c) If a casual vacancy arises, the Governance Committee will identify persons with expertise to fill the vacancy, and make recommendations to the Board. The Board shall then appoint a replacement Co-opted Director.

7.5 **Chairperson and Deputy Chairperson**

- (a) At the first Board meeting held after the Annual General Meeting, the Directors will elect the Chairperson and Deputy Chairperson.
- (b) The Chairperson shall chair meetings of the Board of Directors. In the Chairperson's absence, the Deputy Chairperson shall chair meetings of the Board of Directors. In the absence of both the Chairperson and the Deputy Chairperson, a Director may chair the meeting.

7.6 **Frequency of Meetings**

The Board of Directors shall meet at least once a month.

7.7 **Quorum**

- (a) The quorum for a Directors' meeting shall be fifty percent plus one of the total number of Directors. Where the calculation results in a fraction, the number shall be rounded up to the next whole number.
- (b) The quorum must be present at all times during the meeting.

7.8 **Voting**

- (a) Each Director has one vote.
- (b) Decisions shall be decided by a simple majority vote.
- (c) The person chairing the meeting does not have a casting vote.

7.9 **Alternate Directors**

Directors may not appoint alternate Directors.

7.10 **Disclosure of Interest**

- (a) Each Director who has a personal or financial interest (whether direct or indirect) in a matter that is to be considered at a meeting of the Board, or who has an interest in any contract or arrangement made or proposed to be made with the Company, shall disclose the interest at the first meeting of the Board after the interest arises.
- (b) The Director must give details of the nature and the extent of the interest.
- (c) A Director who has a material personal or financial interest in a matter being considered (**Interested Director**) must not:
 - (i) be present while the matter is being considered; and
 - (ii) must not vote on the matter,

unless the Directors (other than the Interested Director) have at any time passed a resolution that specifies the Interested Director, the interest and the matter and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Interested Director from considering or voting on the matter. The Interested Director may at all times be counted towards the quorum.
- (d) Where a Director is a member of or is affiliated with a Member and a matter is being considered which involves that Member, the Director must declare an interest in the matter.

7.11 **Ceasing to be a Director**

A Director will cease to be a Director of the Company if the Director:

- (a) resigns by notice in writing to the Company Secretary;
- (b) is absent without permission of the Board from more than three consecutive meetings of the Board;
- (c) ceases to be eligible to be a director of a company by reason of law or any action taken under law;
- (d) becomes of unsound mind, or becomes a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) dies or ceases to be a resident of Australia.

7.12 **Circular Resolutions**

- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs the document.

8. COMMITTEES

8.1 **Committees Established by the Board of Directors**

- (a) The Board of Directors shall maintain at all times the following committees:
 - (i) Finance Committee;
 - (ii) Programming Committee;
 - (iii) Membership Committee; and
 - (iv) Governance Committee.
- (b) The Board of Directors may establish other committees as it sees fit for a specific purpose. Such committees should have a specified goal and duration.
- (c) Committees will provide a report to the meeting of the Board of Directors directly following a meeting of the committee.

8.2 **Appointments to Committees**

- (a) Each committee shall have at least two Directors as committee members. Other appointees may be drawn from the Members or elsewhere as considered necessary by the Board of Directors.
- (b) The General Manager, or his or her delegate, shall attend all committees.
- (c) Appointments to committees shall be made on basis of ability and expertise, and ability to contribute to the business of the committee.

- (d) Appointments to committees shall be made by the Board of Directors, except as provided under clause 8.4(b).

8.3 Finance Committee

- (a) The Finance Committee shall:
 - (i) provide overall financial supervision on financial and taxation matters;
 - (ii) ensure the Company has the highest level of financial security, including developing financial policy and financial security processes;
 - (iii) have involvement in the appointment of the Auditor, including sourcing quotes and outlining the required tasks and duties; and
 - (iv) undertake any other duties as may be conferred from time to time by the Board of Directors.
- (b) The members of the Finance Committee shall be appointed for a term of one year by the Directors at the first Board meeting held after the Annual General Meeting.
- (c) Members of the Finance Committee shall be appointed on the basis of financial expertise, business expertise, and any other expertise considered relevant by the by Board of Directors.
- (d) The Finance Committee shall meet monthly, or as otherwise directed by the Board of Directors.

8.4 Programming Committee

- (a) The Programming Committee shall:
 - (i) develop and recommend to the Board of Directors programming policy for the Station;
 - (ii) develop, implement and supervise strategies to assist with the training of program providers in the operations and goals of the programming policy;
 - (iii) develop, implement and supervise strategies to enable program providers to submit programs of a high standard and within the guidelines of the programming policy; and
 - (iv) determine the results of appeals by program providers related to the programming policy.
- (b) Half of the members of the Programming Committee shall be elected at the Annual General Meeting for a term of one year, and half shall be appointed for a term of one year by the Directors at the first Board meeting held after the Annual General Meeting.
- (c) Members of the Programming Committee shall be appointed on the basis of television production and broadcasting expertise, technical expertise,

and any other expertise considered relevant by the by Board of Directors. Program providers appointed to the Programming Committee must be able to demonstrate that they have a history of being able to comply with the Programming Policy, the Codes of Practice and community broadcasting legislation.

- (d) Candidates for election to the Programming Committee at the Annual General Meeting must:
 - (i) submit a signed nomination in writing to the Company Secretary no less than 28 days before the Annual General Meeting;
 - (ii) provide details of any qualifications and experience relevant to holding the position, and demonstrate that they are able to meet the eligibility criteria in clause 8.4(c).
- (e) A Member may only have one of its nominees on the Programming Committee at any given time.
- (f) The Programming Committee shall meet bimonthly, or as otherwise directed by the Board of Directors.

8.5 **Membership Committee**

- (a) The Membership Committee shall:
 - (i) assess applications to become Members; and
 - (ii) carry out an annual audit of Members.
- (b) The members of the Membership Committee shall be appointed for a term of one year by the Directors at the first Board meeting held after the Annual General Meeting.
- (c) Members of the Membership Committee shall be appointed on the basis of expertise in not-for-profit organisations, and any other expertise considered relevant by the by Board of Directors.
- (d) The Membership Committee shall meet as required when applications to become a Member are received, or as otherwise directed by the Board of Directors.

8.6 **Governance Committee**

- (a) The Governance Committee shall:
 - (i) assess the Company's governance, structure and policy framework annually to ensure that they do not present undue barriers to participation by members of the community;
 - (ii) review the Company's organisation structure and governance arrangements annually to ensure that they have the capacity to provide the community television broadcasting service efficiently and effectively, and that they meet contemporary business best practice with regard to factors such as the number of Directors, the

frequency of meetings and the methods of appointment and the terms of Directors;

- (iii) propose to the Board of Directors such changes as may be necessary to ensure the Company's organisation structure and governance arrangements are optimal;
 - (iv) manage nominations of Directors as outlined in clause 7.4(a) and 7.4(b);
 - (v) make recommendations to the Board in respect of Co-opted Director appointments as required by clause 7.4 with the aim of ensuring there is a balance between Elected and Co-opted Directors on the Board; and
 - (vi) provide advice to the Board of Directors on evaluating the performance of the Board and its committees.
- (b) The members of the Governance Committee shall be appointed for a term of one year by the Directors at the first Board meeting held after the Annual General Meeting.
 - (c) Members of the Governance Committee shall be appointed on the basis of expertise in company law and not-for-profit organisations, and any other expertise considered relevant by the by Board of Directors.
 - (d) The Governance Committee shall meet quarterly, or as otherwise directed by the Board of Directors.

9. PROVISIONS FOR MAINTAINING DEDUCTIBLE GIFT RECIPIENT STATUS

- (a) For the purpose of maintaining Deductible Gift Recipient status (in accordance with the Company's registration under Subdivision 30-F of the Tax Act), donations received (by way of gift or contributions of a type recognised under the Tax Act) shall be maintained as a separate account (**Gift Fund**) in accordance with the requirements of the Tax Act.
- (b) The Gift Fund is to be referred to as the **CTV Access Fund**.
- (c) All monies incoming and outgoing from the Gift Fund are to be managed according to the guidelines set out for non-profit organisations under Commonwealth laws.
- (d) The Gift Fund is to be maintained by Office Bearers appointed by the Board. The appointments shall last until the next Annual General Meeting.
- (e) The Office Bearers responsible for the management of the Gift Fund are to be selected according to any criteria specified in the Tax Act.
- (f) If, upon the winding-up or dissolution of the CTV Access Fund, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among the Company's members, but shall be given or transferred to some other fund, authority or institution having objects similar to the Objects of the Company, and whose rules shall prohibit the distribution of its or their income among its or their

members, with such fund, authority or institution being eligible to receive tax deductible donations under Subdivision 30-B, section 30-100, of the Tax Act due to the fund, authority or institution being listed on the Register of Cultural Organisations maintained under the Tax Act.

10. NOTICES

- (a) Notices to a Member, including notices of meetings, will be sent by post to the address shown in the Register of Members.
- (b) A notice, including a notice of meeting, may be sent to a Member by electronic means in addition to or in place of postal notification if the Member so notifies the Company and provides the relevant details (such as an email address or multiple email addresses).
- (c) A notice sent by post or by electronic means shall be taken to be given on the next business day after the notice has been sent by the Company.
- (d) A Member shall not be deemed to have not been given notice if that Member has failed to ensure that their correct address and contact details are lodged with the Company.

11. ALTERATION OF CONSTITUTION

- (a) This constitution shall not be altered except in accordance with the provisions of the Corporations Act.

[Section 136(2) of the Corporations Act states that the constitution of a company may be changed by a special resolution; i.e. a resolution passed by 75% of the votes at a General Meeting of Members.]