



Otago Community Broadcasters Society

Otago Community Broadcasters' Society

Constitution

2011

Rules of the Otago Community Broadcasters' Society Inc.

1. NAME

- 1.1. The name of the society shall be the "Otago Community Broadcasters Society Incorporated" ("The Society").

2. AIM

- 2.1. The aims of the Society are to provide wider access to community broadcasting by promoting and supporting Otago Access Radio, its programme makers and volunteers.

3. OBJECTIVES

- 3.1. The objects of the Society shall be:
 - a) To actively assist potential access radio broadcasters in the Otago community to utilise Otago Access Radio's broadcasting resources and facilities and to represent the interests of programme makers. "Access radio broadcasters" include non-profit groups, individuals, and those groups of people as defined in section 36(c) of the Broadcasting Act 1989.
 - b) To ensure that the Otago community is well represented.
 - c) To ensure that all funding is issued for purposes within New Zealand.
 - d) To provide two trustees for The Hills Radio Trust.
 - e) To maintain ongoing regular communication with all members of the Society.
 - f) To actively promote Community Access Broadcasting Stations.
 - g) To maintain a working relationship of mutual co-operation with the station staff.
 - h) To support existing members of the Society.
 - i) To raise funds for the station and for the purchase of station assets.

4. POWERS

- 4.1. The Society shall have the power to advertise, trade, sell, publish or promote the publication of any books, pamphlets, periodicals and other printed matter relating to the aim of the Society.
- 4.2. The Society shall have the power to raise, collect, lend, borrow and invest money.
- 4.3. The Society shall have the power to charge fees for services.
- 4.4. The Society shall have the power to own real or personal property and to enter into contracts for the transfer and conveyance of real or personal property.
- 4.5. The Society shall have the power to promote the Otago Community Broadcasters Society via the media and other avenues, to facilitate contact between paid station staff and community groups and individuals, to assist paid station staff from time to time as required in relation to the function of the station and to organise social and fundraising events.
- 4.6. The Society shall have the power to apply the funds of the Society towards the payment of any costs incurred while carrying out the Society's objects or aim or in the exercising of any of the Society's powers including the employment of any officers or agents or servants where necessary.
- 4.7. The Society shall have the power to do all such lawful acts and things incidental or conducive to the attainment of the Society's objects.
- 4.8. No part of the income and other funds of the Society can be used for any purpose other than the original objects of the Society or for charitable-in-law purposes.

5. MEMBERSHIP

- 5.1. The Society shall consist of an unlimited number of members.
- 5.2. Any person or body corporate or organisation may be a member of the relevant class provided the prescribed form of enrollment has been completed and the subscription paid for the then current year (or part thereof).
- 5.3. There shall be two classes of membership as follows:
 - a) Voting members who shall be known as "Voting Members" and who shall be either group

- programme makers or individual programme makers; and
- b) Non-Voting members who shall be known as “Friends Of OAR FM” and who are not programme makers.

6. VOTING

- 6.1. Individual Society members shall have one vote each.
- 6.2. Groups of members who are group programme makers shall collectively have one vote per group and shall vote in accordance with Rule 13.3.
- 6.3. members who are Friends Of OAR FM shall not be entitled to vote.

7. TERMINATION OF MEMBERSHIP

- 7.1. Any member may resign membership at any time by giving notice in writing to the Secretary. Unless otherwise expressed in the notice, that member’s resignation shall take effect as soon as the notice is received by the Secretary. Subscriptions are annual fees and there will be no partial refund to members who resign during the year.
- 7.2. Any member who fails to pay the annual subscription on or before the expiration of three months after it has become due shall be deemed to have resigned membership. Such resignation shall take effect at the date of expiry of the three-month period referred to above.
- 7.3. If the Executive Committee decides that the conduct of any member is likely to bring the Society or Otago Access Radio into disrepute or has had that effect, the Executive Committee may request such member to resign. If the member does not resign within one week in accordance with Rule 7.1, the Executive Committee may hold a meeting to consider the conduct of that member. The member shall be invited to attend at the meeting and to offer a written and/or oral explanation for the member’s conduct. A vote will be held at the meeting, and if the Executive Committee votes for that member’s expulsion, the member shall cease to be a member of the Society forthwith.
- 7.4. Any member expelled by the Society pursuant to Rule 7.3 may within fourteen days give a written notice of appeal to the Secretary. The Secretary shall then call a Special General Meeting to take place within twenty-one days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member shall be reinstated immediately.

8. ANNUAL SUBSCRIPTION

- 8.1. The Society may require its members to pay an annual subscription of such amount as may from time to time be fixed by resolution in a General Meeting. When it considers it to be appropriate the Executive Committee can reduce or waive the subscription fee.
- 8.2. The amount of subscription may differ according to the particular class of Membership to which the member belongs.

9. ORGANISATION

- 9.1. The business affairs, management and control of the Society shall be in the hands of the Executive Committee who shall exercise all the powers of the Society and shall appoint such officers where necessary.
- 9.2. The Executive committee shall comprise the following:
- a) the Chairperson, Deputy Chairperson, Secretary and Treasurer elected by and from Voting members of the Society.
 - b) a minimum of one and a maximum of four other members elected by and from the Voting members of the Society.
- 9.3. The paid Station Manager shall attend Executive Committee Meetings. The Station Manager shall have no right to vote.
- 9.4. The expression “Committee Member” includes any of the members described in Rule 9.2 (a) and (b)
- 9.5. The Executive Committee shall appoint two of its members as Trust Representatives to the

Hills Radio Trust.

10. ELECTION OF EXECUTIVE COMMITTEE

- 10.1. Subject to Rule 10.3 the officers shall be elected at each Annual General Meeting.
- 10.2. Nomination for a position on the Executive Committee shall be by way of notice of nomination in writing endorsed with the consent of the nominee and given to the Secretary no less than twenty-four hours before the time fixed for the Annual General Meeting.
- 10.3. All Committee members shall take office from the conclusion of the Annual General Meeting and shall hold office for a term of two years. Upon retirement from office, all officers and members of the Executive Committee shall be eligible for re-election or election to the same or another office provided that the existing Chairperson shall not be re-elected to the office of Chairperson for more than one additional term in accordance with Rule 10.7.
- 10.4. The members of the Committee including the Chairperson; Deputy Chairperson; Treasurer; Secretary and other Committee members shall be on committee for two years before being required to stand for election.
- 10.5. If any member of the Executive Committee other than the Chairperson or Deputy Chairperson resigns or retires during their term of office, the Executive Committee may appoint another member in their place without recourse to any form of election to serve until the next Annual General Meeting at which meeting either that member or another member shall be elected to that office.
- 10.6. If the Chairperson or the Deputy Chairperson resigns or retires during their term of office, then the Executive Committee shall appoint (by majority vote) a member to hold the vacated position until the next Annual General Meeting of the Society.
- 10.7. No person shall hold office as Chairperson for more than two terms of two years.
- 10.8. No person other than a Voting member can be a member of the Executive Committee.

11. ANNUAL GENERAL MEETING

- 11.1. The Annual General Meeting of the Society shall be held within four months of the end of the financial year, being 30 June.
- 11.2. The Annual General Meeting of the Society shall carry out the following business.
 - a) receive the minutes of the previous Annual General Meeting and of any other Special General Meetings held since the last Annual General Meeting.
 - b) receive the report of the Executive Committee.
 - c) receive the statement of income and expenditure for the preceding year and the estimate of income and expenditure for the current year.
 - d) subject to Rule 9.4, elect the members of the Executive Committee.
 - e) appoint an auditor or independent accounts reviewer for the ensuing year.
 - f) Conduct any other business which may properly be brought before the meeting.

12. SPECIAL GENERAL MEETINGS.

- 12.1. A Special General Meeting of the Society shall be called by the Secretary on receipt of a request in writing by a Voting member for such a meeting stating the reason for having the meeting and signed by not less than six Voting members. When one of the six members requesting a meeting is a group member, then other members of the same group will not be counted towards the total requirement of six Society members.
- 12.2. The notice calling a Special General Meeting shall state in general terms the business for which the meeting is called and at the meeting only the business so stated shall be discussed.

13. PROCEDURE FOR GENERAL MEETINGS.

- 13.1. In these Rules, the term "General Meeting" includes both an Annual General Meeting and a Special General Meeting.
- 13.2. The Secretary shall give fourteen days written notice of each General Meeting to all

members. This notice shall state that the meeting is an Annual General Meeting or a Special General Meeting as the case may be. The notice shall also specify the place, date and time at which the meeting is to be held.

- 13.3. A Voting member that is a group or organisation may be represented at a General meeting by a nominee who shall be duly appointed by notice in writing to the Secretary. Any such member shall have the right at any time to change, withdraw or revoke the appointment of its nominee by giving notice in writing to the Secretary.
- 13.4. A fifth of the Voting members shall constitute a quorum for a general meeting. A member that is a group or organisation shall be deemed to be personally present if it is represented by its nominee appointed pursuant to Rule 13.3. Groups of members who are group programme makers shall collectively count as one Voting member for the purpose of determining a quorum. If a quorum is not present, a second meeting shall be called and those present at the second meeting shall constitute a quorum.
- 13.5. The Chairperson or the Deputy Chairperson of the Executive Committee shall chair each general meeting. In their absence, the members shall either:
 - a) elect to cancel the meeting;
 - b) elect a Chairperson for the meeting; or
 - c) accept the Chairperson's nominee.
- 13.6. Any notices of motion shall be sent to the Secretary not less than ten working days prior to the date of the General meeting.
- 13.7. At any General Meeting of the Society, voting shall be by show of hands, or if requested by a Voting Member, then voting shall be by ballot paper. Each Voting member shall have one vote only. If voting is tied, the person chairing the meeting shall have a second or casting vote.
- 13.8. The Secretary shall keep accurate minutes of each General Meeting.

14. DUTIES OF THE EXECUTIVE COMMITTEE

- 14.1. The Executive Committee shall:
 - a) make all necessary policies to carry out the aim and objects of the Society
 - b) ensure that proper books of account and other records of the business of the Society are kept;
 - c) notify members of intended meetings and of the business to be conducted at such meetings.
 - d) prepare and submit to every Annual General Meeting an audited or independently reviewed statement of income and expenditure for the preceding year and an estimate of income for the current year.
- 14.2. The Executive Committee shall meet not less than once every two months at such times and places as the Executive Committee desires.
- 14.3. The quorum for all Executive Committee meetings shall be five Committee members, two of which shall be officers. If neither the Chairperson or the Deputy Chairperson are present at any Executive Committee Meeting then those present shall either:
 - a) elect to cancel the meeting;
 - b) appoint a chairperson for the meeting; or
 - c) accept the Chairperson's nominee.
- 14.4. At an Executive Committee Meeting, voting shall be by a show of hands. Each Committee member shall have one vote only. If voting is tied, the person chairing the meeting shall have a second or casting vote.
- 14.5. Any Committee member who fails to attend three consecutive meetings without leave of absence may, at the discretion of the Executive Committee, be deemed to have resigned from the Executive Committee.
- 14.6. Any Committee member who ceases to be a Society member shall at the same time cease to be a Committee member.
- 14.7. The Secretary shall keep accurate minutes to be kept of each Executive Committee meeting.

- 14.8. The Executive Committee may appoint sub-committees from time to time and shall ensure that sub-committee reports are prepared and submitted to the Executive Committee.
- 14.9. Any Committee member may resign at any time by giving notice in writing to the Secretary. Unless otherwise expressed in the notice, such notice shall take effect as soon as it is received by the Secretary.

15. FINANCE

- 15.1. All funds received by or on behalf of the Society shall be paid into Society bank accounts.
- 15.2. All cheques and debits drawn on the Society's accounts shall be jointly signed by the Treasurer and one of two other persons appointed by the Executive Committee.
- 15.3. Each year, the Society's annual accounts shall be audited or independently reviewed as required by current legislation.
- 15.4. The Society's financial year shall end on 30 June each year.

16. COMMON SEAL

- 16.1. The Common Seal of the Society shall be held by the Secretary. Any document requiring execution under seal shall be witnessed by the Chairperson or Deputy Chairperson and one other Committee member.

17. ALTERATION OF RULES

- 17.1. This constitution may be altered, added to, replaced, rescinded or otherwise amended by a resolution passed by two-thirds of Voting members present at a General Meeting of which at least fourteen days notice in writing has been given, provided that no addition or alteration shall be made that will detract or alter in any way the non-profit nature of the Society or which may effect the Society's exemption under section DJ 17 of the Income Tax Act 1994 or any amendments to that Act.

18. INTERPRETATION OF RULES

- 18.1. Any difference of opinion or question arising out of the interpretation of these Rules shall be referred to the Executive Committee whose decision shall be binding unless reversed by the Society at a General Meeting.

19. LIQUIDATION

- 19.1. The Society may be put into liquidation in any of the ways provided for in the Incorporated Societies Act 1908.

20. DISPOSITION OF SURPLUS ASSETS

- 20.1. In the event that the Society is put into liquidation or on its dissolution by the registrar, any surplus assets (after the payment of costs, debts and liabilities) shall be distributed amongst such community groups in New Zealand that have similar objects to the Society as the Executive Committee shall decide, providing that these groups fit within the definition of "charitable in-law purposes".
- 20.2. In no event shall the surplus assets of the Society be divided amongst its members nor shall the members have any beneficial interest in any surplus assets.
- 20.3. If the Executive Committee is unable to resolve any disagreement over the distribution of surplus assets then the provisions of section 27 of the Incorporated Societies Act 1908 shall apply.

21. PRIVATE PECUNIARY CLAUSE

- 21.1. Any income, benefit or advantage shall be applied to the charitable purposes of the Society.
- 21.2. No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

- 21.3. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).
- 21.4. The provisions and effect of Rule 20 shall not be removed from these Rules and shall be included and implied into any document replacing these Rules.