



Way Out West Fine Music Inc.
Formerly:
Outer Western Community
Broadcasting Association

Constitution

Amended 12 August 2019

The Constitution, September 17 2009 replaces the previous November 12 2003 constitution which replaces the previous May 10 1995, constitution and its amendments are thereby revoked.

This constitution is based on the Model Rules for the Incorporation of Association and is written to conform to the new act and the consequent new ABA requirements.

PART 1 – PRELIMINARY

NAME

- 1.A** (1) The name of the Association is 'Way Out West Fine Music Inc.', hereafter Referred to as the 'WOW FM' or 'Association'.

DEFINITIONS

1. (1) **In these rules:-**

- (a) Ordinary member means a current financial member of the Association;
- (b) Committee member means a member of the Management Committee;
- (c) Sub-committee member means a member of one or more of the sub-committees;

Secretary means:-

- (a) A person holding the office under these rules as secretary of the Association;
or
- (b) If no such person holds that office – the public officer of the Association;

Special general meeting means a general meeting of the Association other than the Annual General Meeting (AGM)

The Act means the Associations Incorporation Act (1984)

The Regulation means the Association Incorporation Regulation (1984)

(2) **In these rules:-**

- (a) A reference to a function includes a reference to a power, authority and duty, and
- (b) A reference to the exercise of the function includes, if the function is a duty, a reference to performance of the duty.

- (3) The provisions of the Interpretation Act (1987) apply to and in respect of these rules in the same manner as those provisions would apply if these were an instrument made under the Act.

PART 2 – MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

2. (1) **A person is qualified to be a member of WOW FM if, but only if:-**
- (a) The person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of WOW FM at any time after Incorporation of WOW FM under the Act, or
 - (b) **The person has:-**
 - (1) Applies for membership of WOW FM as provided by Rule 3; and
 - (11) The person has been approved for membership of the Association by the committee of the Association

APPLICATION FOR MEMBERSHIP

3. (1) **An application for membership of the Association:-**
- (a) Shall be made by the applicant in the form set out in appendix 1 to these Rules; and
 - (b) Shall be lodged with the secretary of the Association
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee, which shall determine whether to approve or reject the application. The application may be rejected if the committee, in an absolute discretion, form the opinion that:-
- (a) The person does not or may not agree to abide to the Community Broadcasting Codes of Practice: or
 - (b) The person does not or may not agree to abide by the Australian Broadcasting Services Act (1922) Guideline; or
 - (c) The person does not or may not agree to abide by the WOW FM Broadcasting policy.
- (3) **Where the committee resolves:-**
- (a) To approve an application for membership, the secretary shall as soon as practicable after the resolution, notify the applicant of that approval and request the applicant to pay within a period of twenty eight (28) days after the receipt by the applicant of the notification of the sum payable under these by me as member as entrance fee and annual subscription.

- (b) To reject an application, the applicant shall have the right of reply under Rule 3A;
 - (c) Where the applicant exercises a right of reply, the resolution of the committee is of no effect unless the committee at a meeting held not earlier than fourteen (14) days and no later than twenty eight (28) days after the service on the applicant of a notice under 3A (1) confirms the resolution.
- (4) **The Secretary shall:-**
- (a) On payment by the applicant of the amounts referred to in Clause (3) within the periods referred to in that Clause; or
 - (b) Upon the resolution of the committee to reject an application being overturned on reply and payment of the required entrance fee and annual subscription by the applicant.
 - (c) Enter the applicant's name in the register of members and, upon the name being entered, the applicant becomes a member of WOW FM.

RIGHT OF REPLY OF REJECTED APPLICANT

- 3A** (1) Where the committee passes a resolution under Clause 3 (3) (b) the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant subject of the resolution:-
- (a) Setting out the resolution of the committee and the grounds on which it is based;
 - (b) Stating that the applicant subject of the resolution may address the committee at the meeting to be held not later than twenty eight (28) days after the service of the notice;
 - (c) Stating the date, place and time of the meeting; and
 - (b) Informing the applicant subject of the resolution that he may do either of the following:
 1. Attend and speak to the meeting
 11. Submit to the committee at or prior to the date of the meeting written representations relating to the resolution

- (2) **At A meeting of the committee, held as referred to the Clause (1), the committee shall:-**
- (a) Give the applicant subject of the resolution and opportunity to make oral representations.
 - (b) Give due consideration to any written representations submitted to the committee by the applicant at or prior to the meeting; and
 - (c) By resolution determine whether to conform or revoke the resolution.
- (3) Where the committee confirms a resolution under clause (2), the secretary shall, within seven (7) days after the confirmation, by notice in writing, inform the applicant subject of the resolution of the reasons for the confirmation and the right of appeal under Rule 12.

CESSATION OF MEMBERSHIP

4. A person ceases to be a member of WOW FM if the person:-

- (a) Dies, or
- (b) Resigns membership of WOW FM; or
- (c) Is expelled from the Association

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) Is not capable of being transferred/transmitted to another person; or
- (b) Terminated on cessation of membership

RESIGNATION OF MEMBERSHIP

- 6. (1)** A member of the Association is not entitled to resign, except if the membership is in accordance with the Rule.
- (2)** A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice of at least

one month (or such, or period as the committee may determine) of the member's intention to resigning and, on the expiration of the period of notice, the member ceases to be a member.

- (3) If a member of the Association ceased to be a member under Clause (2), and in every other case where a member ceases to hold membership, the secretary must make and appropriate entry in the register of members, recording the date on which the member ceases to be a member.

REGISTER OF MEMBERS

7. (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the association together with the date on which a person became a member.
- (2) The register of members must be kept at the principle place of administration of the Association and must be open to inspection free of charge, by any member of the Association at any reasonable hour.

FEES AND SUBSCRIPTIONS

8. (1) A member of WOW FM must on admission to membership pay to the Association a fee as determined by the committee.
- (2) Pay an annual membership fee on or before the first (1) July each year as determined by the committee.

MEMBERSHIP LIABILITY

9. The liability of members of WOW FM to contribute towards the payment of the debts and liabilities of WOW FM or costs, charges and expenses of the winding up of WOW FM is limited to the amount, if any unpaid by the member in respect a membership of the Association as required by Rule 8.

RESOLUTION OF INTERNAL DISPUTES

10. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act (1983).

DISCIPLINING OF MEMBERS

- 11. (1) A complaint may be made by any member of the Association, that some other member of the Association.**
- (a) Has refused or neglected to comply with a provision or provisions of these rules; or
 - (b) Has wilfully acted in a manner prejudicial to the interest of the Association.
- (2) On receiving a complaint the committee:**
- (a) Must consider the complaint and determine what action if any is to be taken.
 - (b) If any action is deemed necessary the matter will in the first instant be referred to the dispute resolution subcommittee for enquiry and if possible mediation.
 - (c) The dispute resolution subcommittee must try to resolve the matter within twenty eight (28) days.
 - (d) A written report of the subcommittee' enquiry and/or resolution must be given to the committee within fourteen (14) days of the enquiry/mediation.
- (3) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if;**
- (a) After considering the complaint and any submissions made in connection with a complaint. It is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within seven (7) days after the action taken, cause written to be given to the member of the action taken, of the reasons given by the committee for having taken that action, and of the members right of appeal under Rule 2.**

- (5) **The expulsion or suspension does not take effect:**
- (a) Until the expiration of the period with which the member is entitled to appeal against the resolution concerned: or
 - (b) If within that period the member exercises the right of appeal, unless and until the Association in a general meeting overturns the resolution of the committee under Rule 12.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 12**
- (1) A member may appeal to WOW FM in a general meeting against a resolution of the committee under Rules 3A and 11, within seven (7) days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
 - (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to reply for the purposes of the appeal.
 - (3) On receipt of a notice from a member under Clause (1), the secretary must notify the committee which is to convene a general meeting of the Association to be held within twenty eight (28) days after the date on which the secretary received the notice.
 - (4) At a general meeting of WOW FM convened under Clause (3):
 - (a) No business other than the question of the appeal is to be transacted; and
 - (b) The committee and the member must be given the opportunity to state their respective cases orally or in writing or both; and
 - (c) The members present are to vote by secret ballot on the question of confirmation of the resolution, should it be confirmed or revoked.
 - (5) If at the general meeting the Association passes a special resolution in favour of overturning the committee's decision, then the committee's decision shall be overturned, otherwise the committee's decision shall be deemed to be confirmed.

PART 111 – THE COMMITTEE.

POWERS OF THE COMMITTEE:

- 13** The committee is to be called the ‘Committee of Management of WOW FM’, and subject to the Act, the Regulations and these Rules and in any resolution passed by the Association in general meeting;
- (a) Is to control and manage the affairs of WOW FM; and
 - (b) May exercise all such functions as may be exercised by WOW FM, other than those functions that are required by these rules to be exercised by a general meeting of members of WOW FM; and
 - (c) Has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of WOW FM.

CONSTITUTION AND MEMBERSHIP:

- 14** (1) Subject in the case of the first members of the committee to Section 21 of the Act, the committee is to consist of:
- (a) The office bearers of the Association; and
 - (b) Five (5) ordinary members each of whom is to be elected at the Annual General Meeting of the Association under Rule 15.
- (2) **The Office bearers of the Association are to be:**
- (a) President
 - (b) Vice President
 - (c) Treasurer; and
 - (d) Secretary
- (3) Each member of the committee is, subject to these Rules, to hold office until the conclusion of the AGM following the date of the member’s election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member WOW FM to fill the vacant and the member so appointed is to hold office, subject to these Rules, until the conclusion of the AGM following the date of the appointment.

ELECTION OF MEMBERS

- 15** (1) Nomination of candidates for election as office bearers of WOW FM or as Ordinary members of the committee;
- (a) Any ordinary member of WOW FM who has been a financial member for a period of two (2) consecutive years is eligible to be elected to the management committee.
 - (b) Must be made on the official nomination form obtainable from the office of WOW FM. All nominees for the committee must be proposed and seconded by two (2) financial members of the Association. The form must be signed by the nominee as accepting nomination.
 - (c) Must be delivered to the secretary of the Association at least fourteen (14) days before the date fixed for the holding of the AGM at which the election is to take place.
- (2) If insufficient nominations are received to fill vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the AGM.
- (3) If sufficient nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, a ballot is not required.
- (5) If the number of nominations received exceeds the number of vacancies to be filled a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the AGM in such usual and proper manner as the committee may direct.
- (7) No member can be elected to the management committee of WOW FM unless that member is in attendance at the Annual General Meeting.

SECRETARY

- 16** (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) **It is the duty of the secretary to keep minutes of:**
- (a) All appointments of office bearers and members of the committee;
 - (b) The names of members of the committee present at a committee meeting or a General Annual Meeting; and
 - (c) All proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

- 17** **It is the duty of the treasurer of the Association to ensure;**
- (a) That all money due to WOW FM is collected and received and that all payments authorised by WOW FM are made; and
 - (b) That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of WOW FM.

CASUAL VACANCIES

- 18** For the purpose of these Rules a casual vacancy in the office of a member of the committee occurs if the member;
- (a) Dies; or
 - (b) Ceases to be a member of WOW FM; or
 - (c) Becomes and insolvent under administration with the meaning of the Corporation Laws; or
 - (d) Resigns office by notice in writing given to the secretary; or
 - (e) Is moved from office under Rule 19; or
 - (f) Becomes a mentally incapacitated person; or
 - (g) A member may be removed from the management committee for non-attendance of three (3) consecutive meeting unless the Board is advised in advanced or the member is on extended sick leave.

REMOVAL OF MEMBER

- 19** (1) WOW FM in general meeting may by resolution remove any Member of the committee from the office of member before the Expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution is referred to in Clause 1 relates, makes representation in writing to the secretary or president (not exceeding a reasonable length) and requests that presentations be notified to members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that representations be read out at the meeting in which the resolution is considered.

MEETINGS AND QUORUM

- 20** (1) The committee must meet at least 3 times each period of 12 months, At such place and time as the committee may determine.
- (2) Additional meeting of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least forty eight (48) hours (or such period as may unanimously agree on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of meeting given under Clause 3 must specify the general nature of The business to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three (3) members of the committee constitute a quorum for the Transaction of business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and is within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting is to stand adjourned to the same place and at the same time in the following week.
- (7) If at an adjourned meeting a quorum is not present within half an hour of The announced time appointed for the meeting, the meeting is to be Dissolved.

- (8) **At any meeting of the committee;**
- (a) The president, or in the president's absence, the vice president is to preside; or
 - (b) If the president or vice president are absent or unwilling to act, such one remaining members of the committee as may be chosen by the Members present at the meeting is to preside.

DELEGATION BY COMMITTEE OR SUB-COMMITTEE.

- 21**
- (1) The committee may, by instrument in writing, delegate to one or more sub-Committee (consisting of such member or members of the Association as The committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) This power of delegates; and
 - (b) A function which is a duty imposed on the committee by the Act Or by any other law.
 - (2) A function the exercise of which has been delegated to sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
 - (3) A delegation under this section may be made subject to such conditions or Limitations as to the exercise of the function, or as to time or circumstances, As may be specified in the instrument of the delegation
 - (4) Despite any delegation under the Rule, the committee may continue to Exercise any function delegation.
 - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have had it been done or suffered by the committee.
 - (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under the Rule.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

- 22**
- (1) Questions arising at a meeting of the committee or of a sub-committee appointed by the committee are to be determined by a majority of the votes of the members of the committee or sub-committee present at the meeting.
 - (2) Each member present at a meeting of the committee or of a sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to vote, but in the event of an equality of votes on any question, the chairperson may exercise a second vote.
 - (3) Subject to Rules 20 (5), the committee may Act despite any vacancy on the committee.
 - (4) Any act or thing or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the Appointment of any member of the committee or sub-committee.

PART IV – GENERAL MEETINGS

ANNUAL GENERAL MEETING – HOLDING OF

- 23** (1) With the exception of the first annual AGM of the Association, WOW FM must, at least once every calendar year and within the period of Six (6) months after the expiration of each financial year of the association. Convene and AGM of its members.
- (2) **The Association must hold its first AGM:**
- (a) Within the period of eighteen (18) months after its incorporation under the Act.
- (b) Within the period of six (6) months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the commission under Section 26 (3) of the Act.

ANNUAL GENERAL MEETING – CALLING OF BUSINESS AT.

- 24** (1) The AGM of the Association is, subject to the Act and Rule 23, to be convened on such date at such place as the committee thinks fit.
- (2) In addition to any other business which may be transacted at a AGM, the business of the AGM is to include the following;
- (a) To confirm the minutes of the preceding AGM and any Special General Meeting held since then; and
- (b) To receive from the committee reports on the activities of WOW FM since The last preceding financial year; and
- (c) To elect office bearers of the Association and ordinary members of the Committee;
- (d) To receive and consider the statement which is required to be submitted to Members under Section 26 (6) of the Act.
- (3) An AGM must be specified as such in the notice convening it.
- (4) The Secretary shall give twenty eight (28) day notice of the time and place of the AGM.

SPECIAL GENERAL MEETING – CALLING OF.

- 25**
- (1) The committee may, whenever it thinks fit, convene a special general meeting.
 - (2) The committee must, on the requisition of at least five per cent of the total number of members, convene a special general meeting of the Association.
 - (3) A requisition of members for a special general meeting:
 - (a) Must state the purpose or purposes of the meeting; and
 - (b) Must be signed by the members making the requisition; and
 - (c) Must be lodged by the secretary; and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.

NOTICE.

- 26**
- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of WOW FM, the secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give notice to members of the general meeting by whatever means the committee determines, and specify the time and place of meeting, that the meeting is a general meeting, and the nature of the business proposed to be transacted at the meeting.
 - (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of WOW FM, the secretary must at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution.
 - (3) No business other than that specified in the notice convening a general meeting is to be transacted at a general meeting, except in the case of an AGM. Business which may be transacted under Rule 24 (2).
 - (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include the business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE.

- 27** (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting;
- (a) If convened on the requisition of members, is to be dissolved; and
- (b) In any other case, is to stand adjourned to be same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day of which the meeting s adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) is to constitute a quorum.

PRESIDING MEMBER.

- 28** (1) The president or, in the president's absence, the vice president, is to preside as chairperson at a general meeting of the Association.
- (2) If the president or vice president are absent or unwilling to act, the members Present must elect one of their number to preside at the meeting.

ADJOURNMENT.

- 29** (1) The chairperson at a general meeting at which a quorum is present may, with the Consent of the majority of the members present, adjourn the meeting from time to time and place to place, but no business is to be transacted an adjourned meeting other than the business left unfinished at the meeting at which the adjournment was made.
- (2) Where a general meeting is adjourned for fourteen (14) days or more, the Secretary must give notice orally or by letter or by advertisement of the adjourned meeting and its time and place and the nature of the business to be transacted at the meeting to all members of WOW FM.
- (3) Except as provided in Clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned general meeting is not required to be given.

MAKING OF DECISIONS.

30 (1) Subject to Rule 12 (4);

Questions arising at a general meeting shall be determined on a show of hands, and unless before or on the show of hands a poll is demanded, the chairperson shall declare the motion carried or carried unanimously or lost and the secretary will record the motion, the mover, the seconder and the declared result.

(2) If a poll is demanded at a general meeting the poll must be taken;

- (a) Immediately in the case of a poll which relates to the election of the Chairperson of that meeting or to the question of an adjournment; or**
- (b) In any other case, in such a manner and at such time before the close of the Meeting as the person directs.**

SPECIAL RESOLUTON.

31 A resolution of WOW FM is a special resolution if;

- (a) It is passed by a majority which comprises not less than three quarters of such members of WOW FM as, being entitled under these Rules to do so, vote in person at general meeting for which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given, in accordance with these Rules; or**
- (b) Where it is made to appear to the Commission that it is not possible or Practicable for the resolution to be passed in the manner specified in Paragraph (a), if the resolution is passed in a manner specified by the Commissioner.**

VOTING.

- 32** (1) On any question arising at a general meeting of the Association a member has only one vote.
- (2) All votes may be given personally.
- (3) In the case of an equity of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
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- 33** (1) A program may not be more than three (3) hours in duration unless it is a special outside broadcast authorised by the committee **or** special event **or** from midnight to dawn window.