

# CONSTITUTION

**INDIGENOUS REMOTE COMMUNICATIONS ASSOCIATION  
ABORIGINAL & TORRES STRAIT ISLANDER CORPORATION**

**ICN 4287**

**(trading as First Nations Media Australia)**

This Constitution complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

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## **PREAMBLE**

IRCA was founded in 2001 to represent and advocate for the media and communications interests of remote and very remote Aboriginal and Torres Strait Islander communities in Australia. After demonstrating success in this role, IRCA was invited to grow to become a National Peak Body from 2016 onwards.

Following sector consultations, IRCA membership at the Annual General Meeting of 28 September 2016 approved a new Constitution to expand to a National Peak Body. The new Constitution was approved by ORIC on 24 October 2016.

In its new role, IRCA expanded its authentic, specialist and direct representation of the media and communications interests of Aboriginal and Torres Strait Islander people, to cover urban and regional areas as well as remote areas. As the National Peak Body, membership changed from being individually-based to being predominantly organisationally-based.

Remote Indigenous Media Organisations and Remote Indigenous Broadcasting Services continue to play an important leadership role within IRCA. This recognises their historic and ongoing role in developing a remote media and communications industry, proactively supporting the maintenance of Aboriginal and Torres Strait Islander language and culture, self-representation and community development.

IRCA continues to build the capacity of the Aboriginal and Torres Strait Islander media and communications industry, and provide tools, networks and resources to help media workers build their skills, profile and performance. IRCA considers that Aboriginal and Torres Strait Islander-managed media and communications organisations deliver an essential service in their communities, providing access to media and information, supporting health and wellbeing, building skills, creating employment, and enhancing social and economic development.

IRCA launched the first of its national CONVERGE conferences in May 2017 bringing together urban, regional and remote broadcasters and media producers to identify issues and directions for policy and advocacy. A new trading name – First Nations Media Australia – was approved at the IRCA AGM of 15 March 2018 held as part of the 2018 Brisbane CONVERGE conference. IRCA continues to use the Indigenous Remote Communications Association Aboriginal and Torres Strait Islander Aboriginal Corporation as its legal entity name.

## 1. Name

The name of the corporation is: INDIGENOUS REMOTE COMMUNICATIONS ASSOCIATION ABORIGINAL AND TORRES STRAIT ISLANDERS ABORIGINAL CORPORATION (IRCA), trading as First Nations Media Australia.

## 2. Objectives

The objects for which the Corporation is established are:

In order to provide direct relief of poverty, sickness, suffering, distress, misfortune, disability and helplessness of Indigenous Australians, the Corporation shall:

- a. Be the Peak Body representing and advancing the interests and development of the Aboriginal and Torres Strait Islander media industry at a remote, regional and national level.
- b. Support the preservation and maintenance of Aboriginal and Torres Strait Islander cultures and languages.
- c. Advocate on behalf of Aboriginal and Torres Strait Islander peoples in relation to their needs and interests in media and communications, including supporting strong employment, education and health outcomes.
- d. Use media and communications to enhance opportunities for self and community advancement.
- e. Promote the inclusion of Aboriginal and Torres Strait Islander peoples in the digital economy, through access to appropriate communications technologies and services.
- f. Support the production of media tools, content, programming and services in Aboriginal and Torres Strait Islander communities that leads to improved enjoyment of life and betterment of circumstances.
- g. Facilitate greater respect for and recognition of Aboriginal and Torres Strait Islander cultures and traditions within the broader Australian community, through the promotion of the activities, organisations, media products and people working within the Aboriginal and Torres Strait media sector.
- h. Promote media and communications as an essential service to remote Aboriginal and Torres Strait Islander communities.

## 2A. NOT-FOR-PROFIT

The assets and income of the Corporation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Corporation except as bona fide compensation for services rendered or expenses incurred on behalf of the Corporation.

## 3. Membership

### 3.1 Who is eligible?

**3.1.1 Ordinary Membership** is open to:

- 3.1.1.1** Not-for-profit, Aboriginal and Torres Strait Islander Corporations that hold a broadcasting licence or have demonstrated, through their operations or Constitution/Rule Book, a commitment to meeting the broadcasting and/or media and communications needs of the Aboriginal and Torres Strait Islander persons in their community or region.
- 3.1.1.2** Remote Indigenous Media Organisations (RIMOs) and Remote Indigenous Broadcasting Services (RIBS) that are Aboriginal and Torres Strait Islander Corporations.
- 3.1.1.3** Any other organisation as approved by the Board whose core activities align with the objects of the corporation

**3.1.2 Associate Membership** is open to:

- 3.1.2.1** Aboriginal and Torres Strait Islander natural persons who are at least 18 years of age and who have demonstrated, through their involvement in Aboriginal and Torres Strait Islander broadcasting, media and communications activities, a commitment to one or more of the Objects of this Constitution;
- 3.1.2.2** Aboriginal and Torres Strait Islander not-for-profit organisations who do not meet the membership eligibility of Clause 3.1.1.1 and that have demonstrated, through their involvement in Aboriginal and Torres Strait Islander broadcasting, media and communications activities, a commitment to one or more of the Objects of this Constitution; and
- 3.1.2.3** Any other person or organisation as approved by the Board.

**3.1.3 Affiliate Membership** is open to:

- 3.1.3.1** Non-Aboriginal and Torres Strait Islander natural persons who are at least 18 years of age and who have demonstrated, through their involvement in Aboriginal and Torres Strait Islander broadcasting, media and communications activities, a commitment to one or more of the Objects of this Constitution;

**3.1.3.2** Non-Aboriginal and Torres Strait Islander not-for-profit organisations that have demonstrated, through their involvement in Aboriginal and Torres Strait Islander broadcasting, media and communications activities, a commitment to one or more of the Objects of this Constitution; and

**3.1.3.3** Any other person or organisation as approved by the Board.

**3.1.4 Friends Membership** is open to:

**3.1.4.1** Natural persons who are at least 18 years of age who have a commitment to one or more of the Objects of this Constitution;

**3.1.4.2** Organisations who have a commitment to one or more of the Objects of this Constitution; and

**3.1.4.3** Any other person or organisation as approved by the Board.

## **3.2 How to become a Member**

**3.2.1** Any person or organisation may apply to become a Member of the Corporation by completing the relevant membership application form and paying the membership fee specified in the form (if applicable). The applicant should identify the relevant membership class they are applying for on the application form.

**3.2.2** If the applicant is an organisation meeting the eligibility requirements of an Ordinary Member as set out in Clause 3.1.1, the membership application form must bear the signature, which signature may be an electronic signature, by an officer of that organisation and must specify a Representative, in accordance with Rule 3.4.

**3.2.3** By submitting an application form the applicant agrees to be bound (if their application is accepted) by this Constitution and any other rules, policies or other standards prescribed by the Board from time to time.

**3.2.4** The authority to determine whether an organisation or individual should be granted membership status shall rest with the Board.

**3.2.5** The Board must, through a resolution, decide whether to accept or reject each application for membership at the next Directors' meeting after the application is received and, within a reasonable time, notify the applicant of their decision.

**3.2.6** Within 14 calendar days of membership approval by the Board, the Membership Officer shall enter the name of the person or organisation, the name of their Representative (if relevant) and the membership class, in the Register of Members.

**3.2.7** The membership commencement date is the date on which the Member's details were entered into the Register of Members.

### **3.3 Refusal of membership application**

- 3.3.1** The Board must not approve membership if, by doing so, the Corporation would be in breach of the Indigeneity Requirement as outlined in the *CATSI Act*.
- 3.3.2** The Board must not approve membership if an applicant fails to disclose, at the time of application, a real or perceived conflict of interest or material personal interest in a matter pertaining to the Corporation or its activities.
- 3.3.3** If the Board decides to reject an application for membership, the Corporation must give notice to the person of the decision and the reasons for it.

### **3.4 Appointment and duties of Ordinary Member Representatives**

- 3.4.1** All organisational members who meet the eligibility requirements of an Ordinary Member as set out in Clause 3.1.1 must by notice to the Contact Officer appoint one natural person, who is an Aboriginal and Torres Strait Islander person who is 18 years or older, to act as their Representative in all matters connected with their membership.

**3.4.1.1** An eligible person appointed as a Representative under Clause 3.4.1 may only be the Representative for one Ordinary Member.

- 3.4.2** It is preferable that the method of notice be nomination of the Ordinary Member Representative in the membership application form.

- 3.4.3** An organisational member may remove or replace an Ordinary Member Representative at any time by notice to the Public Officer. The notice must be signed or otherwise authorised by an Officer of the organisation.

- 3.4.4** The names of all Ordinary Member Representatives, as well as the name of the Member they represent, must be entered in the Register of Members within seven working days of their appointment.

- 3.4.5 Ordinary Member Representatives** are entitled to:

**3.4.5.1** Exercise all the powers that the Ordinary Member that appointed them could exercise if it were a natural person, and

**3.4.5.2** Be counted towards a quorum on the basis that the Ordinary Member is considered personally present at a general meeting through the attendance of its Representative.

### **3.5 Members' rights**

- 3.5.1** An Ordinary Member can:

**3.5.1.1** Attend, speak and vote at general meetings

**3.5.1.2** Be considered to become a Director

**3.5.1.3** Put forward resolutions at general meetings

- 3.5.1.4** Ask the Directors to call a general meeting
- 3.5.1.5** Inspect and ask for a copy of the Register of Members, and
- 3.5.1.6** Examine the other books and records of the Corporation if the Board has authorised them to do this, or if the members have passed a resolution which lets them do this.

**3.5.2** An Associate Member:

- 3.5.2.1** Can attend and speak (after approval by the Chair) at general meetings and
- 3.5.2.2** Can inspect and ask for a copy of the Register of Members but
- 3.5.2.3** Does not possess voting rights or other rights of Ordinary Members.

**3.5.3** An **Affiliate** Member:

- 3.5.3.1** Can attend (after approval by the Chair) general meetings but
- 3.5.3.2** Can only speak at general meetings if called up on by the Chair to do so, and
- 3.5.3.3** Does not possess voting rights or other rights of Ordinary or Associate Members.

**3.5.4** A **Friends** Member:

- 3.5.4.1** Can receive Friends Member communications from the Corporation;
- 3.5.4.2** Does not possess voting rights of Ordinary Members or other rights of Ordinary, Associate or Affiliate Members

**3.5.5** The Corporation must give a Member a copy of the Register of Members within seven days if the person eligible under Clauses 3.5.1 and 3.5.2 requests it, unless the Registrar allows a longer period to comply with the request.

**3.6** **Members' responsibilities**

**3.6.1** All members must:

- 3.6.1.1** Act in accordance with this Constitution at all times
- 3.6.1.2** Comply with any Code of Conduct, Diversity, Health and Safety, Privacy, Copyright, Indigenous Cultural Intellectual Property Rights and other relevant policies relating to Members that have been approved by the Board
- 3.6.1.3** Provide written or oral notice to the Membership Officer of any change to their contact details, within seven calendar days of becoming aware of the change



- 3.6.1.4** Give notice to the Board of any real or perceived conflict of interest or material personal interest within seven calendar days of becoming aware of it
- 3.6.1.5** Act at all times with courtesy and respect towards other Members and Corporation staff, including refraining from bullying, harassment and discrimination
- 3.6.1.6** Pay their membership renewal fee promptly (where applicable) and
- 3.6.1.7** Not use information about a person or organisation obtained from the Register of Members to contact or send material to that person or organisation, unless the information is relevant to the person or organisation's membership or is approved by the Corporation.

### **3.7 Liability of members**

**3.7.1** Members are not liable for Corporation debts if the Corporation is wound up.

### **3.8 Cessation of membership**

**3.8.1** An individual ceases to be a Member if:

- 3.8.1.1** They give notice of resignation
- 3.8.1.2** They die (for individual Associate, Affiliate or Friends member) or
- 3.8.1.3** Their membership is cancelled for one of the reasons in Clause 3.9.

**3.8.2** An organisation ceases to be a Member if:

- 3.8.2.1** It is dissolved or otherwise ceases to exist
- 3.8.2.2** It has a liquidator or provisional liquidator or
- 3.8.2.3** It becomes insolvent or
- 3.8.2.4** Its membership is cancelled for one of the reasons in Clause 3.9.
- 3.8.2.5** It gives notice in writing of the decision of its Board of Directors to resign from membership of IRCA.

**3.8.3** Resignation takes effect immediately, unless the Member has specified an alternative date for affect in the notice.

**3.8.4** The name of the person or organisation, and the date on which they ceased to be a member, must be entered into the Register of Members by the Membership Officer within 14 calendar days of their removal from the Register of Members.

**3.8.5** A Member remains liable after resignation for all membership fees due by the Member to the Corporation at the date of resignation.

## **3.9 Cancellation of membership**

**3.9.1** Membership may be cancelled if the relevant Member:

- 3.9.1.1** Is uncontactable, as defined in section 150-25 of the CATSI Act, being uncontactable for a continuous period of two years during which reasonable attempts have been made to contact the member at least two times
- 3.9.1.2** Behaves in a manner which negatively affects or interferes with the operation or reputation of the Corporation or its Members
- 3.9.1.3** Is not an Aboriginal and Torres Strait Islander person where this is a condition of their membership
- 3.9.1.4** Fails to act in accordance with this Constitution, the Code of Conduct or other policies relating to Members as determined by the Board
- 3.9.1.5** Fails to disclose a conflict of interest or material personal interest in accordance with Clause 3.6.1.4
- 3.9.1.6** Fails to pay the membership fees within a reasonable period as determined by the Board, or
- 3.9.1.7** Is, in the opinion of a majority of Directors of the Board, unfit to be a Member of the Corporation.

**3.9.2** If the grounds for cancellation are those in Clause 3.9.1.1 – 3.9.1.3, the membership can only be cancelled by special resolution in general meeting, in accordance with sections 150-25 – 150-35 of the CATSI Act. If the grounds for cancellation are those in any other clause of this Constitution, the membership can be cancelled by resolution at a Directors' meeting.

**3.9.3** The Corporation (via the Membership Officer) must give notice to the Member of the intention to cancel their membership at least 14 calendar days before the relevant meeting. The notice must set out the reasons for cancellation.

**3.9.4** If the membership is subsequently cancelled, the Corporation (via the Membership Officer) must notify the Former Member (in the case of an organisation, via their Representative/s) that their membership has been cancelled as soon as practicable after the resolution has been passed.

**3.9.5** The date on which the resolution is passed is taken to be the date that the membership ceases, and the Member then becomes a Former Member of the Corporation.

**3.9.6** All Former Members must continue to be listed as such in the Register of Members for seven years after their membership has ceased.

**3.9.7** The name of the person or organisation, and the date on which their membership was cancelled, must be entered into the Register of Members by the Membership Officer within 14 calendar days of the cancellation decision.

**3.9.8** A Former Member whose membership was cancelled may re-apply for membership 12 months from the date they ceased to be a Member.

### **3.10 Revocation of membership cancellation**

**3.10.1** A Former Member can ask for revocation of the cancellation of their membership.

**3.10.2** The Former Member should ask for revocation via one of the methods in Clause 4.1, within 21 days of notification of the cancellation decision. The Former Member should explain why they are requesting revocation of the membership cancellation.

**3.10.3** The request for revocation must be assessed, and the decision on whether or not to reinstate membership must be made, at the next scheduled Directors' meeting or general meeting (as applicable).

**3.10.4** Membership may be reinstated where, in the views of the Board or the Members (as applicable), it is reasonable and in line with the Objects of this Constitution to do so.

**3.10.5** The Corporation (via the Membership Officer) must notify the Former Member of the revocation decision within 21 days of the decision having been made.

### **3.11 The Register of Members**

**3.11.1** The Register of Members must contain:

**3.11.1.1** The Member's name (given and family name, where applicable) and contact details (address, phone number and email where applicable)

**3.11.1.2** The class of membership

**3.11.1.3** The name and contact details of any Ordinary Member Representative (where applicable)

**3.11.1.4** If Member is an individual, an indication of whether or not they are an Aboriginal and Torres Strait Islander person

**3.11.1.5** The date on which the Member was added to the Register of Members and

**3.11.1.6** For Former Members, the date on which they stopped being a member, which record is to be maintained for 7 years in accordance with section 180-15 of the CATSI Act.

**3.11.2** The Membership Officer must ensure that a copy of the Register of Members is:

**3.11.2.1** Kept at the Corporation's document access address

**3.11.2.2** Open for inspection to Members and the general public at the access address during business hours and

**3.11.2.3** Available at the annual general meeting (AGM).

### **3.12 Changes to membership classes**

**3.12.1** By resolution at a General Meeting the members may, subject to this Constitution and the CATSI Act:

**3.12.1.1** Prescribe, revoke and amend the criteria for membership and any classes of membership

**3.12.1.2** Establish any new class of members and define the rights, restrictions and obligations of Members in that class and

**3.12.1.3** Vary or cancel the rights, restrictions and obligations of Members in any new or existing class.

### **3.13 Membership fees**

**3.13.1** The membership fee applicable to each Member class is the amount specified in the application form.

**3.13.2** Membership fees are to be determined by the Corporation by resolution in general meeting.

**3.13.3** Membership fees are due at the beginning of each calendar year, unless the Board or IRCA staff determine that an alternative due date is appropriate for that Member.

**3.13.4** Where a renewing Member fails to pay an amount due, the matter will be dealt with in accordance with the Corporation's debt recover policy, and at the discretion of the Board.

**3.13.5** If the renewal membership fee remains unpaid, it is at the discretion of the Board to cancel the membership through the process outlined in Clauses 3.9-3.10.

#### **Transitional membership arrangements**

**3.13.6** Upon approval of this Constitution by the Registrar, all existing Ordinary Members who are individuals, other than those in Clause 3.14.2 or those who are immediately nominated as Ordinary Member Representatives in accordance with Rule 3.4, will automatically become Associate or Affiliate Members according to their Indigeneity and their Ordinary membership will cease. The Membership Officer shall record their updated membership class in the Register of Members in accordance with Clause 3.11.

**3.13.7** Upon approval of this Constitution by the delegate, all existing RIMOs and RIBS will automatically be offered Ordinary Member status. If the offer is accepted, the Membership Officer shall record their updated membership status in the Register of Members in accordance with Clause 3.11.

**3.13.8** Any Member who is automatically transitioned to a new membership will not be required to pay a membership fee at that time. If a membership fee is associated with their membership class, the fee will become payable at the beginning of the following calendar year.

**3.13.9** An individual cannot be appointed as both an Associate Member and a Representative of an Ordinary Member. In case of conflict, the individual will be deemed a Representative of the Ordinary Member and their Associate Membership will automatically cease. The Membership Officer shall update their membership status and other information in the Register of Members, in accordance with Clause 3.11. Should the individual be removed or replaced under Clause 3.4.3, it will be open to them to apply for Associate Membership.

## **4. Notification requirements**

### **4.1 How must notice be given**

**4.1.1** Unless otherwise specified, a 'notice' is considered 'given' whether it is made in writing, verbally, via radio or television broadcasts, via community noticeboards or via other method that accords with Aboriginal and Torres Strait Islander custom.

### **4.2 When is notice given**

**4.2.1** Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice.

**4.2.2** Notice is taken to be given in the case of:

**4.2.2.1** Delivery by hand, when delivered;

**4.2.2.2** Delivery by post, on the third day after the date of posting

**4.2.2.3** Delivery by fax, at the time shown on a transmission report by the fax machine

**4.2.2.4** Delivery by email, when sent and

**4.2.2.5** Delivery by any other method, within a reasonable period of dispatch.

### **4.3 To whom must notice be given**

Unless otherwise specified, notices are to be provided to all Members, Directors, Officers and the Contact Person.

## **5 MEETINGS**

### **5.1 Annual General Meetings**

**5.1.1** Annual general meetings of the Corporation are to be held in accordance with the CATSI Act.

**5.1.2** AGMs shall be held annually and by the end of November each year.

**5.1.3** The following actions must be undertaken at each AGM:

**51.3.1** Confirming the minutes of the previous AGM

**51.3.2** Presenting the annual report, the audit report and any other reports that are required under the CATSI Act to be presented

**51.3.3** Covering any other matters contained in the notice of the meeting

**51.3.4** Electing new Directors to the Board

**51.3.5** Choosing an auditor (if required) and

**51.3.6** Confirming or correcting (if applicable) the contents of the Register of Members.

### **5.2 Other general meetings**

**5.1.4** A Director can call a general meeting at any time (including on request by Members, provided the Members comply with the requirements in Clause 5.2.2) if a majority of the other Directors support the proposal to call a general meeting.

**5.1.5** A request from Ordinary Members for a general meeting must:

**5.2.2.1** Be in writing

**5.2.2.2** State any resolution to be proposed at the meeting

**5.2.2.3** Be signed by the Members making the request

**5.2.2.4** Nominate an Ordinary Member to be the contact Member on behalf of the Members making the request

**5.2.2.5** Be given to the corporation and

**5.2.2.6** Be supported by the requisite number of Ordinary Members, as follows:

<b>Number of Ordinary Members in Corporation</b>	<b>Minimum number of Ordinary Members needed to support request for general meeting</b>
2 to 10 Ordinary Members	= 1 Ordinary Member
11 to 20 Ordinary Members	= 3 Ordinary Members
21 or more	= the greater of 5 Ordinary Members or 10% of Ordinary Members

**5.2.3** If Ordinary Members make a request in accordance with Clause 5.2.2 and the Directors believe that the request is frivolous or unreasonable or contrary to the interests of the Members as a whole, the Directors may apply to the Registrar for permission to deny the request, in accordance with Clause 201-10 of the CATSI Act.

**5.2.4** If the meeting request is accepted, the Directors (via the Contact Person) must call the general meeting within 21 calendar days of the request being received by the Corporation.

**5.2.5** The following actions must be undertaken at each general meeting:

**5.2.5.1** Confirming the minutes of the previous general meeting and

**5.2.5.2** Everything else specified in the notice of the meeting.

### **5.3 Notice for AGMs and general meetings**

**5.3.1** The Directors shall issue notices for meetings by resolution.

**5.2.6** At least 21 days' notice should usually be given. A shorter period of notice may be permitted where:

**5.3.2.1** All of the Ordinary Members agree to a shorter period, if the meeting is an AGM or

**5.3.2.2** At least 95% of the Ordinary Members agree to a shorter period, if the meeting is any other general meeting.

**5.3.3** Notice must be given to:

**5.3.3.1** Ordinary and Associate Members

**5.3.3.2** Directors

**5.3.3.3** The Corporation Secretary (if any)

**5.3.3.4** The Contact Person and

**5.3.3.5** The Auditor (if applicable).

**5.3.4** The notice must set out:

- 5.3.4.1** The place, date and time for the meeting
- 5.3.4.2** The business of the meeting
- 5.3.4.3** Details of any proposed special resolution and
- 5.3.4.4** Whether or not a Member can appoint a proxy.

## **5.4 Ordinary Members' resolutions**

**5.4.1** Any Ordinary Member can issue a notice of a resolution.

**5.4.2** Notices of resolutions must be submitted by the Ordinary Member to the Board via one of the methods outlined in Clause 4.1.

**5.4.3** A Notice of a resolution must:

- 5.4.3.1** Be in writing
- 5.4.3.2** Set out the wording of the proposed resolution and
- 5.4.3.3** Be signed by the members proposing to move the resolution, who must number, as a minimum:

<b>Number of Ordinary members in Corporation</b>	<b>Number of Ordinary members needed to support notice of a resolution</b>
2 to 10 Ordinary Members	= 1 Ordinary Member
11 to 20 Ordinary Members	= 3 Ordinary Members
21 or more Ordinary Members	= the greater of 5 Ordinary Members or 10% of Members

**5.4.4** The Directors must give notice of the resolution in accordance with Clause 4 and in the same manner that notices of general meetings are given.

**5.4.5** The Corporation must consider the resolution at the next general meeting that occurs most than 28 days after the notice is given.

**5.4.6** The Corporation may pass a resolution without a general meeting if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution.

**5.4.7** The Corporation need not give notice of the resolution if it is defamatory.



## 5.5 Quorum at general meetings

5.5.1 The following quorum must be maintained during all Corporation meetings:

<b>Number of Ordinary members members in Corporation</b>	<b>Number of Ordinary members in Corporation required to make a quorum</b>
30 or less Ordinary members	= A quorum shall be the lesser of five (5) members or twenty-five percent (25%) of the total Ordinary membership of the Corporation.
31 or more Ordinary members	= A quorum shall be the lesser of ten members or twenty-five percent (25%) of the total Ordinary membership of the Corporation.

5.5.2 If there is no quorum within one hour of the meeting's commencement, the Contact Person shall adjourn the meeting until such time as a quorum can be achieved.

## 5.6 Chairing meetings

5.6.1 The Board shall elect a chair of AGMs or other general meetings. If the Board does not do so, a staff member of the Corporation may do so.

5.6.2 Where a general meeting is held and:

5.6.2.1 A Chairperson has not been elected by the Directors; or

5.6.2.2 The elected Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act,

the following may preside as Chairperson of the meeting (in order of precedence):

5.7 a Director chosen by a majority of the Directors present;

- the only Director present; or
- an Ordinary Member chosen by a majority of the Ordinary Members present in person or via communications technology.

## 5.8 Using technology

Meetings can be held at more than one place using any technology that provides members with a reasonable opportunity to participate.

## **5.9 Voting**

- 5.8.1** At a general meeting, each Ordinary Member of the Corporation has one vote, whether through a show of hands or a poll. The chair has a casting vote.
- 5.8.2** The Corporation may construct a voting method for Ordinary Members who cannot attend the meeting, such as phone, postal or electronic voting. The Corporation may permit Ordinary Members to vote on a resolution in advance of a general meeting.
- 5.8.3** A resolution can be decided by majority on a show of hands, unless a poll is demanded.
- 5.8.4** The Contact Person or secretary must verify that the selected voting process is in accordance with this Constitution and any applicable sections of the CATSI Act.
- 5.8.5** The Contact Person or secretary must record the votes (whether by a show of hands or a poll, and whether cast before or during the meeting) and the Chair of the meeting must declare the results of the vote.

## **5.9 Demanding a poll**

- 5.9.1** At a general meeting, a poll may be demanded on any resolution, by:
- 5.9.1.1** At least 5 Ordinary Members who are entitled to vote on the resolution
  - 5.9.1.2** Ordinary Members with at least 5% of the votes that may be cast on the resolution on a poll; or
  - 5.9.1.3** The Chair.
- 5.9.2** A poll can be held before or after a show of hands vote.

## **5.10 Proxies**

- 5.10.1** Ordinary Members (other than Directors) who are entitled to attend and cast a vote at general meeting may appoint a proxy to attend and vote on their behalf. If the Member is an organisation, any proxy appointed will take the place of the Ordinary Member's Representative at the general meeting.
- 5.10.2** Any proxy appointed may only represent a maximum of 2 other Ordinary Members at a time.

**5.10.3** An Ordinary Member should provide, at least 48 hours prior to the general meeting, notice of the appointment of a proxy in accordance with Clause 4. The notice should specify:

**5.10.3.1** The name and address of the Member

**5.10.3.2** The name and position of the proxy and

**5.10.3.3** The meeting/s at which the appointment may be used.

## **6. DIRECTORS**

### **6.1 Number of Directors**

**6.1.1** The number of Directors of the Corporation is decided at the AGM by special resolution.

**6.1.2** The minimum number is 5 (five) elected Directors (which includes the Chairperson/s), and the maximum number is 12 (twelve) Directors (which numbers include the Chairperson/s and up to 3 (three) Directors as set out in Clause 6.1.4).

**6.1.3** Up to two (2) Director positions can be filled by Associate Members.

**6.1.4** The Board may appoint up to 3 (three) additional Aboriginal and Torres Strait Islander Directors above the maximum of 9 (nine) to provide specialist skills and knowledge.

### **6.2 Eligibility of Directors**

**6.2.1** Each Ordinary Member may nominate for the position of Director, someone who:

**6.2.1.1** Is at least 18 years old

**6.2.1.2** Is an Aboriginal and Torres Strait Islander person

**6.2.1.3** Is not an employee of the Corporation

**6.2.1.4** Is to be an Ordinary Member Representative or an Associate Member as under Clause 3.1.2.1

**6.2.1.5** Has the skills and aptitude required to fulfill the position of Director as may be set out in a policy approved at an AGM

**6.2.1.6** Has demonstrated a sound understanding of the Corporation and its activities and a commitment to the Objects of this Constitution and

**6.2.1.7** Has been:

**6.2.1.7.1** An Ordinary Member Representative or Associate Member as under Clause 3.1.2.1 for a cumulative period of at least one year prior to their nomination as a Director; or

**6.2.2** A majority of Directors of the Corporation must usually reside in Australia.

**6.2.3** At least 50% of Directors must be drawn from organisations that serve remote Aboriginal and Torres Strait Islander communities.

**6.2.4** In the case of a Director who is the nominated Representative of an Ordinary Member, the Director ceases to be a Director at the same time as:

**6.2.4.1** They cease to be a Representative of the Ordinary Member (e.g. through removal or replacement), as advised through written notice from an officer of that organisation.

**6.2.4.2** The Ordinary Member for whom they are the Representative ceases to be a member under Clause 3.9.

### **6.3 Ineligibility for directorship**

**6.3.1** A person cannot be elected or hold office as a Director if he or she is disqualified under Part 6-5 of the CATSI Act from managing Aboriginal and Torres Strait Islander Corporations, unless the appointment is made:

**6.3.1.1** With permission granted by the Registrar under section 279-30 of the CATSI Act, or

**6.3.1.2** With leave granted by the Court under section 279-35.

### **6.4 Board diversity**

**6.4.1** To ensure compliance with the Corporation's Diversity Policy, and to best represent the diverse interests of broadcasters and other media/communications organisations nationally, the Board will, as far as practicable, be representative of:

**6.4.1.1** All genders

**6.4.1.2** All levels of physical ability

**6.4.1.3** All ages of 18 and above

**6.4.1.4** All Australian States and Territories

**6.4.1.5** Remote, regional and urban locations

**6.4.1.6** Aboriginal and Torres Strait Islander cultural authorities.

## **6.5 Election of the Board**

**6.5.1** A Director may be appointed by resolution of Ordinary Members in general meeting.

**6.5.2** Nominations by Ordinary Members of candidates for election to the Board must:

**6.5.2.1** Be in the form or forms approved by the Board

**6.5.2.2** Indicate the position for which the candidate is standing

**6.5.2.3** Be seconded by at least two Ordinary Members including itself

**6.5.2.4** Be consented to, in writing, by the candidate

**6.5.2.5** Be delivered to the Contact Person or secretary, with any supporting information on skills, experience and any other claims of the candidate, at least 28 days before the AGM and

**6.5.2.6** Be provided to all Ordinary and Associate Members, with any supporting information, at least 21 days before the AGM.

**6.5.3** Voting ballot(s) of Ordinary Members only will be conducted at the AGM (or in advance of the AGM) in the manner directed by the Board.

**6.5.4** The Board may also, by resolution, appoint a Director from among the Ordinary Members of the Corporation, to fulfill the Directors role for a specific meeting or on an ongoing basis.

**6.5.4.1** If a Director is appointed by other Directors and the appointment is ongoing, the Corporation must confirm the appointment by resolution at the next AGM.

**6.5.4.2** If the appointment is not confirmed, the person ceases to be a Director at the end of the AGM.

## **6.6 Directors' terms of appointment and rotation**

**6.6.1** Directors are appointed on rotation for a term of two years, so that half the Directors' appointments expire each year.

**6.6.2** Directors are eligible to be reappointed. No individual shall be a Director for more than four consecutive years.

**6.6.3** All appointments and terms of appointment must be recorded in the applicable meeting minutes. Notice of the appointment, including the Director's name, contact detail and date of birth, must be lodged with the Registrar within 28 days after the person has been appointed.

**6.6.4** To implement the rotation system:

**6.6.4.1** The Directors of the Corporation at the transition date will hold office until the next AGM and will be eligible to be re-elected and

**6.6.4.2** At the next AGM half of the Directors (including the Chairperson/s) will be appointed for a term of two years. The other Directors will be appointed for a term of one year.

**6.6.5** The Corporation must lodge with the Registrar notice of any change in the contact details of a Director within 28 days after the change.

## **6.7 Ceasing to be a Director**

**6.7.1** A person ceases to be a Director of the Corporation if they:

**6.7.1.1** Die

**6.7.1.2** Become disqualified from managing corporations under Part 6-5 of the CATSI Act

**6.7.1.3** Cease to be a Representative in accordance with Clause 6.2.4

**6.7.1.4** Are removed by the Members in accordance with Clause 6.8

**6.7.1.5** Are removed by the other Directors in accordance with Clause 6.9 or

**6.7.1.6** Resigns by giving notice to the Corporation.

**6.7.2** If a person ceases to be a Director, the Corporation must provide notice of this to the Registrar within 28 days of the cessation of the appointment.

## **6.8 Removing a Director at general meeting**

**6.8.1** A Director may be removed from office if they fail to fulfill their duty as a Director.

**6.8.2** Subject to the CATSI Act, the Corporation in general meeting may by resolution of Ordinary Members:

**6.8.2.1** Remove the Director from office (despite any agreement between the Corporation and the Director or any agreement between Members and the Director) and

**6.8.2.2** Appoint a new Director.

**6.8.3** A notice for a resolution to remove a Director at a general meeting must be given to the Director at least 21 calendar days before the meeting.

**6.8.4** The Director can give the Corporation a written statement and speak at the meeting concerning their removal. The statement must be given to everyone entitled to notice of the meeting.

**6.8.5** The written statement does not have to be circulated to Members if it is defamatory.

## **6.9 Removing a Director at a Directors' meeting**

**6.9.1** The only ground on which the Directors of the Corporation may remove a Director from office is that he or she fails without reasonable excuse to attend 3 or more consecutive Directors' meetings. The Directors may remove the Director by resolution.

**6.9.2** Before removing the Director, the Directors must give her or him notice in writing of:

**6.9.2.1** Their intention to remove the Director

**6.9.2.2** The reason for their removal and

**6.9.2.3** His or her right to provide a written objection to the removal within 14 calendar days from the date of notice.

**6.9.3** If the Director objects to his or her removal, the removal can only be effected by the Corporation in general meeting in accordance with the CATSI Act.

**6.9.4** If the Director is subsequently removed from office, the Corporation must give him or her a copy of the resolution as soon as practicable after it has been passed.

## **6.10 Office bearers**

**6.10.1** The following Board Offices may be represented by Directors:

**6.10.1.1** Chairperson

**6.10.1.2** Secretary and

**6.10.1.3** Treasurer.

**6.10.2** The Board may appoint an additional Chairperson, of the opposite gender to the existing Chairperson.

**6.10.3** Directors to fill these offices will be elected by the Board by resolution at their first Directors' meeting after the AGM.

**6.10.4** A Director can only be appointed to a Board Office if they have demonstrated, in the view of the Board, competency in the skills required for that Office.

## **6.11 Alternate Directors**

- 6.11.1** Where a Director gives advance notice that they will be unable to attend a Directors' meeting or meetings, the Board may, by resolution, appoint a person to stand in for that Director. That person will hold office for the duration of the meeting or meetings.
- 6.11.2** Any such Director will hold office until the next general meeting of the Corporation, during which a new Director will be appointed or the existing Director re-endorsed.

## **6.12 Directors' duties**

- 6.12.1** In the exercise of their duties, Directors must:
- 6.12.1.1** Comply with all applicable sections of the CATSI Act, the Corporations Act and the common law
  - 6.12.1.2** Act with care and diligence
  - 6.12.1.3** Act in good faith and honestly
  - 6.12.1.4** Promptly disclose any conflict of interest and/or material personal interest
  - 6.12.1.5** Not make improper use of their position or information they access
  - 6.12.1.6** Act in the best interests of the Corporation
  - 6.12.1.7** Not trade while insolvent and
  - 6.12.1.8** Take all reasonable steps to ensure that the Corporation complies with this Constitution, the relevant provisions of the CATSI Act and other relevant laws.
- 6.12.2** The Board shall direct the affairs of the Corporation in accordance with this Constitution and the CATSI Act.
- 6.12.3** No Director may make any public statement on behalf of the Corporation unless authorised by the Board. This does not preclude the General Manager from making public statements.
- 6.12.4** Directors may access and take copies of the Corporation books in accordance with Chapter 6 of the CATSI Act.

## **6.13 Disclosure of conflict of interest / material personal interest**

- 6.13.1** A Director or Member who has a conflict of interest and/or material personal interest in a Corporation matter must give notice to the Board, unless the interest is of a type listed in sections 268-1(3) and 268-5 of the CATSI Act.
- 6.13.2** This notice must give details of what the interest is and how it relates to the Corporation. It must be given to the Board as soon as possible, and no later



than the next Directors' meeting. It must also be recorded in the Register of Interest and/or the minutes of the relevant meeting.

**6.13.3** A Director who has an interest in a contract or arrangement made by the Corporation and has disclosed this interest to Board may:

**6.13.3.1** Not be present while the matter is being considered at a meeting

**6.13.3.2** Not vote on the matter

**6.13.3.3** Still be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement

**6.13.3.4** Not sign any document relating to that contract or arrangement and

**6.13.3.5** Not vote in respect of any matter arising out of the contract or arrangement.

**6.13.4** The Director may be present and vote if one or more of the conditions in sections 268-20(3), 268-20(6) or 268-25 of the CATSI Act is satisfied.

## **6.14 Transitional directorship arrangements**

**6.14.1** Notwithstanding the eligibility requirements in Clause 6.2, on the transition date any person who is a Director shall continue to hold their position as Director, and any associated Board Office, until the normal expiration of their term.

## **6.15 Defect in appointment**

**6.15.1** Notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director, or that a person so appointed was disqualified, all acts done by any meeting of the Directors or by the person acting as Director are valid as if the person had been duly appointed and was qualified to be a Director, unless the Board determines by majority that any action should not be deemed valid.

## **6.16 Payment**

**6.16.1** Directors are not paid, unless they have a contract to provide goods or services (so long as the Director has fulfilled any duty to disclose a conflict of interest).

**6.16.2** The Corporation may pay the Directors' travelling and other expenses (such as loss of income) that the Directors properly incur in attending Directors' meetings, general meetings or for any other matter in connection with the Corporation's business.

**6.16.3** The Corporation must disclose the expenses paid to each Director by the Corporation if the Corporation is directed to disclose that information by the greater of 5 Members of the Corporation or 10% of the Members of the Corporation. This disclosure should be made by preparing a statement of the expenses paid to the Director/s for the last financial year.

## **6.17 Duty to discharge certain trust liabilities**

**6.17.1** Directors are liable for debts and other obligations incurred by the Corporation as trustee, in accordance with the CATSI Act.

## **6.18 Delegation**

**6.18.1** A Board may, through resolution at a Directors' meeting, delegate any of its functions to:

**6.18.1.1** A Director

**6.18.1.2** A committee of Directors, or

**6.18.1.3** An employee of the Corporation.

**6.18.2** The delegate must exercise the powers delegated in accordance with any directions of the Directors.

**6.18.3** The Board retains their responsibilities and duties, even if they have delegated their functions to another person or committee.

## **6.19 Directors' meetings**

**6.19.1** Directors must meet at least every three months. The minimum number of meetings each year is four.

**6.19.2** The Directors can decide at a meeting when and where the next meeting will be held.

**6.19.3** A Director can call a Directors' meeting by giving reasonable notice to all the other Directors.

**6.19.4** A majority of the Directors must be present at all times during the meeting.

**6.19.5** The Directors can elect a Director to chair their meetings. They must decide how long that Director will be the chair.

**6.19.6** Directors must elect an alternative Director who is present to chair a meeting if the previously elected chair is not available, or declines to act, for the meeting or part of the meeting.

**6.19.7** Directors' meetings can be held at more than one place using any technology, as long as the Directors agree to it.

- 6.19.8** A resolution of Directors is considered passed if it is supported by a majority of the Directors present at the meeting and entitled to vote on the resolution.
- 6.19.9** The chair has a casting vote if necessary, in addition to any vote he or she has as a Director.
- 6.19.10** Resolutions can be passed without a Directors' meeting if all Directors sign a statement saying that they are in favour of it.

## **7 CONTACT PERSON**

- 7.1** The Board must appoint a Contact Person in accordance with the CATSI Act.
- 7.2** The Contact Person must be at least 18 years old.
- 7.3** The Board has the authority to determine the Contact Person's pay and terms and conditions of employment, if any.
- 7.4** The Contact Person must pass on any correspondence received to the Directors at the next board meeting after receipt of the correspondence.
- 7.5** The Contact Person must give the Corporation notice of their consent to become a contact person.
- 7.6** Notice of the appointment, including the Contact Person's name, contact details and date of birth, must be lodged with the Registrar within 28 days after the person has been appointed.
- 7.7** If a person ceases to be a Contact Person, the Corporation must provide notice of this to the Registrar within 28 days of the cessation of the appointment.
- 7.8** The Corporation must lodge with the Registrar notice of any change in the contact details of a Contact Officer within 28 days after the change.

## **8 RECORDS**

- 8.1** The Corporation must keep the following at the Corporation's document access address:
- 8.1.1** Minutes of meetings (in writing or as an audio or video recording)
  - 8.1.2** An up-to-date copy of the Constitution (Rule Book)
  - 8.1.3** The Register of Members

**8.1.4** Names and contact details Directors, Board Officers and the Contact Person

**8.1.5** Financial records

**8.1.6** Annual reports and audit reports and

**8.1.7** Any other reports required under the CATSI Act.

**8.2** The Directors are responsible for maintenance of the records.

## **9 FINANCES AND ACCOUNTS**

**9.1** The Corporation must keep, at the document access address, written financial records that:

**9.1.1** Correctly record and explain its transactions and financial position and performance and

**9.1.2** Would enable true and fair financial reports to be prepared and audited.

**9.2** The financial records must be retained for 7 years after the transactions covered by the records are completed.

**9.3** All monies of the Corporation must be deposited into the Corporation's bank account.

**9.4** The Corporation must give receipts for all monies it receives.

**9.5** The Corporation may use any form of banking, including electronic banking, provided appropriate records are kept.

**9.6** All cheques, withdrawal forms and other banking documents must be signed by persons authorised in writing (or other appropriate means if electronic) by the Board.

**9.7** Profit and Loss, Balance Sheet and Cash Flow accounts must be approved at Directors' meetings.

**9.8** Proper accounts and records shall be kept by the Directors or such person as the Board appoints, of the transactions and affairs of the Corporation.

**9.9** The Board shall do all things necessary and reasonable to ensure all payments out of the monies of the Corporation are correctly made and properly authorised and that adequate control is maintained over the assets of, or in the custody of, the Corporation and over the incurring of liabilities by the Corporation.

**9.10** The Board shall, as soon as practicable after each 30 June, cause to be prepared a Board's Report consisting of:

- 9.10.1** A statement, in a form approved by the Registrar, showing whether the Directors and the Corporation have complied with the obligations imposed by the CATSI Act and associated Regulations during the financial year ending on that date
- 9.10.2** A balance sheet setting out the assets and liabilities of the Corporation as at that 30 June
- 9.10.3** An income and expenditure statement giving a true and fair view of the income and expenditure of the Corporation for the financial year ending on that 30 June and
- 9.10.4** A copy of the latest list of members required under the Rules.

## **10. APPLICATION OF FUNDS AND WINDING UP**

- 10.1** In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with charitable purposes and which has rules prohibiting the distribution of its assets and income to its members.

## **11 PUBLIC FUND FINANCES**

- 11.1** The Corporation shall ensure that a proper Public Fund is established in the event of the Corporation applying for DGR status or the like, and agrees to the terms listed in this Clause.
- 11.2** The Corporation shall ensure that a proper Public Fund is established in the event of the Corporation applying for DGR status or the like, and agrees to the terms listed in this Clause.
- 11.3** The objects of the fund must be consistent with the Objects of this Constitution.
- 11.4** Gifts to the fund must be kept separate from any other funds of the sponsoring organisation (if there is one). A separate bank account and clear accounting procedures are required.
- 11.5** Receipts must be issued in the name of the fund.
- 11.6** The public may be invited to contribute to the fund.
- 11.7** The fund must operate on a non-profit basis. Moneys must not be distributed to members of the managing committee or trustees of the fund except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

- 11.8** The fund must be managed by the Board of Directors, a majority of whom have a degree of responsibility to the general community (this requirement does not apply to funds established and controlled by governmental or quasi- governmental authority).
- 11.9** Should the fund be wound-up, any surplus money or other assets must be transferred to some other fund authority or institution which must be eligible for tax deductibility of donations under Subdivision 30 B, section 30-100 of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.
- 11.10** The Corporation will notify the ATO of any changes to the fund's Constitution or other founding documents.

## **12 DISPUTE RESOLUTION**

- 12.1** If a dispute arises, the parties must first try to resolve it themselves.
- 12.2** If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- 12.3** The dispute notice must be in writing and must say what the dispute is about. It must be given to the Corporation.
- 12.4** The Board or any of the dispute parties may ask the Registrar and/or another qualified person for an opinion.
- 12.5** The Board may, by resolution, appoint a mediator to assist in resolving the dispute.
- 12.6** The Board must help the parties resolve the dispute within 20 business days after the Corporation receives the notice of dispute.
- 12.7** If the Board cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

## Appendices - Definitions

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**Aboriginal and Torres Strait Islander** person means the following:

- a) An Aboriginal person;
- b) A Torres Strait Islander;
- c) An Aboriginal and Torres Strait Islander person;
- d) A Torres Strait Islander and Aboriginal person.

**Aboriginal and Torres Strait Islander Corporation** means a company, body corporate, unincorporated body or other entity administered under the CATSI, which is managed or controlled by Aboriginal and Torres Strait Islander people.

**ACMA** means the Australian Communications and Media Association.

**Annual general meeting or AGM** means a general meeting held in accordance with this Constitution.

**Applicant** means a person or organisation which has applied to become a Member of the Corporation as per Clause 3.2

**Application form / membership application form** means the membership form approved by the Board.

**Board / Board of Directors** means the people elected or appointed according to **rule 8** to manage the affairs of the Corporation in accordance with the CATSI Act and this Constitution.

**Board of Directors' minute book** means the books and records in which the minutes of all Directors' meetings (made under **rule 14.2.1**) and copies of any written resolutions passed without a Directors' meeting (under **rule 11.6.2**) are kept.

**Board Office** means one of the office titles listed in Clause 6.8.1.

**Books** include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

**Broadcasting in the phrase broadcasting, media and communications** means the transmission by an Aboriginal or Torres Strait Islander not-for-profit organisation of visual and/or audio content via terrestrial or satellite delivered radio or television.

**Broadcasting licence** means a community broadcasting service licence, a temporary community broadcasting service licence, or an open narrow cast broadcasting service licence as issued by ACMA for an Indigenous, Aboriginal, Torres Strait or ex-BRACS purpose. It does not include a commercial broadcast licence or retransmission licence.

**Broadcasting, media and communications.** See separate definitions for **Broadcasting, Media, Communications.**

**CATSI** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)* as amended from time to time and any regulations made under it.

**Communications in the phrase broadcasting, media and communications** means the deployment of IP based telecommunications, as well as training in and access to IP based telecommunications for media consumption and production, using mobile, satellite and fixed technologies.

**Consent** includes both written and verbal consent.

**Contact details**, unless otherwise specified, includes address, phone number and/or email address.

**Contact person** means a person elected or appointed according to Clause 7.

**Constitution** has the same meaning as Rule Book.

**Corporation** means the Corporation referred to at Clause 1.

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

**Director** means a person who holds office as a member of the Board of Directors of the Corporation according to Clause 6.

**Directors' meeting** refers to meetings of the Board held according to Clause 6.

**Document access address** means the physical street address of the Corporation.

**General meeting** refers to both special general meetings and annual general meetings of the members of the Corporation called and held according to the Constitution.

**Electronic signature** is data in electronic form, which is logically associated with other data in electronic form and which is used by a person to provide signatory authentication.

**Indigeneity Requirement** means the requirement set out in the CATSI Act that a Corporation has a specific number or percentage of its members who are Aboriginal and Torres Strait Islander persons.

**Indigenous** has the same meaning as **Aboriginal and Torres Strait Islander**



**Indigenous broadcasting, media and associated communications activities** includes broadcast, radio, film /television, print media, journalism and online media services, as well as relevant training, distribution or research services delivered for, by or on behalf of, Aboriginal and Torres Strait Islander persons.

**Licensed** means holding a community broadcasting service licence or temporary community broadcasting service licence or open narrowcast broadcasting service licence, as issued by ACMA. It does not include holding a commercial broadcast licence, retransmission licence or apparatus licence.

**Media in the phrase broadcasting, media and communications** means the production of visual, audio, multimedia, and print content for publication and/or broadcasting via radio, television, film, print media or the Internet as relevant to the media form. It does not encompass art, music, dance or other similar artistic representations

**Member** means a person whose name appears on the Register of Members.

**Membership Officer** means the employee of the Corporation who has been appointed to oversee membership matters.

**Minister** means the Federal Minister administering the Indigenous Affairs portfolio in Australia.

**Not-for-profit** has the meaning provided in the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**Objectives** means the objectives set out in Clause 2.

**Officer** has the same meaning as provided in section 683-1 of the CATSI Act.

**Organisation** includes corporation or unincorporated association or other entity.

**Poll** means voting at a general meeting by the members voting by lodging paper or other item (e.g. marbles) 'for' or 'against' a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

**Register / Register of Members** means the list of current and former Members of the Corporation.

**Registrar** means the Registrar of Indigenous Corporations appointed in accordance with the CATSI Act.

**Remote Indigenous Broadcasting Service** see RIBS.

**Remote Indigenous Media Organisation** see RIMO.

**Representative** means a person authorised in accordance with this Constitution, to act as a representative of an organisation and exercise all the powers that the Member which appointed them could exercise if it were a natural person.

**RIBS** means a Remote Indigenous Broadcasting Service in an ABS designated remote Indigenous community that is licenced by ACMA through an Indigenous, Aboriginal or Torres Strait community broadcasting licence, and that was established during the period 1987 to 2003 as part of the Australian Government's BRACS program funding. The licence may be a Community Broadcasting Licence or a Temporary Community Broadcasting Licence. The RIBS licensee may be a not-for-profit Aboriginal and Torres Strait Islander organisation, or a local government entity. The eligible Ordinary Member organisation will be the broadcast license holder.

**RIMO** means a Remote Indigenous Media Organisation. A Remote Indigenous Media Organisation is one of the eight remote Indigenous organisations allocated through the BRACS Revitalisation Program of 1993 to 2003 to take responsibility for coordinating service provision to, and taking live content from ex BRACS RIBS in a designated geographic area. The eight organisations are known as Central Australia Aboriginal Media Association (CAAMA), Ngaanyatjarra Media (Ng Media), Pilbara and Kimberley Media Association (PAKAM), PAW Media and Communications (PAW Media), Pitjantjatjara Yankunytjatjara Media (PY Media), Queensland Remote Aboriginal Media Association (QRAM), Top End Aboriginal Bush Broadcasting Association (TEABBA) and Torres Strait Islander Media Association (TSIMA).

**Secretary** means a member of the Board who is elected or appointed to that position.

**Special general meeting or SGM** means a general meeting other than an annual general meeting.

**Special resolution** means a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

**Torres Strait Islander** means a descendant of an indigenous inhabitant of the Torres Strait Islands.

**Transition** refers to the change of the Corporation from a remote communications association to a national peak body for the Aboriginal and Torres Strait Islander media, broadcasting and communications sector.

**Transition date** means the date on which this Constitution was approved by the Board.

**Transitional arrangements** refer to measures established to support the transition.

**Written** includes sent by email, fax or other electronic form.