

RADIO PORT PHILLIP ASSOCIATION INCORPORATED RULES

INTERPRETATION

1. The name of the Incorporated Association is Radio Port Phillip (in these rules called `Radio Port Phillip Assoc. Inc.')
2. (1) in these rules, unless the contrary intention appears:

“Radio Port Phillip Assoc. Inc.” means Radio Port Phillip Association Incorporated

`Committee' means the Committee of Management of Radio Port Phillip Assoc. Inc.

`Financial year' means the year ending 30 June.

`General Meeting' means a General Meeting of Members convened in accordance with Rule 11. `Member' means a Member of Radio Port Phillip Assoc. Inc.

`Ordinary Member of the Committee' means a Member of the Committee who is not an Officer of Radio Port Phillip Assoc. Inc. under Rule 21.

`The Act' means THE ASSOCIATIONS INCORPORATED ACT 1981.

`The Regulations' means Regulations under the Act.

`Special Resolution' means a Special Resolution as defined by the Act.

`Eligible Member' means a member who has been a full financial member for a period not less than six (6) months.
- (2) In these Rules a reference to the Secretary of Radio Port Phillip Assoc. Inc. is a reference:
 - (a) where a person holds office under these Rules as Secretary of Radio Port Phillip Assoc. Inc. - to that person; and
 - (b) in any other case, to the Public Officer of Radio Port Phillip Assoc. Inc.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the ACTS INTERPRETATION ACT 1958 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP

3. (1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a

Member of Radio Port Phillip Assoc. Inc. on payment of the entrance fee and annual subscription payable under these rules.

- (2) A person who is not a Member of Radio Port Phillip Assoc. Inc. at the time of the incorporation of Radio Port Phillip Assoc. Inc. (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to membership –
 - (a) unless he is nominated as provided in sub-clause (3):
and
 - (b) his admission as a Member is approved by the Committee.
- (3) A nomination of a person for membership of Radio Port Phillip Assoc. Inc. –
 - (a) shall be made in writing in the form set out in appendix 1;
and
 - (b) shall be lodged with the Secretary of Radio Port Phillip Assoc. Inc.
- (4) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- (5) Upon nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for Membership of Radio Port Phillip Assoc. Inc. and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary shall, upon payment of the amounts related to the sub-clause (6) within the period referred to in that sub-clause enter the nominee's name in the Register of Members kept by him and, upon the name being so entered, the nominee becomes a Member of Radio Port Phillip Assoc. Inc.
- (8) A right, privilege, or obligation of a person by reason of his Membership of Radio Port Phillip Assoc. Inc. -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

- (9) Any other Association whether or not incorporated pursuant to the provisions of Radio Port Phillip Assoc. Inc. Incorporation Act 1981 as from time to time amended may submit the name of one of its members each year to represent that other Association with voting powers at Special and Annual General Meetings of Radio Port Phillip Association Incorporated; provided however
- (i) the other Association shall have made a donation to Radio Port Phillip Association Inc of a sum equivalent to that currently fixed as the annual subscription in accordance with Rule 4(2) hereof and further that such donation has been received not later than eight (8) clear months before the date fixed for the Special or General Annual Meeting at which representation is sought.
 - (ii) the submission shall be in writing, in the form set out in Appendix II.

ANNUAL SUBSCRIPTION AND LEVY

4. (1) The entrance fee shall, if required, be fixed by special resolution agreed to at a Special General Meeting of Members, and once fixed, may be varied in like manner.
- (2) The annual subscription shall be fixed by special resolution agreed to at a Special General Meeting of Members, and once fixed may be varied in like manner for subsequent years.
- (3) A levy not exceeding \$10 per Member in any one financial year may be ordered by a Special or Annual General Meeting of Members provided however that such order shall not be binding on Pension or Student Members.

REGISTER OF MEMBERS

5. (1) The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the Register shall be available for inspection by Members at the address of the Public Officer.

RESIGNATION AND EXPULSION OF MEMBERS

6. (1) A Member of Radio Port Phillip Assoc. Inc. who has paid all moneys due and payable by him to Radio Port Phillip Assoc.

Inc. may resign from Radio Port Phillip Assoc. Inc. by first giving one month's notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.

- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall:

Make in the Register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

7. (1) Subject to these rules, the Committee may by resolution :
- (a) expel a Member from Radio Port Phillip Assoc. Inc.
 - (b) suspend a Member from membership of Radio Port Phillip Assoc. Inc. for a specified period; or
 - (c) fine a Member in accordance with the Regulations -
if the Committee is of the opinion that the Member -
 - (a) has refused or neglected to comply with these rules; or
 - (b) has been guilty of conduct unbecoming a Member or prejudicial to the interests of Radio Port Phillip Assoc. Inc.
- (2) A resolution of the Committee under sub-clause (1) -
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under sub-clause 3 confirms the resolution in accordance with this clause; and
 - (b) where the Member exercises a right of appeal to Radio Port Phillip Assoc. Inc. under this clause does not take effect unless Radio Port Phillip Assoc. Inc. confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;

- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he may do one or more of the following:
 - (i) Attend the meeting;
 - (ii) Give to the Committee before the date of the meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to Radio Port Phillip Assoc. Inc. in General Meeting against the Resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee -
 - (a) shall give to the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary received a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a General Meeting of Radio Port Phillip Assoc. Inc. to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a General Meeting of Radio Port Phillip Assoc. Inc. convened under sub-clause (5) -
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present may vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- (7) If at the General Meeting -
- (a) two-thirds of the Members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.
 - (c) upon resignation or expulsion from Radio Port Phillip Assoc. Inc., no refund, pro-rata or otherwise shall be redeemable.

ANNUAL GENERAL MEETING

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- (1) Radio Port Phillip Assoc. Inc. shall in each calendar year convene an Annual General Meeting of its Members.
 - (2) The Annual General Meeting shall be held on such day as the Committee determines.
 - (3) The Annual General Meeting shall be specified as such in the notice convening it.
 - (4) The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of Radio Port Phillip Assoc. Inc. during the last preceding financial year;
 - (c) to elect Officers of Radio Port Phillip Assoc. Inc. and the Ordinary Members of the Committee; and
 - (d) to receive and consider the statement submitted by Radio Port Phillip Assoc. Inc. in accordance with Section 30 (3) of the Act.
 - (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
 - (6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

SPECIAL GENERAL MEETING

9. All General Meetings other than the Annual General Meetings shall be called Special Meetings.
10.
 - (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of Radio Port Phillip Assoc. Inc. and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
 - (2) The Committee shall, on the requisition in writing of Members representing not less than 5 per cent of the total Members, convene a Special General Meeting of Radio Port Phillip Assoc. Inc.
 - (3) The requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form each signed by one or more of the Members making the requisition.
 - (4) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after the date.
 - (5) A Special General Meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those Meetings are convened by the Committee and all reasonable expenses incurred in convening the Meeting shall be refunded by Radio Port Phillip Assoc. Inc. to the persons incurring the expenses.

NOTICE OF MEETING.

11.
 - (1) The Secretary of Radio Port Phillip Assoc. Inc. shall, at least 14 days before the date fixed for holding a General Meeting of Radio Port Phillip Assoc. Inc., cause to be sent to each Member of Radio Port Phillip Assoc. Inc. at his address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
 - (2) No business other than that set out in the notice convening the Meeting shall be transacted at the Meeting.
 - (3) A Member desiring to bring any business before a Meeting shall give notice of that business in writing to the Secretary, who shall

include that business in the notice calling the next General Meeting after the receipt of the notice.

PROCEEDINGS OF MEETINGS

12. (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
 - (2) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the Meeting is considering that item.
 - (3) Ten Members personally present (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
 - (4) If within an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the Meeting as convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to the Members given before the day to which the Meeting is adjourned) at the same place and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present (being not less than 3) shall be a quorum.
13. (1) The President, or in the absence, the Vice President shall preside as Chairman at each General Meeting of Radio Port Phillip Assoc. Inc.
 - (2) If the President and Vice-President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman of the Meeting.
14. (1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting from time to time, and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the end of which the adjournment took place.
 - (2) Where a Meeting is adjourned for 14 days or more, a like notice of the adjourned Meeting shall be given as in the case of the General Meeting.

- (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 15. A question arising at a General Meeting of Radio Port Phillip Assoc. Inc. shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of Radio Port Phillip Assoc. Inc. is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against the resolution.
- 16.
 - (1) Upon any question arising at a General Meeting of the Association, a Member has one vote only.
 - (2) All votes shall be given personally.
 - (3) In the case of equality of voting on a question, the Chairman of the Meeting is entitled to exercise a second or casting vote.
- 17.
 - (1) If at a Meeting a poll on any question is demanded by not less than three Members, it shall be taken at that Meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.
 - (2) A poll demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may direct.
- 18.
 - (a) A Member is not entitled to vote at any General Meeting unless:
 - (i) all monies due and payable by him to Radio Port Phillip Assoc. Inc. have been paid, and,
 - (ii) the Member is an eligible member as defined by these Rules.
 - (b) There shall be no proxy voting.

COMMITTEE OF MANAGEMENT

- 19.
 - (1) The affairs of Radio Port Phillip Assoc. Inc. shall be managed by a Committee of Management constituted as provided in Rule 21.
 - (2) The Committee -

- (a) shall control and manage the business and affairs of Radio Port Phillip Assoc. Inc.;
 - (b) may, subject to these rules and regulations and the Act, exercise all such powers and functions as may be exercised by Radio Port Phillip Assoc. Inc. other than those powers and functions that are required by these rules to be exercised by General Meetings of the Members of Radio Port Phillip Assoc. Inc.; and
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of Radio Port Phillip Assoc. Inc.
20. (1) The Officers of Radio Port Phillip Assoc. Inc. shall be –
- (a) a President
 - (b) a Vice-President
 - (c) a Treasurer, and
 - (d) a Secretary
- (2) The provisions of Rule 21 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the Offices mentioned in sub-clause (1).
 - (3) Each Officer of Radio Port Phillip Assoc. Inc. shall hold office for the 3 years following his/her election to office but is eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its Members to the vacant office and the Member so appointed may continue in office up until the expiration of the term of the outgoing officer.
 - (5) Notwithstanding the provisions of clauses 20(2) and 20(3) the term of office for the offices of Secretary and Vice-President shall be deemed to have expired at the conclusion of the Annual General Meeting to be held in August 1989; and elections for the above-mentioned offices shall be held at this meeting; with subsequent elections for these offices held each three (3) years thereafter.
 - (6) Notwithstanding the provisions of clauses 20(2) and 20(3) the term of office for the offices of President and Treasurer shall be deemed to have expired at the conclusion of the Annual General Meeting to be held in August 1990; and elections for the abovementioned offices shall be held at this meeting; with subsequent elections for these offices held each three (3) years thereafter.

- A(1) The Executive shall comprise of the offices listed in Clause 20(1).
 - A(2) The Committee may by resolution, delegate any such powers and functions as it deems appropriate, to the Executive.
 - A(3) An entry in the appropriate Minute Book to the effect of Clause 20a(2), shall be deemed to be evidence that such a delegation was made.
- 21 (1) Subject to Section 22 of the Act, the Committee shall consist of -
- (a) the Officers of Radio Port Phillip Assoc. Inc.;
 - (b) a quantity of Ordinary Members as specified by Clause 21(4).
 - (c) one Ordinary Member to be nominated by the Council of the Shire of Mornington.

The Ordinary Members referred to in Clause 21(1)(b) shall be elected in the following manner.

The term of office for the Ordinary members receiving the first, second, third and fourth highest number of votes at the Annual General Meeting held in August 1986 shall be (3) years; and at the conclusion of the Annual General Meeting held in August 1989, two (2) of these positions shall be abolished, and the other two (2) positions shall be available for election, with subsequent elections for the latter held each three (3) years thereafter.

The term of office for the Ordinary Members receiving the fifth, sixth, seventh and eighth highest number of votes at the Annual General Meeting held in August 1986 shall be two (2) years, and at the Annual General Meeting held in August 1988 these four (4) positions shall be available for election, with subsequent elections held each three (3) years thereafter.

The term of office for the Ordinary Members receiving the first, second, third and fourth highest number of votes at the Annual General Meeting held in August 1987 shall be three (3) years; and at the conclusion of the Annual General Meeting held in August 1990, two (2) of these positions shall be abolished, and the other two (2) positions shall be available for election, with subsequent elections for the latter held each three (3) years thereafter.

The nomination of the Ordinary Member by the Shire of Mornington shall be accepted, or otherwise, by Members voting at the Annual General Meeting and, if accepted, shall be declared elected for a term of three years but the Shire of Mornington may renominate the retiring Ordinary Member or nominate some other person as provided for in Clause 21 (1)(c).

- (2) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a Member of Radio Port Phillip Assoc. Inc. to fill the vacancy and

the Member so appointed shall hold office, subject to these rules, until the expiration of the term of outgoing Ordinary Member.

(3) Notwithstanding the provisions of any other clauses in these rules, the term of office for any Ordinary Member elected after 1 January 1988 shall be three (3) years.

(3) The number of Ordinary Members allowable under clause 21(1)(b) shall be:

(i) for the period prior to the Annual General Meeting held in August 1989; twelve (12).

(ii) for the period prior to the Annual General Meeting held in August 1990; eight (8).

(iii) for the period between the two points in time mentioned in (i) and (ii); ten (10). NOMINATIONS OF CANDIDATES AND VACANCY

22. (1) Nominations of candidates for election as Officers of the Association or as Ordinary Members of the Committee -
- (a) shall be made in writing, signed by two eligible Members of Radio Port Phillip Assoc. Inc. and accompanied by the written consent of the candidate (which may be endorsed in the form of nomination); and
- (b) shall be delivered to the Secretary of Radio Port Phillip Assoc. Inc. not less than seven days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of Officers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

- (7) A nomination of a candidate for election made under Clause 22(1) is not valid unless the nominee has been a member of Radio Port Phillip Assoc. Inc. for a period of not less than one (1) year.
23. For the purpose of these rules, the office of an Officer of Radio Port Phillip Assoc. Inc. or of an Ordinary Member of the Committee becomes vacant if the Officer or Member -
- (a) ceases to be a Member of Radio Port Phillip Assoc. Inc.
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) resigns his office by notice in writing given to the Secretary.
 - (d) fails to pay the subscription and levy as fixed from time to time.
 - (e) fails to attend three consecutive Meetings of the Committee including Special Meetings of the Committee, if any, and does not submit an apology for such absence to any one or more of such consecutive Meetings.
 - (f) notwithstanding the provisions contained in these rules the Committee may grant to any Officer or Ordinary Member of the Committee leave of absence from meetings of the Committee including Special Committee Meetings, if any, for such period as it deems appropriate.

PROCEEDINGS OF COMMITTEES

24. (1) The Committee shall meet at least three times in each year at such place and times as the Committee may determine.
- (2) Special Meetings of the Committee may be convened by the President or by any four of Members of the Committee.
- (3) Notice shall be given to Members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted as such a Meeting.
- (4) Any five (5) Members of the Committee constitute a quorum for the transaction of the business of a Meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the Meeting was a Special Meeting in which case it lapses.

- (6) At meetings of the committee
 - (a) the President or in his absence the Vice President shall preside; or
 - (b) if the President and Vice President are absent, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside.
- (7) Questions arising at a Meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the Meeting shall determine.
- (8) Each Member present at a Meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the Meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Committee Meeting shall be served on each Member of the Committee by delivering it to him at a reasonable time before the Meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the Meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

SECRETARY

25. The Secretary of Radio Port Phillip Assoc. Inc. shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose, together with a record of the names of persons present at Committee Meetings.

TREASURER AND AUDIT

26. (1) The Treasurer of Radio Port Phillip Assoc. Inc. -
 - (a) shall collect and receive all moneys due to Radio Port Phillip Assoc. Inc. and make all payments authorised by Radio Port Phillip Assoc. Inc., and

- (b) shall keep correct accounts and books showing the financial affairs of Radio Port Phillip Assoc. Inc. with full details of all receipts and expenditure connected with the activities of Radio Port Phillip Assoc. Inc.
 - (c) shall present at each Committee of Management Ordinary Meeting the current financial statement of Radio Port Phillip Assoc. Inc.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by Members.
 - (4) At each Annual General Meeting Radio Port Phillip Assoc. Inc. shall appoint, or re-appoint, a suitably qualified person to audit and report on the accounts and books and such report shall be submitted to the Annual General Meeting next following the Financial Year in respect of which the audit was made.

REMOVAL OF MEMBER OF COMMITTEE

- 27. (1) Radio Port Phillip Assoc. Inc. in General Meeting may by special resolution remove any Member of the Committee before the expiration of his term of office and may appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the Member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of Radio Port Phillip Assoc. Inc. (not exceeding a reasonable length) and requests that they be notified to the Members of Radio Port Phillip Assoc. Inc., the Secretary or the President shall send copy of the representations to each Member of Radio Port Phillip Assoc. Inc. or, if they are not so sent, the member may require that they be read out at the Meeting.
- (3) Radio Port Phillip Assoc. Inc. may, in General Meeting by special resolution, remove all Members from the Committee.

CHEQUES

- 28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Members of the Committee and countersigned by the Treasurer or his deputy who would be nominated by the Committee in his absence.

SEAL

29. (1) The common seal of Radio Port Phillip Assoc. Inc. shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two Members of the Committee or of one Member of the Committee and of the Public Officer of Radio Port Phillip Assoc. Inc.

ALTERATIONS TO RULES AND STATEMENT OF PURPOSES

30. These rules and statement of purpose of Radio Port Phillip Assoc. Inc. shall not be altered except in accordance with the Act.

SERVICE OF NOTICE AND/OR DOCUMENTS

31. (1) A notice may be served by or on behalf of Radio Port Phillip Assoc. Inc. upon any Member either personally or by sending it by post to the Member at his address shown in the Register of Members.
- (2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

32. (a) Radio Port Phillip Assoc. Inc. shall be deemed to be dissolved if a special resolution to such effect is passed by Members at an Extraordinary General Meeting by a majority of not less than three-fourths of the Members present.
- (b) If, upon the dissolution, or winding up of Radio Port Phillip Assoc. Inc. there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, nor distributed among, the Members of Radio Port Phillip Assoc. Inc.
- (c) Any surplus shall be given or transferred by those Members and Officers still remaining at that time, to some other institution having objects in conformity with this Association and whose constitution shall prohibit the distribution of the surplus

and their own income and property among this Association's Members or their Members and whose funds have been initially allowed as a deduction under Section 78, 1 A of the Income Tax Assessment Act and/or who has exemption from Sales Tax under the provisions of the Sales Tax (Exemptions and Classification) Act.

INCOME AND PROPERTY - DISTRIBUTION BARRED

- 32A The income and property of Radio Port Phillip Assoc. Inc. whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly, or indirectly, by way of dividend bonus or otherwise by way of profit to or amongst the Members of Radio Port Phillip Assoc. Inc. provided that nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of; moneys advanced by him to Radio Port Phillip Assoc. Inc. or otherwise owing by Radio Port Phillip Assoc. Inc. to him or of remuneration to any Officers or Servants of Radio Port Phillip Assoc. Inc. or to any Member of Radio Port Phillip Assoc. Inc. or other person in return for any services actually rendered to Radio Port Phillip Assoc. Inc. provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by Radio Port Phillip Assoc. Inc. or reasonable and proper rent for premises demised or left to Radio Port Phillip Assoc. Inc.

CUSTODY OF RECORDS

33. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of Radio Port Phillip Assoc. Inc.

FUNDS

1. The funds of Radio Port Phillip Assoc. Inc. shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.