

R U L E S O F

THE LIVERPOOL – FAIRFIELD COMMUNITY RADIO

CO-OPERATIVE LIMITED

**A Non-Trading Co-operative without Share Capital
REGISTERED UNDER THE CO-OPERATIVES ACT 1992 (N.S.W.)**

REGISTRY OF CO-OPERATIVES & ASSOCIATIONS

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(Code: Model/NT/NS: 05/2006)

General statement on rules and their legal effect

These rules have the effect of a contract under seal between the co-operative and each of its members, as well as between a member and each of the other members. Each member, office-bearer, and director must agree to observe and perform the requirements of the rules applicable to them.

The rules should be read in conjunction with the current provisions in the *Co-operatives Act 1992 (NSW)* and the Regulation to that Act. The Act and the Regulation are available for inspection at the registered office of the co-operative and can be accessed by members, prospective members and the public.

The Schedules provide information specific to the co-operative and are linked to the rules. The rules and Schedules should be read together.

In the application of a rule, the interpretation that would best achieve the purpose of the rule and the objects of the co-operative, as well as co-operative principles, is to be used in preference to any other interpretation.

Schedule 1

Part 1 - Name of co-operative

[Rule 1.3](#)

The name of the co-operative is:

The Liverpool-Fairfield Community Radio Co-operative Limited.

Part 2 - Objects

[Rule 1.4](#)

The objects of the co-operative are:

- a) To encourage, enable, and facilitate community media activities by engaging with, and serving the local government areas of Liverpool and Fairfield.
- b) To furnish and equip studios and production facilities of broadcast standard for use by the community.
- c) To prepare and assist members of the community to produce material for transmission.
- d) To provide access and facilities, to promote community information and cultural exchange.
- e) To apply appropriate licences to meet the objectives of the co-operative.
- f) To promote and encourage innovative and experimental uses of communication media complementary and supplementary to existing services.
- g) To encourage and provide access to co-operatives activities on a non discriminatory basis.
- h) To encourage participation and provide multimedia production and operating skills workshops and training programs to the Liverpool-Fairfield Community.
- i) To seek all possible participation of members in all aspects of the co-operative including management, operations, programming and program production.

Part 3 - Active membership provision

[Rule 2](#)

The primary activity of the co-operative is the operation of a community media outlet and associated activities as outlined in Part 2-Objects

In order to establish active membership of the co-operative a member must:

- i) pay an annual subscription in accordance with Rule 7.2(a)

Part 4 – Member qualifications

[Rule 3.1](#)

The qualifications for membership of the co-operative are:

A person or body is qualified to be accepted as an active member upon formal application, payment of fees under Rule 2.2, and agreement to abide by the rules and regulations, and policies and procedures of the co-operative.

Part 5 – Period of inactivity prior to cancellation

[Rule 5.1\(a\)](#)

The period of inactivity prior to cancellation is:

Three (3) months.

Schedule 2

Schedule of fees

Annual subscription (maximum):	\$ 150	<u>Rule 7.2(a)</u>
Annual subscription - life member (maximum)	\$1	<u>Rule 7.2(a)</u>
Entrance fee (maximum):	\$ 10	<u>Rule 7.1(a)</u>
Copy of the Rules	\$ 5	<u>Rule 4.2(c)</u>

New members of the Co-operative to receive one free copy of the rules upon acceptance and payment of their joining fee.

Copy of register under 251.1 (a-g) of the Act Inspection of Registers	\$ 5	<u>Rule 15.3(c)</u>
Transfer of debentures:	\$Nil	<u>Rule16(e)</u>

Schedule 3

Part 1 – Requisition of general meetings

[Rule 20.2](#)

The required percentage of members to requisition a general meeting is:

20% as in Rule 20.2

Part 2 - Quorum at general meetings

[Rule 21.2\(a\)](#)

The number of members required for a quorum is:

Twenty percent (20%) of the active membership.

Schedule 4

Part 1 - Number of directors, composition of the board and term of office of directors [Rule 11.1\(a\)](#)

The number of directors of the co-operative is:

7

The positions on the board shall consist of:

the Chairperson, Secretary and Treasurer who will be elected to such positions by the membership at an Annual General Meeting. Four (4) others will be elected as Directors.

The term of office of a director is:

One (1) year.

Part 2 – Qualifications of independent directors [Rule 11.2\(d\)](#)

The qualifications of independent directors are:

N/A

Part 3 - Retirement of directors [Rule 11.7\(a\)](#)

The directors shall retire as follows:

at the end of one (1) year.

Schedule 5 - Changes to the model rules

Rule 3.2(d) Change to

“The board may, at its discretion refer to the membership by special resolution to reject a membership application.”

Insert Rule 3.3

Becoming a life member.

“A person becomes a life member following approval by special resolution at a general meeting of the co-operative, due notice of which has been given, in recognition of outstanding service to the co-operative.”

Rule 4.2(c) delete “the prescribed fee” insert “\$5”.

Rule 7.2 (a) ii Change to

“be determined by a resolution of members at the AGM”

Rule 7.2 (a) iii Change to

“be payable by the end of the co-operative’s financial year with members receiving a notification to pay one month prior to the due date.”

Delete Rule 7.4 (a) and (b)

Compulsory loans from members

Delete Rule 8

Fines payable by members

Rule 10.2 Change to

“The board shall have the power to propose by-laws not inconsistent with the Act, the Regulation or the rules relating to the conduct of members or to the operations of the co-operative, to be by resolution of the co-operative.”

Delete Rule 11.2 , (b),(c),and (d)

Add (e) “and the person will have been an active member of the Co-operative (financial) for at least twelve (12) months prior to being elected.”

Change 11.3 to be as follows

“11.3 Election of directors.

- a) Board members shall be elected in the manner specified in this rule. At an annual general meeting at which a director retires, the vacated office may be filled in the manner specified in this rule
- b) At least (6) weeks before an annual general meeting , a board must
 - (i) notify all members of the number of directors retiring at the annual general meeting; and
 - (ii) advise members of:
 - (A) their eligibility to nominate as a director;
 - (B) the duties and responsibilities of a director;
 - (C) the anticipated remuneration (if any) and
 - (D) the nomination and election procedures.
- c) A notice must also be displayed at the place of business of the co-operative, inviting nominations of nominees to serve as directors
- d) Each nomination must:
 - (i) be signed by two (2) or more active members;
 - (ii) provide details of the qualifications and experience of the person nominated;
 - (iii) indicate the position or positions on the board as set out in Part 1 of schedule 4 that the nominee is nominated for;
 - (iv) be accompanied by a notice in writing signed by the nominee consenting to their nomination.
- e) The nomination and notice of consent must be lodged with the secretary of the co-operative at least 30 days before the annual general meeting.
- f) The secretary or an officer nominated by the board, shall give details of each person who has been nominated to members with the notice of the annual general meeting. Details provided to members must include the nominee’s :

- (i) name;
 - (ii) position or positions on the board the nominee is nominated for;
 - (iii) qualifications and experience; and
 - (iv) length of any previous service as director of the co-operative or with any other co-operative.
- (g) Notwithstanding Rule 11.3(h), if at the time for electing a director to a position under Rule 11.3(h) there is only one nominee for that position (or four or fewer nominees in the case of 11.3(h)(iv)), the relevant nominee(s) shall be deemed automatically elected to that position without the need for a ballot.
- (h) At the annual general meeting, each position on the board of directors shall be elected in consecutive ballots in the following order:
- (i) Chairperson;
 - (ii) Secretary;
 - (iii) Treasurer;
 - (iv) Four (4) directors.

provided that no person shall be elected to more than one position on the board.

- (i) If during the election process in 11.3(h), there are no nominees to fill a vacant position (or vacant positions in the case of 11.3(h)(iv)), nominations to fill the relevant vacancy (or vacancies in the case 11.3(h)(iv)) shall be called from the floor and a ballot held if required, but otherwise no nominations may be called from the floor. For the avoidance of doubt, persons who have been nominated but not yet elected to a position may be nominated under this Rule 11(i).
- (j) Ballots at the meeting shall be conducted as follows:
 - (i) a returning officer is elected at the meeting. The directors, secretary, or anyone who has an interest in the election, are not eligible to be the returning officer;
 - (ii) all nominees for the relevant position on the board are to be listed on the ballot form in alphabetical order;
 - (iii) the returning officer is responsible for determining the validity of and the counting of the votes;
 - (iv) if there is an equality of votes. The outcome shall be determined by lot; and
 - (v) the returning officer is to declare the election results;
 - (vi) the returning officer is to notify the secretary of the election results and the number of votes per nominee be recorded in the minutes of the Annual General Meeting.

(k) If any vacancies remain at the end of the meeting, such vacancies shall be casual vacancies and shall be filled in accordance with Rule 11.6.”

Delete Rule 11.7 (b)

Rule 12.2 (a) Change to

“Members shall elect one of their number to act as chairperson of the board.”

Delete Rule 12.2 (b)

Rule 14.2(a) Change to

“The co-operative must prepare financial reports and statements in accordance with the Law, the National Regulations and these rules.”

Rule 14.2(b) Change to

“The board shall submit those financial reports and statements and report to the annual general meeting of the co-operative as applied by the Act and the regulation.”

Rule 15.3 (c) delete “the prescribed fee” insert \$5

Rule 17

“The financial year of the co-operative shall end on 31 March each year.”

Rule 18 Change to

18 Appointing a reviewer for a small co-operative

- a) The co-operative must appoint a reviewer in respect of its financial statements.
- b) A reviewer appointed under this rule is to conduct a review of the co-operative’s financial statements as presented to members.
- c) The appointment of a reviewer under this rule is to be made at an annual general meeting.
- d) The co-operative may appoint another reviewer at a subsequent annual general meeting if there is a vacancy in the office of the reviewer.
- e) The provisions of section 300(2) of the Law apply to a reviewer appointed under this rule in the same way (but with any necessary adaptations) as they apply to an auditor appointed for a large co-operative.
- f) If the co-operative is directed to prepare a financial report under section 271 or 272 of the Law and the direction requires that the financial report be audited or reviewed, the board must appoint an auditor or reviewer (as the case may) within one month of the direction.
- g) An auditor or reviewer appointed under this rule holds office until the financial report prepared as a result of the direction has been audited or reviewed and sent to members

Rule 20.4(d) Change to

“Notice must be given to each member of the co-operative and any other persons who are, under these rules or the Law, entitled to receive notices from the co-operative, by any method specified in Rule 20.6.”

Rule 20.8(a) Change to

“The ordinary business of the annual general meeting of a small co-operative must be:”

Rule 20.8(a) (ii) Change to

“to receive from the board, auditor or officers of the co-operative:

- the basic minimum financial statements for the co-operative for the financial year;
- a report on the state of affairs of the co-operative;
- a directors' solvency resolution as to whether or not, in their opinion, there are reasonable grounds to believe that the co-operative will be able to pay its debts as and when they become due and payable."

Change Rule 20.8 (a) iii

"to pass a resolution for the annual subscription, if any, for the following year."

Change Rule 20.8 (a) (vi)

"to appoint if necessary a reviewer."

Change Rule 20.8 (a) (vii)

"to allow members a reasonable opportunity to ask questions about or comment on the management of the co-operative."

Delete Rule 20.8 (a) v

Remuneration of directors

Change 21.5 (c)ii

Add "or"

Delete Rule 21.7 (a) ii

Special resolutions

Change rule 21.7 (b) (i)

"the removal of an auditor or reviewer;"

Delete 21.8 a) to e)

No proxies

Delete 21.9a) to b)

Delete 21.10

Delete Appendix 1

22 Postal ballot

No postal votes except:

"The co-operative will only hold those special postal ballots as required by section 194A of the Act. Any such ballots will be conducted in the manner prescribed in Schedule 2 of the Regulation."