

APPENDIX II
(Updated September 2011)

COMPANY LIMITED BY GUARANTEE

BY-LAWS

ETHNIC BROADCASTING ASSOCIATION OF QUEENSLAND LIMITED

ACN 010049206

1. INTRODUCTION

1.1 These By-Laws are provided for by Article 14 of the Articles of Association and are binding on all members of EBAQ.

(These By-Laws came into effect pursuant to the Board's resolution on 19 March 1981, and subsequent amendments).

1.2 The Memorandum and Articles of Association of the Ethnic Broadcasting Association of Queensland Limited, hereafter called "The Constitution of EBAQ", are supreme on all matters relating to the operation of EBAQ, the Board of Directors and its Committees including the Executive Committee, Radio Programming Committees and the Programming Co-ordinator's Committee.

1.3 The Constitution provides for the imposition of penalties upon any member whose actions are not in accordance with the Constitution and these By-Laws. These penalties may include expulsion and suspension of a member or loss of programming airtime entitlements of a Radio Programming Committee.

2. GROUP ASSOCIATES

2.1 All applicants for membership of EBAQ must be approved by the Board or the Executive Committee. In determining any application for membership, the Board or the Executive Committee shall consider, amongst other factors, any recommendation on the applicant's suitability from the Committee of the Radio Programming Group with which the applicant desires to be associated.

2.2 This association shall entitle the member to full rights as an Associate of that Group and the term "Associate" where used shall refer to such a member.

2.3 An Associate of a Group may apply to transfer to another Group only at the time of renewal of membership or to a newly formed Group within 3 months of its formation. The Board or the Executive Committee must approve this application.

2.4 Any member may cease to be an Associate of a Group at any time by advising the Secretary of EBAQ in writing.

2.5 Upon admission, the name and address of the member shall be recorded in the Register of Members, which is kept in the custody of the Secretary of EBAQ and shall be made available for perusal to any member at a time convenient both to the Secretary and the member.

2.6 A computer-produced list of Associates of a Group shall be made available to the Convenor or Secretary of the Committee of the Group within 48 working hours of a request. This list is to be used solely for the purpose of communicating with the Group's Associates on EBAQ related matters and for no other purpose.

3. RADIO PROGRAMMING GROUPS

3.1 The formation or dissolution of any Radio Programming Group shall be approved by the Board and the Programming Coordinator's Committee.

3.2 A Radio Programming Group shall at all time maintain a minimum of 25 financial members. Any Group, which does not satisfy this requirement, may have its privileges withdrawn by the Board.

3.3 A Radio Programming Group shall comprise at least 34 financial members for each 1 hour of prime time or 30 members for each hour of other time under its control.

(Note - the actual number of timeslots controlled by a Radio Programming Committee is dependent upon many factors of which membership is but one. These other factors include representation at the Programming Co-ordinator's Committee Meetings, participation in fundraising activities, payment of any charges, and compliance with EBAQ broadcasting policies).

3.4 The procedures in determining financial membership requirements and programming airtime entitlement shall be as follows:

- The requirement for each weekly hour of ethnic broadcasting is set at 34 for prime time and 30 for other time. Prime time shall be 5.15pm - 10.00pm weekdays and 7.00am - 10.00pm Saturday and Sunday. This requirement relates to financial members and new members awaiting approval.
- A Radio Programming Committee must satisfy this requirement by 14 August each year otherwise it will have to nominate for surrender all or part of a timeslot or more than one timeslot, depending on the membership deficiency and the nature of the timeslot.
- Each Convenor is to be aware of this requirement and be responsible for ensuring that Group Committee members are also aware. Any advice by the Programming Co-ordinator with respect to non-compliance is to be considered only as a courtesy.
- The airtime nominated for surrender shall be publicised on the notice board for a period of 4 weeks and any Committee, which satisfies the membership requirements, may apply for this airtime. The Programming Co-Ordinator shall consider applications at the end of the 4-week period. The Committee, which nominated the airtime, may also apply and shall be given preference.
- The withdrawal shall take effect no earlier than 14 September so as to provide adequate notice to listeners.

- At any time prior to 14 August, the Convenor of a Group that cannot satisfy the requirement may negotiate with the Programming Co-ordinator on the timeslot to be surrendered and the effective date.

4. RADIO PROGRAMMING COMMITTEE

4.1 A Radio Programming Committee shall comprise at least 5 (five) members and no more than 15 (fifteen) members who shall be elected at a General Meeting of Associates of the Group as required by Article 40 of the Constitution.

4.2 The size of the Committee may be varied as from the date of the next election for the Group subject to approval by the Board prior to the dispatch of notices advising Associates of the election.

4.3 The office bearers of the Committee are to be elected by the members of that Committee and must include a Convenor, Vice-Convenor, and Secretary. The function of the Treasurer cannot be undertaken by the Convenor. **Except with the prior consent in writing of the Board first had and obtained, the Convenor, and the Treasurer must not be related by blood or marriage or living in a de- facto relationship.**

4.4 The Board is to be notified in writing of the names of the Convenor, Vice-Convenor, Secretary, Treasurer and other members of the Committee and such information to the Board must be kept current.

4.5 The Board recognises the Convenor of the Radio Programming Committee as the person authorised by the Committee to act on its behalf. The Convenor is elected by the members of the Radio Programming Committee and is answerable to them. The Convenor has the added responsibility of being spokesperson for, and representative of, the Radio Programming Committee.

4.6 It shall be the function of each Committee to produce programs which are mainly locally produced and which are in the relevant ethnic language. As far as possible these programs must cater for all sections of the ethnic community for which the Committee is preparing programs.

4.7 The programs produced must satisfy the Community Broadcasting Foundation's guidelines which outline the eligibility criteria for the Federal Government funding of ethnic programs.

4.8 The Committee is responsible for determining the participants in the production of programs under its control. Participants are not required to be members of the Committee or Associates of the Group but must be financial members of EBAQ.

4.9 The Convenor shall inform the Secretary of EBAQ of the names of the Associates of the Group who are authorised to participate in program production, and the Secretary of EBAQ shall at all times act on the basis of the latest notification from the Convenor in this regard.

4.10 Any member of the Committee may appoint any other Associate of the Group not already a member of the Committee to assume that member's place on the Committee during any absence not exceeding 4 weeks provided that the Committee Secretary is informed in writing beforehand. No authority vested upon the member by the Committee shall be exercised by another without the approval of the Committee.

4.11 The position of a member of a Radio Programming Committee shall be vacated:

(i) If by notice in writing the member resigns from the Committee or ceases to be an Associate of the Group.

(ii) If the member is removed from office at a Special General Meeting called specifically for the purpose of considering the member's status on the Committee.

(iii) If the member becomes unfinancial and does not renew within two (2) calendar months of becoming unfinancial.

4.12 The Board may suspend a Radio Programming Committee and assume its responsibilities if, in the Board's opinion, the Committee is not acting in accordance with the Constitution and By-Laws or is acting against the interests of EBAQ.

5. ELECTION OF RADIO PROGRAMMING COMMITTEES

5.1 The election of Committee members shall be held at the General Meeting of the Group and no later than 14 months and no earlier than 10 months after the previous election unless otherwise approved by the Executive Committee.

(5.1 revised and approved in Board meeting dated 13 April 2005)

5.2 The Board shall appoint a Returning Officer to supervise the election. If satisfied as to the fairness, impartiality and propriety of the election, the Board shall ratify the results of that election. If not satisfied, the Board shall declare the election null and void and call another election. The Returning Officer shall not be an Associate of the Group whose election is being supervised.

5.3 If the Returning Officer is not present to supervise the election, the General Meeting may appoint a person who is not a candidate at the election to act as Returning Officer and to supervise the election. The appointed Returning Officer is to notify the Secretary of EBAQ of the outcome of the election within 2 (two) working days following the election.

5.4 An election of Committee members shall be held prior to the expiry of their term if:

(i) Requested by resolution of the majority of the Committee Members, or

(ii) Requested by resolution of the Associates of the Group at a Special General Meeting, or

(iii) The members of the Committee elected at the previous election occupy fewer than half of the positions required to be filled at that election, and in the opinion of the Board, the Committee is not representative of the Associates of the Radio Programming Group, or

(iv) Clause 8.4 of these By-Laws applies.

5.5 At the close of nominations, should the number of candidates nominated be identical to the number of vacancies, then these candidates shall be declared elected at the General Meeting and an election shall not be necessary. Should there be more candidates nominated than positions an election shall be held.

Should the number of candidates nominated be fewer than the number of vacancies then these candidates shall be declared elected and nominations from the floor shall be called to fill the remaining vacancies.

5.6 Proxies for a General Meeting or election for a Radio Programming Group shall not be permitted.

6. PROCEEDINGS OF THE RADIO PROGRAMMING COMMITTEE

6.1 The Radio Programming Committee shall meet at times and places determined by it, provided it meets not less than 10 (ten) times per annum, and shall conduct itself in accordance with normal meeting procedures including any defined within these By-Laws. The Convenor may call a special meeting of the Committee at any time and the Convenor or Secretary shall do so if required by at least one third of the members of the Committee.

6.2 A quorum shall consist of a simple majority of the Committee.

This provision shall not apply if the number of members of the Committee has been reduced below the quorum level and a Committee meeting is to be held for the specific purpose of requesting that the Board conduct a General Meeting and election of a new Committee.

6.3 The Radio Programming Committee may at its discretion by a majority vote of all its members dismiss any member who fails to attend two consecutive meetings or a total of three in any one year without giving a reason or excuse as to the absence acceptable to the Committee.

6.4 Any vacancy in the Radio Programming Committee may be filled by the Committee at its discretion by selecting from the list of unsuccessful candidates at the previous election a candidate who is prepared to fill the vacancy.

6.5 A Radio Programming Committee may co-opt any financial member of EBAQ to serve on the Committee. Any such co-opted member shall not have voting rights.

6.6 A Radio Programming Committee may take action against any of its Committee members or broadcasters if they act contrary to any legal decision of the Committee regarding broadcasting policy or any other area under the authority of the Committee. This action may include a warning, suspension of a member from the Committee following a vote of no confidence, or removal or suspension of a broadcaster from programs under the control of the Radio Programming Committee.

6.7 A motion of no confidence in any member of the Committee must be carried by a majority of all members of the Committee. The terms and duration of any suspension resulting from this vote of no confidence shall be within the discretion of the Committee and supported by a majority of all members provided that the suspension cannot extend beyond the term of the Committee. Each member present shall have only one vote. In the case of equality of votes the motion shall be declared lost. All members of the Committee and the Secretary of EBAQ shall be notified in writing at least 7 clear days prior to the meeting and advised that the item dealing with a vote of no confidence is to be on the Agenda.

6.8 The Board shall be notified by one of the remaining Committee members within 7 (seven) days in the event of such a motion being carried. This notification shall include written advice as to the reason for the suspension. Any suspended member shall have the right of appeal.

6.9 If a motion of no confidence in an office bearer of a Radio Programming Committee is carried, the position held by that officer shall be declared vacant and may be filled by the members of that Radio Programming Committee.

6.10 All other questions arising at any meeting of the Committee shall be decided by a majority of votes of members present and in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.

6.11 The proceedings of the Committee meetings, the Annual General Meeting and any Special General Meetings of the Group shall be recorded in minutes either in the English language or in the language of the Radio Programming Group.

6.12 These minutes shall be made available to the Secretary of EBAQ or to the Board or its nominee upon request and to any member who was entitled to be at the meeting at which the minutes were recorded.

7. GENERAL MEETINGS

7.1 The only type of meetings shall be the Annual General Meeting and the Special General Meeting.

7.2 All Associates of the Radio Programming Group shall be notified in writing at least 28 clear days in advance of the details of any General Meeting to be held. Announcements may be made on air during the relevant program prior to the date of the General Meeting. If an election is to be held nomination forms shall be included with the written advice.

7.3 Nomination forms must be lodged at the Office of EBAQ no later than 5pm on the tenth working day prior to the General Meeting at which the election is to be held.

7.4 A Special General Meeting of a Radio Programming Group shall be called when required by resolution of the Radio Programming Committee or upon receipt of a request for such a meeting signed by not less than 40% or 9 (nine) of the financial Associates of the Group, whichever is the greater. Any such resolution or request shall state the specific matters to be dealt with by the Special General Meeting and no other matters shall be dealt with or discussed.

7.5 Any request for a requisitioned Special General Meeting must

- Be in a form approved by the Board;
- Be proposed and seconded by financial Associates of the Group;
- State clearly the reason for the request; and
- Include the printed names and signatures of the financial Associates supporting the request.

The number of financial Associates of the Group at the date the request is lodged shall be used in determining the necessary number (40%) of signatories. Persons who are not Associates of the Group or whose membership were not approved as at the date the request is lodged shall not be eligible to sign the request. The Board may declare a request invalid if these requirements are not satisfied.

7.6 Notification to Associates of any requisitioned Special General Meeting shall be the responsibility of the Secretary of EBAQ. Where the matters to be dealt with include the question of confidence in all or part of the Radio Programming Committee then the Board shall appoint a Chairperson for the meeting who shall also act as Returning Officer should an election be conducted.

7.7 If a vote of no confidence in one or more members of the Radio Programming Committee is passed then that person or persons shall cease to be members of the Committee and nominations shall be called from the floor to fill the resulting vacancies. If there are more candidates nominated than there are positions a secret vote shall be held to fill the vacant positions. Retiring Committee members may be nominated for this election.

7.8 The quorum for a requisitioned Special General Meeting shall be 40% or 9 (nine) of the financial Associates of the Group, whichever is the greater. If a quorum is not present within 1 hour of the notified start time the meeting shall lapse.

7.9 The quorum for an Annual General Meeting or a Special General Meeting called by the Radio Programming Committee shall be 10% or 7 (seven) of the financial Associates of the Group, whichever is the greater.

7.10 If a quorum is not present within half an hour, or within such reasonable time as the Returning Officer thinks fit, of the notified start of an Annual General Meeting, the members present at the meeting shall be a quorum, provided that the number of members present shall be not less than the number of Committee members of the Radio Programming Committee of the Radio Programming Group whose Annual General Meeting is being held. Otherwise the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Board shall appoint, and if at such adjourned meeting quorum is not present within half an hour from the time appointed for holding the meeting members present shall be a quorum, provided that a number of members present shall be not less than the smallest Programming Committee i.e. five (5).

If that number is not present then the Board may take action to have the Radio Programming Group dissolved.

(7.10 revised and approved in Board meeting dated 9 May 2001)

8. PROGRAMMING CO-ORDINATOR'S COMMITTEE

8.1 Vacant

8.2 Vacant

8.3 The Convenor is required to attend the regularly held Programming Co-ordinator's Committee meeting or to send a delegate if unable to attend, and to disseminate to other Committee

members and to Associates all pertinent information originating from the Programming Co-ordinator's Committee meeting, the Board, the Office and other centres.

8.4.1 If a Convenor of a Group or a delegate of a Convenor does not attend at least 6 Programming Coordinator's Committee meetings during any financial year, then, the Board may remove that Convenor from office by notice in writing to the Convenor. Upon the giving of such notice by the Board, the office of that Convenor shall be vacated as from the date specified in the notice, or if no date is specified upon firstly that date which is 2 days after the date when the notice is sent by post to the residential or business address of the Convenor last known to the Board, if sent by post, or secondly, that date on which such notice is sent to the email address of that Convenor, last known to the Board, if sent by email, or thirdly, that date on which such notice is sent to the Convenor by a successful facsimile transmission, if sent by fax.

(8.4.1 revised and approved in Board meeting dated 8 September 2011)

8.4.2 All and any costs incurred by the Board in relation to the giving of any such notice and the vacating of the office of Convenor shall be borne by the Group of which the Convenor was the Convenor.

(8.4.2 revised and approved in Board meeting dated 8 September 2011)

8.4.3 Any person occupying the position of Convenor who is so removed from office may not stand for the position of member of a Radio Programming Group Committee until the expiry of twelve (12) months from the date of such removal from office.

(8.4.3 revised and approved in Board meeting dated 8 September 2011)

9. FINANCIAL MATTERS

9.1 The Board may authorise a Radio Programming Committee to operate upon a subsidiary bank account identified as a 4EB or EBAQ account for the Group subject to the following conditions:

- (i) The accounts must be made available to the Treasurer of EBAQ or to the Board or its nominee upon request, and
- (ii) The annual audit of the Group's account must be carried out by the Company's auditor, or the Treasurer of EBAQ.

9.2 All cheques drawn from an authorised subsidiary account must be signed by two out of three signatories from the Committee of the Group, namely, Treasurer with Convenor or Secretary. If the Secretary is also Treasurer then the third signatory must be another Committee member.

9.3 Any Radio Programming Committee, which so desires may make use of the Company's banking and book keeping facilities.

9.4 Each Radio Programming Committee shall compile and maintain a list of all assets of the Radio Programming Group and such a list shall be made available to the Board or its agent upon request.

9.5 All funds and other assets acquired by a Radio Programming Group become and remain the property of EBAQ but under the custody of the Radio Programming Committee, and must be surrendered in full to an incoming Radio Programming Committee.

9.6 Any expenditure by a Radio Programming Committee must be by resolution of the Committee and any such resolution must be recorded in the minutes. Unless prior approval in writing is obtained from the Treasurer of EBAQ, only expenditure, which is related to the production of programs and administration of the Group's affairs, may be authorised. Expenditure such as donations to persons or to organisations other than EBAQ, and payment of EBAQ membership subscriptions are not allowed.

9.7 A Radio Programming Committee is not authorised to make any payment to any member of its Committee for any duties performed, other than for out of pocket expenses approved by the Treasurer of EBAQ.

9.8 A Radio Programming Committee shall not conduct an appeal on air for funds in support of any external organisation. It may, however, publicise fundraising activities for charitable or humanitarian causes and encourage support from listeners provided it is not involved in the collection, retention or distribution of any of the funds raised.

9.9 A Radio Programming Committee shall not apply for a grant or other financial assistance from any Federal, State or Local Government organisation without the approval of the Treasurer of EBAQ.

9.10 A Radio Programming Committee shall not, without approval of the Treasurer of the EBAQ, expend any of its funds during a period of 4 weeks preceding a General Meeting.

9.11 If in the opinion of the Board a person from a Radio Programming Group causes EBAQ to incur or potentially incur any liability, in respect of which an insurance policy for defamation claims, based on what is said by that person "On Air", they shall pay to EBAQ on demand such part of any excess, any increase in the cost of maintenance of an insurance policy and associated costs incurred by EBAQ in relation to such claim as the Board considers fair and reasonable.

(9.11 revised and approved in Board meeting dated 11 February 2004)

10. DISPUTES

10.1 Under Article 44 of the Constitution any dispute or grievances, which may arise within the Radio Programming Committee or Group, may be reported by that Committee to the Program Co-ordinator's Committee with a view to possible settlement.

10.2 Neither the Programming Co-ordinator's Committee nor the Board shall interfere in the internal affairs of a Group who's Committee is acting in accordance with the Constitution, these By-Laws and any Rules prescribed by the Board.

11. PUBLIC STATEMENTS

11.1 No public statement may be made in the media (radio, television or press) in the name of EBAQ or 4EB by any member of EBAQ regarding any of the activities of EBAQ without the approval of the Board.

11.2 Statements on air commenting on any dispute arising

- Between members of a Radio Programming Committee,

- Between a Radio Programming Committee and any other member,
- Between individual Radio Programming Committees, or
- Between individual company members

Irrespective of their Group or the currency of their membership or past membership are specifically prohibited and action shall be taken by the Board should this occur.

11.3 A member of EBAQ shall not make any public statement in the media (radio, television or other press whatsoever) or any statement on air, concerning any activity, matter or thing in which the member has any person economic interest unless the activity, matter or thing concerns an activity of EBAQ including without limitation of any of its Committees.

(11.3 revised and approved in Board meeting dated 13 April 2005)

12. PROCEDURE NOT HEREIN DEALT WITH

12.1 Subject to paragraph 13, where a matter of procedure is not dealt with in these By-Laws but is dealt with in the Constitution of EBAQ, then whatever applies in the Constitution shall be applicable to the affairs of each Radio Programming Group to the same extent as if it were set out in the By-Laws.

12.2 A Radio Programming Committee may regulate on any matters relating to its Group provided that:

- (i) The regulations are not in conflict with the Constitution or By-Laws of EBAQ in force at any time,
- (ii) The approval of the Board is obtained, and
- (iii) The approval of the Associates at a General Meeting is obtained.

13. VARIATION TO THE APPLICATION OF THESE BY-LAWS

The Board may by resolution in its absolute discretion suspend for a specified period or indefinitely the application of any of these By-Laws and substitute other provisions to apply during this period of suspension.

14. IMPROPER CONDUCT

No member shall engage in any conduct, which in the opinion of the Board is considered to be injurious to the character, interest or activities of the Company.