

BY-LAWS
ETHNIC BROADCASTING ASSOCIATION OF QUEENSLAND LIMITED
ACN 010049206

1. INTRODUCTION

- 1.1 These By-Laws are provided for in section 59 of the Constitution of EBAQ and are binding on all members and subscribers.
- 1.2 These By-Laws are in place to ensure smooth running of Radio 4EB and its ethnic broadcasting responsibilities, delivered through the Radio Programming Groups as an operational function.

2. RADIO PROGRAMMING GROUPS

Radio Programming Groups provide the operational function to enable the Company to deliver on its Company Objects. This includes the delivery of broadcasting services, community engagement, fundraising and facilitation of communication to targeted subscribers and members. Radio Programming Groups are managed via a Committee of elected representatives.

- 2.1 The formation and dissolution of every Radio Programming Group shall be approved by the Board and presented at the Programming Coordinator's meetings. Each Radio Programming Group shall be subject to any By-Laws and Policies and Procedures prescribed by the Board from time to time.
- 2.2 The representatives of each Radio Programming Group Committee shall be elected at an annual meeting of those financial subscribers allocated to the relevant Radio Programming Group.
- 2.3 To be eligible to be a member of the Radio Programming Group Committee, each individual must be both a financial subscriber and financial member of the Company.
- 2.4 It shall be the function of each Radio Programming Group Committee to prepare programs which comply with CBF regulations, ACMA guidelines and EBAQ Policies; and provide the means of communication with all broadcasters and panel operators associated with the relevant Group.

2.5 A Radio Programming Group shall at all times maintain a minimum of 25 financial subscribers.

2.6 A Radio Programming Group shall comprise at least 32 financial subscribers for each 1 hour of FM between the hours of 6am and midnight under its control. Broadcast time on Digital and outside of prime time on FM is allocated at 2 members per hour; or any other number as determined by the Board from time to time. .

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

2.7 A Radio Programming Committee must satisfy its subscriber numbers by 15 August each year otherwise it will have to nominate for surrender a timeslot or more than one timeslot, depending on the subscriber deficiency.

2.8 The withdrawal shall take effect from the first Monday after the 15 September so as to provide adequate notice to listeners.

2.9 At any time prior to 15 August, the Convenor of a Group that cannot satisfy the subscriber requirement may negotiate with the Station Manager on the timeslot to be surrendered and the effective date.

3. PROGRAMMING COORDINATOR MEETINGS

3.1 The Board shall nominate one of its Directors to fulfil the role of Programming Coordinator. The Programming Coordinator will chair meetings of the Groups representatives and work alongside the Station Manager to ensure compliance with regards to Radio Programming Groups.

3.2 Programming Coordinator meetings shall be held a minimum of 6 times a year.

3.3 Radio Programming Groups Committees are to ensure at least one of their committee members is in attendance at the Programming Coordinator's meeting, and to disseminate to other Group Committee members, broadcasters and panel operators all pertinent information.

3.3.1 If a Convenor of a Group or a delegate does not attend at least 4 Programming Coordinator's meetings during any financial year, then, the office may remove that Convenor from office by notice in writing to the Convenor. Upon the giving of such notice the office of that Convenor shall be vacated as from the date specified in the notice.

3.3.2 Any person occupying the position of Convenor who is so removed from their position 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.

3.4 Each representative of the Radio Programming Group's Committee present at a meeting shall be entitled to one (1) vote.

4. GROUP SUBSCRIBERS

4.1 Any individual person may become a subscriber of a Radio Programming Group by completing the required paperwork and paying the subscription fee as determined by the Board.

4.2 Subscribers of Radio Programming Groups will have full voting rights at Group annual meeting and Group special meetings.

4.3 A subscriber of a Group may apply to transfer to another Group only at the time of renewal of subscription or to a newly formed Group within 3 months of its formation. The Station Manager must approve this application.

4.4 Any subscriber may cease to be a subscriber of a Group at any time by advising the office of EBAQ in writing.

4.5 Upon admission, the name and address of the subscriber shall be entered into the EBAQ's database.

4.6 A computer-produced list of subscribers 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 subscribers on EBAQ related matters and for no other purpose.

5. MEMBERSHIP OF EBAQ

5.1 Any subscriber of a Group may also become a member of the Company by paying the membership fee as determined by the Board.

5.2 Only financial Company members may be broadcasters, panel operators, hold a position on a Radio Programming Group Committee or be elected as a Director of the Company.

5.3 All applicants for membership of EBAQ must be approved by the Board.

5.4 Directors of the Company cannot also be Radio Programming Group Committee members.

6. RADIO PROGRAMMING GROUP MEETINGS

6.1 Apart for the regular group meetings, the only type of meetings shall be the Annual Meeting and the Special Meeting.

6.2 All subscribers of the Radio Programming Group shall be notified in writing at least 21 days in advance of the details of any Meeting to be held. Announcements may be made on air during the relevant program prior to the date of the Meeting. If an election is to be held nomination forms shall be included with the written advice.

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

6.4 A Special Meeting of a Radio Programming Group shall be called when required by resolution of the Radio Programming Group Committee or upon receipt of a request for such a meeting signed by not less than 40% or 10 of the financial subscribers of the Group, whichever is the greater. Any such resolution or request shall state the specific matters to be dealt with by the Special Meeting and no other matters shall be dealt with or discussed.

6.5 Any request for a requisitioned Special General Meeting must

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

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

6.7 The quorum for a requisitioned Special General Meeting shall be 40% or 10 of the financial subscribers 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.

6.8 The quorum for an Annual Meeting or a Special Meeting called by the Radio Programming Group Committee shall be 10% or 5 (five) of the financial subscribers of the Group, whichever is the greater.

6.9 If a quorum is not present within half an hour, or within such reasonable time as the Returning Officer thinks fit, 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 Office shall

appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed then the Office may recommend the Board take action to have the Radio Programming Group dissolved.

7. RADIO PROGRAMMING GROUP COMMITTEE

7.1 A Radio Programming Group Committee shall comprise at least 5 (five) members and no more than 15 (fifteen) members who shall be elected at an Annual Meeting of subscribers of the Group.

7.2 The size of the Committee may be varied by application to the office, as from the date of the next election for the Group prior to the dispatch of notices advising subscribers of the election.

7.3 The representatives of the Committee are to be elected by the members of that Committee and must include a Convenor, Treasurer and Secretary. The function of the Treasurer cannot be undertaken by the Convenor. No more than 2 members of the same immediate family can be elected to the Committee at any one time. The Convenor, and the Treasurer must not be related by blood or marriage or living in a de- facto relationship.

7.4 The Office is to be notified in writing of the names of the Convenor, Secretary, Treasurer and other members of the Committee and other such information as required by the Office within 7 days of the Annual Meeting.

7.5 The Convenor is elected by the members of the Radio Programming Group Committee and is answerable to them. The Convenor holds the primary responsibility as that of conduit of information between operational staff and the committee members, panel operators, broadcasters and subscribers of the Group.

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

7.7 The programs produced must satisfy the requirements of ACMA and the CBF's guidelines for ethnic programs.

7.8 The Committee is responsible for determining the broadcasters and panel operators involved in the production of programs under its control. Participants are required to be financial members of EBAQ. All changes to broadcasters and panel operators are required to be advised to the Office.

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

(i) If by notice in writing the member resigns from the Committee or ceases to be a subscriber of the Group, or financial member of EBAQ.

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

7.10 The Board may suspend a Radio Programming Group Committee and assume its responsibilities; or an individual member of the Committee, Individual, Broadcaster or Panel Operator on advice from the Station Manager and / or Programming Coordinator, if in the Board's opinion, the Committee is not acting in accordance with the ACMA or CBF guidelines, the EBAQ Constitution and By-Laws or is acting against the interests of EBAQ.

8. ELECTION OF RADIO PROGRAMMING GROUP COMMITTEES

8.1 The election of Committee members shall be held at the Annual Meeting of the Group between the 15th August and the 15th October each year, unless otherwise approved by the Station Manager or determined by the Office.

8.2 The Office shall nominate a Returning Officer (usually an EBAQ Board member) to supervise the election. If satisfied as to the fairness, impartiality and propriety of the election, the Returning Officer shall ratify the results of that election. If not satisfied, the Returning Officer shall declare the election null and void and advise the office of the need to call another election. The Returning Officer shall not be a subscriber of the Group whose election is being supervised.

8.3 If the Returning Officer is not present to supervise the election, the Office 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 Office of the outcome of the election within 2 (two) working days following the election.

8.4 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 subscribers of the Group at a Special Meeting.

8.5 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 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.

8.6 Proxies for a Group meetings shall not be permitted.

9. PROCEEDINGS OF THE RADIO PROGRAMMING GROUP COMMITTEE

9.1 The Radio Programming Committee shall meet at times and places determined by it, provided it meets not less than 6 times per annum, and shall conduct itself in accordance with normal meeting procedures including any defined within these By-Laws and the EBAQ Policies & Procedures. 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.

9.2 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.

9.3 The Radio Programming Group 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.

9.4 Any vacancy in the Radio Programming Group 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.

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

9.6 A Radio Programming Committee may take action against any of its Committee members or broadcasters if they act contrary to broadcasting policy as outlined by EBAQ. 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 Group Committee.

9.7 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 Office 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. 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 in accordance with EBAQ Policy and / or practice, provided that the suspension cannot extend beyond the term of the Committee.

9.8 The Office 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.

9.9 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 must be filled by the members of that Radio Programming Group Committee.

9.10 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 motion shall be declared lost.

9.11 The motions of the Committee meetings, the Annual Meeting and any Special Meetings of the Group shall be recorded in minutes either in the English language or in the language of the Radio Programming Group and a copy provided to the Office for the Group file.

10. FINANCIAL MATTERS

10.1 EBAQ will hold all monies raised, earned, granted or otherwise received by the Groups in their capacity as members or subscribers of EBAQ.

10.2 Each Radio Programming Committee shall maintain a list of all assets of the Radio Programming Group and provide to the Office.

10.3 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 Group Committee, and must be surrendered in full to an incoming Radio Programming Group Committee.

10.4 Any expenditure by a Radio Programming Group Committee must be approved the Committee and recorded in the minutes. All requests must be made via the approved paperwork provided by the office.

10.5 Expenditure such as donations to persons or to organisations other than EBAQ, and payment of EBAQ membership subscriptions are not allowed.

10.6 A Radio Programming Group Committee shall not conduct an appeal on air for funds in support of any external organisation without consultation with the Office.

10.7 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 Station Manager.

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

10.9 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.

11. DISPUTES

11.1 All disputes or grievances which may arise within or between the Radio Programming Group Committee or Groups, are to be actioned as per the Company's Operating Grievances and Dispute Resolution Policies - 3000.

11.2 The Station Manager, Programming Coordinator or Board shall not interfere in the internal affairs of a Group who's Committee is acting in accordance with the Constitution, these By-Laws and any Policies & Procedures prescribed by the Company.

12. PUBLIC STATEMENTS

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

12.2 Statements on air commenting on any dispute arising

- Between members of a Radio Programming Group Committee,
- Between a Radio Programming Group Committee and any other member/subscriber,
- Between individual Radio Programming Group Committees, or
- Between individual company members / subscribers

are prohibited and action shall be taken by the Station Manager, Programming Coordinator or Board should this occur.

12.3 A member or subscriber 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.

13. PROCEDURE NOT HEREIN DEALT WITH

13.1 Subject to paragraph 13, where a matter of procedure is not dealt with in these By-Laws but is dealt with in the Policies & Procedures of EBAQ, then whatever applies in the Policies & Procedures 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.

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

- (i) The regulations are not in conflict with the Constitution, By-Laws of EBAQ or Policies & Procedures in force at any time,
- (ii) The approval of the Station Manager is obtained.

14. 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.

15. IMPROPER CONDUCT

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