Bacchus Marsh Community Radio Inc.

Apple 98.5 FM – 3APL

General Meeting – Change to Constitution

AGENDA

Date:	Saturday November 29th 2025	
Time:	1.00 pm	
Place:	Apple 98.5 FM Studios Room 1 Building 3 182 Hallett's Way, Darley	
Item	Description	Responsible
1a	Purpose 1 – to vote on required changes to the Constitution, as set out in Attachment 1, due to the Association's changed status to that of a Charity.	President
1b	Purpose 2 – to vote on various minor changes to the Constitution re consistency and naming issues as set out in Attachment 1.	President
2	Apologies & Proxies	Acting Secretary
3	Referring to the information document, Attachment 1, circulated with the Agenda.	President
4	Questions for the Committee and discussion	President
5	Proposal, seconding and vote on the proposed changes	President
6	Meeting close	President

Bacchus Marsh Community Radio Inc.

Special General Meeting - 29th November 2025 – 1:00 pm

Proposed Constitution Amendments

Application to Consumer Affairs Victoria to have Rules 1, 2, 6, 11, 50, and 76 in the Bacchus Marsh Community Radio Inc constitution changed.

Background Notes:

The proposed changes to Rules of the Constitution were endorsed by the Committee at a meeting held on 28 May 2025.

They are required as a result of our application to become a registered charity. The application was done on advice to Community Radio Stations from the Community Broadcasting Association of Australia that such change would be beneficial. Our application was accepted. The advice also included Rules which, under such arrangements, are required to be in our constitution for legal purposes.

EXISTING RULE 1

1 Name

The name of the incorporated association is "Bacchus Marsh Community Radio Group Incorporated".

Note - Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

DETAIL: Required. As our name is variously registered with Agencies as including 'Group' or not including 'Group'. Removing 'Group requires less subsequent change.

PROPOSED RULE 1

1 Name

The name of the incorporated association is "Bacchus Marsh Community Radio Incorporated".

Note - Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

EXISTING RULE 2:

2 Purposes

The purposes of the association are to provide entertainment and information of particular interest and concern to residents of Moorabool Shire and as a medium for community groups, schools, students, welfare agencies, Shire Council and Community Services, emergency services and support groups to inform the community of activities and events.

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PROPOSED RULE 2:

2 Purpose

(a) The association is a charitable institution established for the principal purpose of advancing culture, radio, and music of particular interest to residents of the Moorabool Shire by establishing, maintaining, operating and promoting a community radio station to provide free broadcasting services for the direct benefit of the public including:

(i) providing regular updates during an emergency event;
(ii) negotiating, obtaining and maintaining broadcasting licences;
(iii) encouraging and developing the uses of radio and media for education, public affairs, social and cultural commentary, information, community issues, and entertainment;
(iv) conducting entertainment, promotions, concerts, cultural activities, meetings, and community information;
(v) furnishing, equipping and maintaining studios, production facilities; and transmission facilities;
(vi) teaching, training, educating and providing services for the training of any persons involved in the preparation and broadcasting of content;
(vii) making available to the community the facilities to create and produce local content for broadcast;
(viii) such other purposes as are incidental or ancillary to this principal purpose.

(b) The association can only exercise the powers it has in the applicable associations state law (if any) to:

(i) carry out the objects under Rule 2 (a); and
(ii) do all things incidental or convenient in relation to the exercise of power under Rule 2 (b) (i).

EXISTING RULE 6:

6 Not for profit organisation

(1) The Association must not distribute any surplus, income, or assets directly or indirectly to its members.

(2) Sub Rule (1) does not prevent the Association from paying a member:

(a) reimbursement for expenses properly incurred by the member; or
(b) for goods or services provided by the member;

if this is done in good faith on terms no more favourable than if the member was not a member.

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Note
Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PROPOSED RULE 6:

6 Income and Property

(a) The income and property of the association must be applied solely towards the objects of the association.

(b) No income or property of the association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any member of the association. However, nothing in this constitution will prevent payment in good faith to a member:

- (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the association;
- (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the association;
- (iii) of reasonable and proper rent for premises leased by any member to the association;
- (iv) paying premiums for insurance indemnifying office bearers of the association, as allowed for by law (if applicable elsewhere in this constitution); or
- (iv) for reimbursement for expenses properly incurred by the member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

EXISTING RULE 76:

76 Winding up and cancellation

(1) The Association may be wound up voluntarily by special resolution.
(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
(4) The body to which the surplus assets are to be given must be decided by special resolution.

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PROPOSED RULE 76:

76 Surplus / Winding up and cancellation

(1) The Association may be wound up voluntarily by special resolution.

(2) Subject to the applicable incorporated associations laws and any other applicable law, and any court order, any surplus assets that remain after the association is wound up:

(i) must not be distributed to the members;

(ii) must be distributed to one (1) or more charities:

(A) that are established for similar purposes to the principle purpose; and
(B) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the association.

(3) The decision as to the charity or charities to be given the surplus assets under Rule 76(2)(ii) must be made by the board. If the management committee does not make the decision, the decision must be made by resolution of the members. If the members do not make this decision, the company may apply to the Supreme Court in the state of Victoria to make this decision.

EXISTING RULES 2, 11, 50, and 76:

To ensure consistency with the Model Rules replace the word 'Clause' with the word 'Rule' in the following Rules: 2b(i), 2b(ii), 11(1)(b) 11(2)(a) [two times], 11(4)(c), 11(4)(d), 50(3), and 76(3).

EXISTING APPENDIX 1

APPENDIX 1

Remove the word 'GROUP' from two (2) headings.

Note: Refer Rule 1 change (above).

Bill Mansell
Hon. Treasurer & A/Hon. Secretary