Constitution
RTRFM 92.1 LTD
2026

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RTRFM 92.1 LTD

A company limited by guarantee

Constitution

1 Company's name

The name of the company is RTRFM 92.1 LTD.

2 Company's objects

The charitable object of the company is to operate an independent media organisation, which includes community radio station RTRFM 92.1, to utilise traditional and new media dissemination techniques in order to:

(a) advance culture by providing opportunities for Western Australian musicians, artists, performance companies and community cultural organisations to promote their products and activities;

(b) advance education by providing opportunities for academics, educators and the public generally to contribute ideas and promote discussion relating to education policy and education advancement generally;

(c) advance health by providing researchers, experts and the public generally, in particular those based in Western Australia, opportunities to promote and advocate for health and wellbeing advice;

(d) advance social or public welfare by providing opportunities for organisations pursuing charitable purposes, in particular those based in Western Australia, to promote and advocate for services with the object of alleviating poverty, distress or disadvantage;

(e) advance the natural environment by providing opportunities for researchers, organisations and the public generally, in particular those based in Western Australia, to discuss promote and advocate for the protection of the environment and related activities;

(f) promote reconciliation, mutual respect and tolerance between individuals and groups of individuals;

(g) promote human rights; and

(h) advance public debate on matters set out in paragraphs (a) to (g).

The company seeks to achieve this object in the following ways:

(a) to do all things necessary to operate and manage the business of a radio broadcasting station in any place in the Commonwealth of Australia;

(b) purchase or acquire any equipment or real property necessary to operate and ensure the future survival of any radio broadcasting station;

(c) develop, present and promote programs of an artistic, musical, educational and recreational nature or similar; engage and enter into any agreements with experts in any field the company deems necessary to carry out any of the businesses or objects which it is authorised to conduct;

(d) publish and circulate, through the use of media, literary works or other publications and to generally carry on the business of general publishers, designers and newsagents;

(e) conduct competitions of every description and to grant appropriate prizes;

(f) to establish, and operate training classes, lectures, for members and the general public in connection with the objects of the company;

(g) produce, publish and sell any audio or visual products;

(h) receive and present news to and from all parts of the world; and

(i) pay all expenses preliminary or incidental to the formation of the company and its registration.

For the purposes outlined in rule 2, the Directors may:

(a) formulate policies;

(b) make rules in connection with any policy; and

(c) revoke or amend any policy or rules and formulate others.

3 Company's powers

Solely for the purpose of carrying out the company's objects, the company may, without limitation to the powers in clause 4:

(a) keep registers of members;

(b) purchase, sell, lease, hire or otherwise deal with any whole or part of the property and rights of the company;

(c) by personal or public appeals or otherwise procure contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise;

(d) provide funds or other material benefits by way of grant or otherwise;

(e) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Directors from a class of trusts, objects or purposes specified by any person;

(f) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;

(g) purchase, take on lease or exchange, hire or otherwise acquire real or personal property, and any rights or privileges;

(h) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;

(i) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;

(j) construct, improve, maintain, develop, work, manage and control real or personal property;

(k) enter into contracts and deeds;

(l) appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the company thinks fit, and procure registration or recognition of the company in any other country or place;

(m) enter into arrangements with any government or authority, and obtain from any government or authority any right, privilege or concession;

(n) engage, dismiss or suspend any employee, agent, contractor or professional person;

(o) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;

(p) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

(q) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;

(r) accept any gift of property, whether subject to any special trust or not;

(s) appoint patrons of the company;

(t) make donations for charitable purposes;

(u) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;

(v) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and

(w) do all other things that are incidental or conducive to doing so.

The company shall not distribute to any of its members by way of dividend or otherwise any of the assets or income of the company.

4 Additional powers and obligations

(a) Without limitation of the powers in clause 3, the company has the powers set out in the Act but only to the extent necessary or convenient to carry out, or incidental to carrying out, the company's objects**.**

(b) If the company has Deductible Gift Recipient Status as defined by the Australian Taxation Office

(1) the company must comply with any rules that the treasurer of the Commonwealth of Australia and the minister responsible for the register of cultural organisations make to ensure that gifts made to the public fund (established under clause 8) will only be used only for the cultural objects set out in rule 2;

(2) it must provide to the government department responsible for the register of cultural organisations audited financial statements and the statistical and other information required by the Department within the time frame requested by the Department.

5 Income and property

The company's income and property must be applied solely towards promoting the company's objects. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members or directors. However, this clause 5 does not prohibit making a payment approved by the Directors:

(a) for all travelling expenses properly incurred by directors in attending and returning from meetings of directors or any committee of the Directors or meetings of the company or otherwise in connection with the business of the company;

(b) for a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the company, where:

(1) the provision of the service has the prior approval of the Directors; and

(2) the amount payable is not more than an amount which parties dealing on arm's length terms would pay; or

(c) the annual remuneration payable to the General Manager under clause 17.2 including the expenses referred in sub-rule (a) above;

(d) in good faith to any member for goods or services supplied in the ordinary and usual course of business;

(e) of reasonable and proper interest on money borrowed from a member; or

(f) of reasonable and proper rent for premises let by any member to the company, or indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this

constitution.

6 Liability of members

The liability of the members is limited to the amount of the guarantee given in clause 7.

7 Guarantee by members

Every member undertakes to contribute an amount not more than $20 to the property of the company if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

(a) payment of the company's debts and liabilities contracted before the time they ceased to be a member;

(b) the costs, charges and expenses of winding up; and

(c) the adjustment of the rights of the contributories among themselves.

8 Establishment and operation of Public Fund

8.1 Accounting for Public Funds

The company must maintain records to account for public funds following appropriate accounting standards, so that accurate reports can be provided to members. and for the objects of the company as set out in clause 2.

8.2 Accounting for Public Funds

The company must ensure that:

(a) the Public Fund receives all gifts of money and property for objects of the company;

(b) all money (including interest, income or money from the realisation of property) derived from money or property in the Public Fund is accounted for in the Public Fund;

(c) the Public Fund does not receive any money or property other than money or property described in clauses 8.2(a) and 8.2(b);

(d) the Public Fund is only used to further the company's object;

(e) the public is invited to make gifts to the Public Fund for the object of the company.

8.3 Finance Committee

(a) The Public Fund must be administered by the Finance Committee.

(b) The Finance Committee must:

(1) be appointed by the Directors; and

(2) consist of at least three persons, a majority of whom are directors and are Responsible Persons permanently located in Australia.

(3) Include the General Manager, the Treasurer and one other Director Member who must be elected

(c) The Finance Committee must authorise the release of money from the Public Fund, manage the investment of the Public Fund, and authorise the sale of its assets.

(d) The Directors may remove members of the Finance Committee.

(e) Subject to this clause, the Directors may specify:

(1) the manner in which proceedings of the Finance Committee are to be conducted;

(2) that the release of money from the Public Fund authorised by the committee is in accordance with the annual operating plan and budget, as it may be amended from time to time to reflect updates and changes in operational priority prepared by the Directors;

(3) the matters which the Finance Committee must have regard to in carrying out its functions; and

(4) any other matters concerning the Finance Committee or its functions that the Directors decide.

(f) A member of the Finance Committee may not participate in discussions on, or vote on, a resolution where the member:

(1) has or may have a direct or personal interest or a conflict of fiduciary duty in doing so; or

(2) may benefit either directly or indirectly from doing so.

(g) That member must declare to the meeting the nature of their interest in the resolution.

9 Winding up

(a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:

(1) which is charitable at law; and

(2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 5; and

(3) gifts to which can be deducted DGR Status, and listed on the register of cultural organisations, as the Directors decide (see clause 15.7(a)).

10 Altering this constitution

(a) This constitution may be amended in accordance with the Act by Special Resolution of the members.

(b) Directors will determine what bodies are notified on changes of the constitution when making a material alteration to, or materially affecting, clause **2, 5, 8, 9, 10 or 11** except an alteration necessary to enable the company to comply legislation of any State or Territory of Australia, or the Commonwealth of Australia.

11 Membership

11.1 Numbers of members

(a) The members are:

(1) persons the Directors admit to membership in accordance with this constitution.

11.2 Membership types

(a) Members shall consist of ex-officio members, co-opted members, life members and ordinary members.

(b) The Directors and employees of the company are ex-officio members.

(c) Co-opted members of committees, advisors and other such persons who were not at the time of co-option ordinary members of the company shall become members for the duration of their co-opted service.

(d) Life members will be persons who have made a significant contribution to the company and shall be eligible for nomination by the Directors and ratification at annual general meetings as provided for in clause 15.7(a). Life members will not be required to pay any fees.

(e) The names of ex-officio members and co-opted members shall be entered in the Register of Members to be kept by the Secretary.

11.3 Application for ordinary membership

(a) Subject to sub-clause (b), any person within any class or classes of persons associated with the company and its objects as identified by the Directors may become an ordinary member by applying in writing to the company in a form approved by the Directors, signed by the applicant and accompanied by the annual membership fee fixed by clause 11.5(a).

(b) All new members must be approved by the board of Directors and must be deemed to be fit and proper before being accepted as a member.

(c) Where the board of Directors resolves

(1) to approve an application for membership, and as soon as practicable after that resolution, the applicant will be notified of that approval.

(2) to reject an application for membership, the General Manager, as soon as practicable after that resolution, notify the applicant of that rejection including the reasons for the rejection and the applicant shall have the right of reply and appeal under clause 13. Where the applicant exercises the right of reply and appeal the resolution of the

board of Directors is of no effect unless the board of Directors, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under clause 13 confirms the resolution in accordance with this clause.

(d) Upon receipt of an application for membership and the appropriate membership fee and confirmation of the approval provided for under sub-clause (b), the Secretary shall enter the applicant's name in the Register of Members system as directed by the General Manager.

(e) All current members of the company shall be members as if they complied with sub-clauses (a) and (b) above.

11.4 Annual membership fee

(a) Until otherwise fixed pursuant to sub-clause (b), the annual membership fee payable by ordinary members shall be the sum of $50.00.

(b) The amount of the annual membership fee may be altered from time to time by the Directors and special membership fee rates set for a specific class or classes of members.

(c) The annual membership fee for a member is due and payable on or before the first day of the financial year of the company.

(d) No annual membership fee shall be payable by an ex-officio member or a co-opted member who was not at the time of co-option an ordinary member.

12 When membership ceases

12.1 Death, resignation and other events

A person immediately ceases to be a member if the person:

(a) dies;

(b) resigns as a member by giving written notice to the company;

(c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;

(d) becomes bankrupt or insolvent or makes any arrangement or composition with their creditors;

(e) is three months in arrears with the member's annual membership fee;

(f) is expelled under clause 12.2; or

(g) becomes, if the Directors so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with their registered address.

12.2 Expulsion

(a) The Directors may by resolution expel a member from the company if, in their absolute discretion, they decide that the member has been guilty of conduct detrimental to the interests of the company.

(b) The expulsion of a member pursuant to sub-clause (a) takes effect:

(1) upon the expiration of 14 days after the service on the member of a notice under sub-clause (c); or

(2) if the member exercises their right of appeal under the constitution, upon the conclusion of the extraordinary general meeting convened to hear the appeal, where the members vote in favour of the continuation of the expulsion,

whichever is the later date.

(c) Where the Directors expel a member from the company, the Secretary shall, without undue delay, cause to be served on the member at the address in the Register of Members, a notice in writing or in electronic form:

(1) stating that the Directors have expelled the member;

(2) specifying the grounds for the expulsion; and

(3) informing the member that if the member so desires the member may, within 14 days after the service of the notice on the member, appeal against the expulsion as provided under this clause 12.2 by giving written notice to that effect to the Secretary.

13 Right of reply of rejected applicant or expelled member

(a) Where the board of Directors passes a resolution under clause 11.3(c)(2) or 12.2 the Secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution:

(1) setting out the resolution of the board of Directors and the grounds on which it is based;

(2) stating that the applicant or member subject of the resolution may address the board of Directors at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;

(3) stating the date, place and time of that meeting; and

(4) informing the applicant or member subject of the resolution that they may do either or both of the following: (a) address the board at the meeting; (b) submit to the board of Directors at or prior to the date of that meeting written representations relating to the resolution.

(b) At a meeting of the board of Directors held as referred to in clause 13(a) the board of Directors shall:

(1) give the applicant or member subject of the resolution an opportunity to make oral representations;

(2) give due consideration to any written representations submitted to the board of Directors by the applicant or member the subject of the resolution at or prior to the meeting; and

(3) by resolution determine whether to confirm or to revoke the resolution.

(c) Where the board of Directors confirms a resolution to expel a member under clause 13(b) the Secretary (or General Manager acting on the Secretary's

behalf) shall within 7 days after that confirmation by notice in writing inform the member subject of the resolution of the reasons for the confirmation and of the right of appeal under clause 14.

(d) A resolution by the board of Directors confirming a resolution to reject an application takes effect in accordance with clause 14(a) and the Secretary (or General Manager acting on the Secretary's behalf) shall within 7 days after that confirmation by notice in writing inform the applicant of the resolution and the reasons for the confirmation.

(e) A resolution to expel a member confirmed by the board of Directors does not take effect:

(1) until the expiration of the period within which the member subject of the resolution is entitled to appeal against the resolution where the member subject of the resolution does not exercise the right of appeal within that period; or

(2) where within that period the member subject of the resolution exercises the right of appeal, unless and until the association confirms the resolution under clause 14(d) whichever is the latter.

14 Right of appeal of expelled member

(a) An expelled member may appeal to the Company at a general meeting against a resolution of the board of Directors under clause 12.2 within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice in accordance with clause 15 to that effect.

(b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(c) On receipt of a notice from a rejected applicant or member under clause 14(a) the Secretary must notify the board of Directors. The expelled member can choose to appeal to the Company at the next AGM or call a general meeting, the choice of which is at the discretion of the board of Directors.

(d) At a general meeting of the Company, or as an agenda item at the next AGM convened under clause 14(c):

(1) no business other than the question of the appeal is to be transacted; and

(2) the board of Directors and the member must be given the opportunity to state their respective cases orally or in writing or both; and

(3) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(e) If at the general meeting or AGM the Company passes a special resolution in favour of the confirmation of the resolution the resolution is confirmed.

15 Meetings of members

15.1 Calling meetings of members

(a) The Directors may call and arrange to hold a meeting of members whenever they think fit.

(b) A meeting of members may be called and arranged to be held only as provided by this clause 15.1 or as provided by sections 249D, 249E, 249F and 249G of the Act.

(c) A meeting of members must be held in Western Australia.

(d) The Directors may change the venue for, postpone or cancel a meeting of members, unless the meeting is called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the Directors may not:

(1) postpone it beyond the date by which section 249D requires it to be held; or

(2) cancel it without the consent of the requisitioning member.

(e) The Directors shall, on requisition in writing of not less than 15% of the total number of members, convene a meeting of the company.

(f) For the purposes of sub-clause (e), a requisition for a meeting shall state the objects of the meeting and shall be signed by the members requisitioning the meeting and be given to the Secretary and may consist of several documents in similar form, each signed by one or more of the members.

(g) If the Directors do not cause a meeting to be held within 21 days from the date on which a requisition is given to the Secretary, the members requisitioning the meeting, or any of them, may convene the meeting, but any meeting so convened shall not be held after 3 months from the date of giving the requisition to the Secretary.

(h) A meeting convened by the members pursuant to this rule shall be convened in the same manner as nearly possible as that in which those meetings are convened by the Directors, and all reasonable expenses incurred in convening the meeting shall be refunded by the Company to the persons incurring them.

15.2 Notice of meetings

(a) Notice of every meeting must be given in any manner authorised by clause 21 to:

(1) every member entitled to vote, except a member who has not supplied the company with an address for giving notices;

(2) each director; and

(3) the auditor.

No other person is entitled to receive notice of meetings.

(b) A notice of a meeting of members must:

(1) specify the date, time and place of the meeting; and

(2) except as provided by the Act, state the general nature of the business to be transacted at the meeting.

(c) A person may waive notice of a meeting of members by written notice to the company.

(d) The non-receipt of notice of a meeting or proxy form by, or a failure to give notice of a meeting or a proxy form to, any person entitled to receive notice of a meeting under this clause 15.2 does not invalidate anything done or resolution passed at the meeting if:

(1) the non-receipt or failure occurred by accident or error; or

(2) before or after the meeting, the person has waived or waives notice of that meeting under clause 15.2(c), or has notified or notifies the company of the person's agreement to that thing or resolution by written notice to the Company.

(e) A person's attendance at a meeting waives any objection that person may have to:

(1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and

(2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

15.3 Quorum at meetings

(a) No business may be transacted at a meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.

(b) A quorum consists of 15% of the members present in person. For the purposes of determining whether a quorum is present, a person attending as a representative, attorney or proxy of a member shall be deemed to be a member present in person unless the representative is otherwise entitled to be present at the meeting.

(c) The Directors may decide to include electronic means of attending the meetings, in this instance, attendees joining electronically shall be included in the quorum tally.

(d) If a quorum is not present within 1 hour after the time appointed for a meeting where the meeting was convened on the requisition of members, the meeting must be dissolved, or in any other case:

(1) the meeting stands adjourned to the same day in the next week at the same time and place (unless another place or time is specified by the Chair at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned); and

(2) if, at the adjourned meeting, a quorum is not present within 1 hour after the time appointed for the meeting, the meeting must be dissolved.

15.4 Persons entitled to attend a meeting

The persons entitled to attend a meeting shall be:

(a) members, in person, or by representative, attorney or proxy;

(b) Directors;

(c) the Company's auditors;

(d) such other person or persons as the meeting may approve.

15.5 Chairperson of meetings

(a) The chairperson of Directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of members.

(b) If at a meeting:

(1) there is no chairperson of Directors;

(2) the chairperson of Directors is not present within 15 minutes after the time appointed for the meeting; or

(3) the chairperson of Directors is present within that time but is not willing to act as chairperson of the meeting,

the members present must elect as chairperson of the meeting:

(4) another director who is present and willing to act; or

(5) if no other director present at the meeting is willing to act, a member who is present and willing to act.

15.6 Conducting and adjourning meetings

(a) A question arising at a meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

(b) The chairperson of a meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.

(c) Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as for an original meeting.

(d) Except as provided by clause 15.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15.7 Decisions at meetings

(a) Except where by law a resolution requires a special majority, questions arising at a meeting must be decided by a majority of votes cast by the

members present at the meeting. Such a decision is for all purposes a decision of the members.

(b) Where the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to their vote as a member.

(c) A resolution put to the vote of a meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:

(1) the Chairperson of the meeting;

(2) at least 5 members present in person or by representative and with the right to vote on the resolution; or

(3) a member or members present at the meeting and representing at least 10% of the total voting rights of all the members entitled to vote at the meeting.

(d) A demand for a poll does not prevent a meeting continuing for the transaction of any business except the question on which the poll has been demanded.

(e) Unless a poll is duly demanded, a declaration by the chairperson of a meeting 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 book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(f) If a poll is duly demanded at a meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the Chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.

(g) A poll demanded at a meeting on the election of a Chairperson of the meeting or on a question of adjournment must be taken immediately.

(h) The demand for a poll may be withdrawn.

(i) If the Company has only one member, the Company may pass a resolution by the member recording it and signing the record.

15.8 Voting rights

(a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a meeting every member present has one vote.

(b) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in their own right.

(c) An objection to the qualification of a person to vote at a meeting must be:

(1) raised at the meeting or adjourned meeting at which the vote objected to is given or tendered; and

(2) referred to the Chairperson of the meeting, whose decision is final.

(d) A vote not disallowed by the chairperson of a meeting under clause 15.8(c) is valid for all purposes.

15.9 Representation at meetings

(a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:

(1) in person or, where a member is a body corporate, by its representative;

(2) by proxy; or

(3) by attorney.

(b) A proxy, attorney or representative may, but need not, be a member of the company.

(c) A proxy, attorney or representative may be appointed for:

(1) all meetings;

(2) any number of meetings; or

(3) a particular meeting.

(d) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is taken to confer authority:

(1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution;

(2) to speak to any proposed resolution on which the proxy, attorney or representative may vote;

(3) to demand or join in demanding a poll on any resolution on which the proxy, attorney or representative may vote;

(4) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion, to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting, and to act generally at the meeting; and

(5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the rescheduled or adjourned meeting or at the new venue.

(e) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution. Where an instrument contains such a direction, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.

(f) Subject to clause 15.9(g), an instrument appointing a proxy or attorney need not be in any particular form as long as it is in writing, legally valid and signed by the appointer or the appointer’s attorney.

(g) A proxy or attorney may not vote at a meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority (if any) under which the instrument is signed or a certified copy of the authority, are received in the place or by electronic means, and before the time, specified for that purpose in the notice calling the meeting. In the notice:

(1) the place may be the Company's office or another place ; and

(2) the time may be before the time for holding the meeting or adjourned meeting.

(h) The Directors may waive all or any of the requirements of clause 15.9(f) and 15.9(g) and in particular may, on production of any other evidence the Directors require to prove the validity of the appointment of a proxy or attorney, accept:

(1) an oral appointment of a proxy or attorney;

(2) an appointment of a proxy or attorney which is not signed or executed in the manner required by clause 15.9(f); or

(3) the deposit, tabling or production of a copy (including a copy sent by electronic means) of an instrument appointing a proxy or attorney, or of the power of attorney or other authority under which the instrument is signed.

(i) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument, or of the authority under which the instrument was executed, if the Company has not received written notice of revocation by the time and at the place at which the instrument appointing the proxy or attorney is required to be received under clause 15.9(g).

(j) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the meeting but, if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

16 Directors

16.1 Appointing and removing directors

(a) Subject to clause 16.1(b), there must be:

(1) at least 6 directors; and

(2) not more than 10 directors, with no more than 3 directors to be co-opted.

(b) The Company may by special resolution:

(1) increase or reduce the minimum or maximum number of directors, and corresponding elected and/or co-opted directors; and

(2) appoint or, in accordance with section 203D of the Act, remove a director.

(c) Subject to clause 1.1(j) the Directors may appoint any individual as a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors must not at any time exceed the maximum number allowed under this constitution.

(d) The board of directors shall consist of:

(1) 6 members of the Company who have been elected in accordance with this rule;

(2) the person for the time being employed by the company as its General Manager (ex-officio);

(3) a certified practicing accountant, chartered accountant, similar professional body, or someone with sufficient professional experience to be admitted to a professional body, with a minimum of 2 years post admission experience who may be elected or, failing that co-opted; and

(4) a legal practitioner, or someone otherwise competent in relevant legal disciplines with a minimum of 2 years post admission experience, who may be elected, or failing that co-opted.

(e) Persons employed as staff of the Company, other than the General Manager, are not permitted to stand for election to the board of Directors and are not permitted to serve on the board as an elected member.

(f) Each elected member serving as a Director shall, subject to this constitution, hold office until the conclusion of the second annual general meeting following the date of that person's election.

(g) A co-opted director shall hold office until the date of the next annual general meeting.

(h) Each Director is eligible for re-election, but no elected member may serve as a director for more than 6 consecutive years.

(i) The co-opted Directors shall be appointed as soon as practicable.

(j) In the event of a casual vacancy occurring in the office of an elected member serving as director, the Directors may appoint a member to fill the vacancy, and the person so appointed shall hold office, subject to this constitution until the conclusion of the annual general meeting next following the date of their appointment.

16.2 When office of director becomes vacant

In addition to the circumstances prescribed by the Act, the office of a director becomes vacant if the director:

(a) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

(b) becomes bankrupt or insolvent or makes an arrangement or composition with their creditors generally;

(c) is convicted on indictment of an offence and the Directors do not within 1 month after that conviction resolve to confirm the director's appointment or election (as applicable) to the office of director;

(d) is removed from office under clause 16.1(b)(2);

(e) resigns by written notice to the company;

(f) ceases to be a resident of Western Australia;

(g) fails, without leave granted by the Directors, to attend 3 consecutive Directors' meetings;

(h) in the case of elected members serving as directors, ceases to be a member;

(i) fails to pay all arrears of membership fees due by the director within 14 days after the director has received a notice in writing signed by the treasurer stating that the director has ceased to be a financial member;

(j) submits an application for a staffing position with the company, for the period of the application process; or

(k) dies.

16.3 Procedure for appointment

(a) Nominations of candidates for election as elected members serving as directors:

(1) shall be made in writing signed by 2 members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(2) shall be delivered to the secretary at least 10 days before the date fixed for the holding of the annual general meeting.

(b) If insufficient nominations are received to fill all the vacancies on the board, the candidates nominated shall be deemed to be elected and further nominations, if proffered, shall be received at the annual general meeting.

(c) 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. In the case that there are the same number or less Nominations than Appointments, additional nominations will be accepted at the time of the AGM in the manner of 16.3(a)(1).

(d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(e) The ballot for the election of members to serve as directors shall be conducted at the annual general meeting in such usual and proper manner as the Directors may direct.

16.4 Director need not be a member

(a) Subject to clause 16.1(h), a director need not be a member to qualify for appointment, however only Members may be elected as Directors.

(b) A director may attend and speak at meetings even though that director is not a member.

16.5 Interested directors

(b) Subject to clause 5, a director may hold another position (except as auditor) in the company or any related body corporate in conjunction with their

directorship and may be appointed to that position on terms as to remuneration, tenure and otherwise that the Directors think fit.

(c) A director:

(1) may be or become a director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the Company or in which the Company is interested as a shareholder or otherwise; and

(2) is not accountable to the company for any remuneration or other benefits they receive as a director or officer of, or from having an interest in, that body corporate. The board of Directors will maintain a register of interests, and where the Director has a commercial arrangement with the Company in their capacity as a Member, this will be noted.

(d) The Directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in the manner in all respects that they think fit.

(e) A Director is not disqualified merely because they are a director from contracting with the company in any respect including, but not limited to:

(1) selling property to, or purchasing property from, the company;

(2) lending money to the company with or without interest or security;

(3) guaranteeing the repayment of money borrowed by the company for a commission or profit;

(4) underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the company or in which the company is interested as a shareholder or otherwise, for a commission or profit; or

(5) acting in any professional capacity (except as auditor) on behalf of the company.

(f) A contract made by a director with the company and a contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is not avoided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.

(g) A director contracting with or being interested in any arrangement involving the company is not liable to account to the company for any profit realised by or under that contract or arrangement merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.

(h) Unless section 195 of the Act permits, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:

(1) be present while the matter is being considered at the meeting; or

(2) vote on the matter.

(i) The Directors may make regulations requiring the disclosure of interests that a director, and any person considered by the Directors as related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all directors.

16.6 Powers and duties of directors

(a) The Directors are responsible for managing the Company's business and affairs and may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by the Act or by this constitution, to be exercised by the Company in general meeting.

(b) Without limiting rule 16.6(a), the Directors may exercise all the company's powers in accordance with the objects of the company including but not limited to:

(1) borrowing or otherwise raising money;

(2) charging any property or business of the company; and

(3) issuing debentures or giving any other security for a debt, liability or obligation of the company or of any other person.

(c) The Directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the company.

(d) The Directors may:

(1) appoint or employ a person to be an officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for the period and on the conditions they think fit;

(2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and

(3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.

(e) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Directors think fit.

(f) If any director or member becomes personally liable for the payment of any sum primarily due to the company, the Directors may create any mortgage, charge or security over or affecting the whole or any part of the assets of the company by way of indemnity to secure the persons or person so becoming liable from any loss in respect of such liability.

16.7 Proceedings of directors

(a) The Directors shall meet together at least once in each month at such place as the Directors determine and may, subject to the terms of this rule, otherwise regulate their meetings as they think fit.

(b) The Chairperson or any 4 directors may at any time, and a secretary shall at the request of a Chairperson or any 4 directors, convene a meeting of the Directors.

(c) Notice of the Special Meeting shall be given to the Directors, specifying the general nature of the business to be transacted, and no other shall be transacted at such a meeting.

(d) The Chairperson may request the person for the time being employed by the company as its General Manager to excuse themselves from any meeting at which the Chairperson believes there are items of business which ought to be despatched without the presence of the General Manager, and the General Manager shall duly excuse themselves from the meeting.

(e) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Directors to constitute a quorum constitutes a meeting of the Directors. All the provisions in this constitution relating to meetings of the Directors apply, so far as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.

(f) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

(g) A meeting by electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Directors involved was at that place for the duration of the meeting.

16.8 Notice of meetings of directors

(a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice:

(1) a director, except a director on leave of absence approved by the Directors; or an alternate director appointed under clause 16.13 by a director on leave of absence approved by the Directors.

(b) A notice of a meeting of directors:

(1) must specify the time and place of the meeting;

(2) need not state the nature of the business to be transacted at the meeting;

(3) may be given immediately before the meeting;

(4) may be given in person or by post, telephone or other electronic means; and

(5) is taken as given to an alternate director if it is given to the director who appointed that alternate director.

(c) A director or alternate director may waive notice of a meeting of directors by notifying the company to that effect in person or by post, telephone or other electronic means.

(d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate anything done or resolution passed at the meeting if:

(1) the non-receipt or failure occurred by accident or error;

(2) before or after the meeting, the director or an alternate director appointed by the director has waived or waives notice of that meeting under clause 16.8(c), or has notified or notifies the company of their agreement to that thing or resolution personally or by post, telephone or other electronic means; or

(3) the director or an alternate director appointed by the director attended the meeting.

(e) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, an alternate director of a director on leave of absence approved by the Directors does not invalidate any thing done or resolution passed at the meeting if:

(1) the non-receipt or failure occurred by accident or error;

(2) before or after the meeting, the alternate director or the director who appointed the alternate director has waived or waives notice of that meeting under clause 16.8(c), or has notified or notifies the company of their agreement to that thing or resolution personally or by post, telephone or other electronic means; or

(3) the alternate director or the director who appointed the alternate director attended the meeting.

(f) Attendance by a person at a meeting of directors waives any objection which that person and:

(1) if the person is a director, an alternate director appointed by that person; or

(2) if the person is an alternate director, the director who appointed that person as alternate director, may have to a failure to give notice of the meeting.

16.9 Quorum at meetings of directors

(a) No business may be transacted at a meeting of directors unless a quorum of 4 directors 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 cases it lapses.

(b) If there is a vacancy in the office of a director then, subject to clause 16.9(c), the remaining directors may act.

(c) If the number of directors in office at any time is not sufficient to constitute a quorum at a meeting of directors, or is less than the minimum number of

directors fixed under this constitution, or if the requirements outlined concerning the qualifications of directors are not satisfied, the remaining directors must act as soon as possible to:

(1) increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under this constitution;

(2) convene a meeting of the company for that purpose, or (3) appoint additional directors, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

16.10 Chairperson of directors

(a) After each annual general meeting, the Directors may elect one of the directors as chairperson of directors. The position will be held until the conclusion of the next annual general meeting. If a vacancy arises in relation to the position of Chairperson, the Directors may re-elect another one of the Directors for the remainder of the term until the conclusion of the next annual general meeting.

(b) The Chairperson of directors must (if present within 10 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of directors.

(c) If at a meeting of directors:

(1) there is no chairperson of directors;

(2) the chairperson of directors is not present within 10 minutes after the time appointed for the meeting; or

(3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting, the Directors present must elect one of the Directors as chairperson of the meeting.

16.11 Decisions of directors

(a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Directors under this constitution.

(b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the Directors present. Such a decision is for all purposes a decision of the Directors. Votes shall be determined on a show of hands, or if demanded by a director, by a poll taken in such manner as the person presiding at the meeting may determine.

(c) Where the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to their vote as a director.

16.12 Written resolutions

a) A resolution in writing signed by all the Directors for the time being or their respective alternate directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

b) Any such resolution may consist of several documents in like form, each signed by one or more directors.

c) An email or document produced by mechanical means and bearing the signature of the director, printed mechanically and with their authority, shall be deemed to be a document in writing signed by the director.

d) The written resolution shall be valid and effectual on the day on which the last director signs the resolution.

16.13 Alternate directors

(a) A director may, with the approval of the Directors, appoint a person as their alternate director for the period the director thinks fit.

(b) An alternate director may, but need not, be a member or director of the company.

(c) One person may act as alternate director to more than one director.

(d) An alternate director may, if the appointer does not attend a meeting of directors, attend and vote in place of and on behalf of the appointer.

(e) An alternate director is entitled to a separate vote for each director the alternate director represents in addition to any vote the alternate director may have as a director in their own right.

(f) In the absence of the appointer, an alternate director may exercise any power that the appointer may exercise. The exercise of such a power by the alternate director is taken to be the exercise of the power by the appointer.

(g) The office of an alternate director is vacated if and when the appointer vacates office as a director.

(h) The appointer may terminate the appointment of an alternate director at any time, even though the period of the appointment has not expired.

(i) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the director who makes or made the appointment and does not take effect until the company has received written notice of the appointment or termination.

(j) An alternate director is not to be taken into account in counting the minimum or maximum number of directors allowed under this constitution.

(k) In deciding whether a quorum is present at a meeting of directors, an alternate director who attends the meeting is to be counted as a director for each director on whose behalf the alternate director is attending the meeting.

(l) An alternate director, while acting as a director, is:

(1) responsible to the company for their own acts and defaults; and

(2) not to be taken to be the agent of the director by whom they were appointed.

16.14 Committees of directors

(a) The Directors may delegate any of their powers to one or more committees consisting of the number of directors they think fit.

(b) Any committee so appointed shall periodically report its proceedings to the Board.

(c) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Directors.

(d) The provisions of this constitution that apply to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors.

16.15 Delegation to individual directors

(a) The Directors may delegate any of their powers to one director.

(b) A director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Directors.

16.16 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of:

(a) a defect in the appointment of the person as a director;

(b) the person being disqualified to be a director or having vacated office; or

(c) the person not being entitled to vote, if that circumstance was not known by the person, the Directors or the committee (as applicable) when the act was done.

17 General Manager

17.1 Appointment

The Directors may from time to time appoint a General Manager of the company for such period and on such terms as they may determine, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.

17.2 Remuneration

A General Manager shall subject to the terms of any agreement entered in a particular case, receive such remuneration as the Directors may determine.

17.3 Powers

(a) The Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a General Manager any of the powers exercisable by them.

(b) Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.

(c) The Directors may at any time withdraw or vary any of the powers so conferred on a General Manager.

18 Secretary

(a) The Directors must appoint at least one Secretary and may appoint additional secretaries.

(b) The Secretary shall hold office on such terms and conditions, as to remuneration and otherwise as the Directors determine.

(c) Subject to any contract between the company and the secretary, a secretary may be removed or dismissed by the Directors at any time, with or without cause.

(d) An act done by a person acting as a Secretary is not invalidated merely because of:

(1) a defect in the person's appointment as a secretary; or

(2) the person being disqualified to be a secretary, if that circumstance was not known by the person when the act was done.

19 Indemnity and insurance

19.1 Persons to whom rules 19.2 and 19.3 apply

Clauses 19.2 and 19.3 apply to:

(a) each person who is or has been a director, alternate director, secretary or assistant secretary of the company; and

(b) any other officers or former officers of the company or of its related bodies corporate that the directors decide in each case.

19.2 Indemnity

The company must:

(a) indemnify; and

(b) if requested by a person to whom this clause 19.2 applies, enter into a deed indemnifying,

on a full indemnity basis and to the full extent permitted by law (including section 199A of the Act), each person to whom this rule 19.2 applies for all losses or liabilities incurred by the person as an officer of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

(c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

(d) in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Act.

19.3 Extent of indemnity

The indemnity in clause 19.2:

(a) is a continuing obligation and is enforceable by a person to whom clause 19.2 applies even though that person has ceased to be an officer of the company or of a related body corporate; and

(b) operates only to the extent that the loss or liability is not covered by insurance.

19.4 Insurance

The company may, to the extent permitted by law:

(a) purchase and maintain insurance; or

(b) pay or agree to pay a premium for insurance, for any person to whom this clause 19.2 applies against any liability incurred by the person as an officer of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

19.5 Savings

Nothing in clauses 19.2 or 19.3:

(a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or

(b) limits the capacity of the company to indemnify or provide insurance for any person to whom those rules do not apply.

20 Auditor

The company must appoint a properly qualified auditor whose duties will be regulated in accordance with the Act.

21 Notices

21.1 How notices may be given

A notice may be given by the company to a member by:

(a) delivering it to the member personally; or

(b) sending it to the member's address shown in the Register of Members or the address supplied by the member to the company for the giving of notices to the member, including by electronic means.

21.2 When taken as given

Subject to rule 21.3, a notice is taken as given by the company and received by the member:

(a) if delivered, at the time of delivery;

(b) if sent electronically, on the next business day; and

(c) if posted, at the time at which the notice would be delivered in the ordinary course of post.

21.3 Notice of meeting

The posting of a notice of meeting shall be deemed to be posted, if properly addressed and prepaid, on the day after the date of posting.

22 Definitions and interpretation

22.1 Definitions

In this constitution:

Act means the *Corporations Act 2001* (Cth) as amended from time to time;

Auditor means the auditor of the company;

Business day means a day on which the major trading banks are open for business in Perth, except a Saturday, Sunday or public holiday;

Chairperson or Chair means the person elected pursuant to rule 15.5 and 16.10 respectively to the position of chairperson of a meeting of members or a meeting of Directors;

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97;

Company means RTRFM 92.1 LTD;

Company's office means the company's registered office;

Department means the department referred to in rule 4(b)(2);

Directors means the company's board of directors, from time to time or such number of them as have authority to act for the company (including any alternate director duly acting as such);

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth);

Member means a member of the company;

Register of Members means the register of members kept by the company;

Registered address means a member's address as notified to the company by the member and recorded in the company's records;

Relevant Expert means a person with demonstrated experience or qualifications in matters relevant to, and required by, the company not provided on the board at that time;

Responsible Person means an individual who is not disqualified from:

(a) from managing a corporation under the *Corporations Act 2001* (Cth) (the Corporations Act), or
(b) from being a Responsible Person by the ACNC Commissioner within the previous 12 months.

Secretary means a person appointed to perform the duties of a secretary of the company and includes an honorary secretary;

Special Meeting means a meeting called pursuant to clause 16.7(b); and

Special Resolution has the meaning given in section 9 of the Act.

22.2 Interpretation

In this constitution unless the context requires otherwise:

(a) references to notices include formal notices of meeting and all documents and other communications from the company to its members;

(b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;

(c) a reference to a member present at a meeting is a reference to a member present in person or by proxy, attorney or representative;

(d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and

(e) the singular (including defined terms) includes the plural and the plural includes the singular.

22.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

23 Application of the Act

23.1 What parts of the Act apply

Unless the contrary intention appears:

(a) an expression used in a clause that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and

(b) subject to clause 23.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

23.2 Replaceable rules displaced

(a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this clause) to the company.

(b) The replaceable rules do not apply to the company except those which operate as mandatory rules for public companies under the Act.