

## **Information for Prospective Directors Canberra Christian Radio Limited**

Canberra Christian Radio Limited (CCRL) is a small Not-for-Profit Public Company limited by Guarantee. As such, its Directors and Company Secretary are required by law to follow the requirements set out in the [Corporations Act 2001](#) (Corporations Act).

It holds a community broadcasting licence under the [Broadcasting Services Act 1992](#) which allows it to operate 1WAY FM. This licence is required to be renewed every five years.

*(While the current licence expires on 14 July 2020, the licence renewal application needs to be submitted twelve months before the licence expiry date. It was submitted on 30 August 2019 (extension granted by the relevant authority: Australian Communications and Media Authority (ACMA)).*

CCRL may have, at any one time, ten Directors on its Board. However, under Item 10.2 of its Articles of Association, there must be a minimum of six Directors. If the number of Directors goes below six, the Company may be required under the Corporations legislation to close.

At the AGM, all members of the current Board of Directors are required to stand down from office but are eligible for re-election. Consequently, there will be ten vacancies on the Board. In the case of more than ten nominations being received, a ballot will be conducted, and if less than ten nominations are received – those nominees will automatically be deemed elected as Directors on CCRL's Board.

The Board of Directors meets up to eleven times throughout the year, generally on the third Monday night of the month. The monthly Board Meetings generally run for between one to three hours. In addition to the monthly Board Meetings, the Directors conduct a yearly workshop to discuss / plan strategic matters. These workshops last from typically two to three hours. They are typically once per annum, either over lunch on a Saturday or over a dinner on a weeknight at the station's premises. These workshops provide the opportunity for the Directors to develop / revise the Company's Strategic Plan and / or other strategic matters decided on by the Directors which may need reviewing. The Board also has several Committees where Directors may elect to be involved in areas of particular interest to them. The Board has a focus on governance and rarely will become involved in operational matters.

Although not operational in nature, life on the Board can be challenging as it is the body faced with promoting a strategy for a sustainable organisation and assisting in achieving positive outcomes for CCRL and 1WAY FM's community of interest.

The types of skill sets which would be useful for a Director are in any of the following areas: Finance, Law, Communications/Media, Business/Management and Theology/Pastoral.

However, if you are a retired Public Servant or Business Person, then you probably already have the skills to be useful to become a Director (indeed you would probably also have the time to attend to a Directorship).

To be a Director you will need to be a member of Canberra Christian Radio Limited, a committed Christian, at least 18 years old and not a bankrupt.

As a Director, it is imperative that you keep abreast with the Company's Financial situation. Each month, the Board is provided with Financial Reports and the Financial Statements are audited each year and available for Company members to scrutinise. (Refer to AGM Notice.) In addition, there will be some regular monthly reading to attend to, e.g. the previous draft Minutes, the General Manager's Operational Report and the occasional policy documents.

A brief overview to a Director's responsibilities can be found in the findings of the historic Centro Case where Judge Middleton of the Federal Court stated that Directors have a number of responsibilities incumbent on them in carrying out the role and function of a Director. "These include the following:

- a Director should acquire at least a rudimentary understanding of the business of the corporation and become familiar with the fundamentals of the business in which the corporation is engaged;
- a Director should keep informed about the activities of the corporation;
- whilst not required to have a detailed awareness of day-to-day activities, a Director should monitor the corporate affairs and policies;
- a Director should maintain familiarity with the financial status of the corporation by a regular review and understanding of financial statements;
- a Director, whilst not an auditor, should still have a questioning mind."  
([http://www2.deloitte.com/content/dam/Deloitte/za/Documents/governance-risk-compliance/ZA\\_CentroCaseConfirmsDirectorDuties\\_24032014.pdf](http://www2.deloitte.com/content/dam/Deloitte/za/Documents/governance-risk-compliance/ZA_CentroCaseConfirmsDirectorDuties_24032014.pdf) )

What each Director is expected to do is to take a diligent and intelligent interest in the information available to him or her.

If you are considering nominating for the Board of Directors of Canberra Christian Radio Limited, you need to be aware of your responsibilities and legal obligations. The following information is provided to help you understand your specific responsibilities.

- ASIC – Your Company and the Law  
<http://www.asic.gov.au/for-business/running-a-company/company-officeholder-duties/your-company-and-the-law/>;
- There are two constituting documents which govern the Company – i.e., the CCRL Articles of Association and the CCRL Memorandum of Association and these can be found at:  
<https://www.1wayfm.com.au/about-us/legal-structure/>;
- The Australian Communications and Media Authority (ACMA) - being the Commonwealth Department which manages legislation in relation to community radio licences for information on Community Radio  
<https://www.acma.gov.au/Industry/Broadcast/Community-radio-and-TV>
- The Community Broadcasting Association of Australia (CBAA) is the national representative organisation for community broadcasters  
<https://www.cbaa.org.au/>; and
- Christian Media & Arts Australia (CMAA) which is the peak industry body for Christian broadcasters and programme producers in Australia  
<https://mediaarts.org.au/>

The following organisations' websites should also help by providing extra information about CCRL's responsibilities as a Not-for-Profit organisation which employs a small number of paid staff but mainly depends on engaging Volunteers.

- The Australian Taxation Office's information for Not-for-Profit Organisations  
<https://www.ato.gov.au/Non-profit/>
- The Fair Work Commission – <https://www.fwc.gov.au/>
- Volunteering Australia – <http://www.volunteeringaustralia.org/>