

CONSTITUTION AND RULES

December, 1995

M.A.R.C.

MIDLAND AMATEUR RADIO
CLUB INC.

STATEMENT OF PURPOSES

1. The name of the association is The Midland Amateur Radio Club Incorporated.

2. The purposes for which the association is established are - :
 - (a) To further the practice of the hobby of Amateur Radio ;
To develop skills in the application of electronics in all forms of communication and related fields ;
 - (b) To promote and demonstrate the practice of Amateur Radio ;
To invest and deal with moneys of the incorporated association not immediately required in such manner as is from time to time thought fit ;
 - (c) To raise or borrow money upon such terms and in such manner as it thinks fit ;
 - (d) To secure the repayment of moneys so raised or borrowed or the repayment of debt or liability of the incorporated association by giving mortgages, charges or securities upon or over all or any of the property of the incorporated association;
 - (e) To do such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the incorporated association ;
 - (f) To act as a trustee and accept and hold upon trust real and personal estate.
Provided however that the association shall not have power as trustee of a trust to do any act or thing that, if done by it otherwise than as trustee, would contravene the provisions of the Act or the statement of purposes or the rules.

CONSTITUTION AND RULES

NAME

1. The name of the incorporated association is the Midland Amateur Radio Club Incorporated. (in these rules called "the Association").

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears - :
"Committee" means the Committee of Management of the Association.
"Financial Year" means the year ending on the 31st. of December.
"General Meeting" means a general meeting of members convened in accordance with Rule 12.
"Member" means a member of the Association.
"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 23.
"The Act" means the Associations Incorporation Act 1981.
"The Regulations" means Regulations under the Act.
- (2) In these Rules, a reference to the Secretary of an Association is a reference - :
 - (a) Where a person holds office under these Rules as Secretary of the Association - to that person; and
 - (b) In any other case, to the Public Officer of the Association.
- (3) Words importing the masculine gender include the feminine gender.

APPLICATION FOR MEMBERSHIP

3. (1) A person who is nominated and approved by the Committee for membership as provided in sub-clause (6) in these Rules is eligible to be a member of the Association on payment of the entrance fee (where applicable) and the annual subscription in advance.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) shall not be admitted to membership - :
 - (a) unless nominated as provided in sub-clause (3) ; and
 - (b) the admission as a member is approved by the Committee.

- (3) A nomination of a person for membership of the Association -:
 - (a) shall be made in writing on the form set out in Appendix 1 ; and
 - (b) shall be lodged together with the appropriate fee with the Secretary of the Association to be referred to the Committee.
- (4) Upon a membership nomination being lodged with the Committee, the Committee shall determine by vote whether to approve or to reject the nomination. The Secretary shall, with as little delay as possible, notify the nominee in writing of the approval or rejection for membership of the Association. The decision of the Committee shall be final.
- (5) The Secretary shall upon the Committee's approval of the nomination enter the applicants name in the register of members, he shall then be known as a member of the Association and receive a copy of the Associations Constitution and Rules.
- (6) A right, privilege or obligation of a person by reason of membership of the Association shall -:
 - (a) not be transferred or transmitted to another person ;
 - (b) terminate upon the cessation of membership whether by death or resignation ; and
 - (c) terminate if the annual subscription remains unpaid for more than ninety days from the due date.

CLASSES OF MEMBERSHIP

4. (1) "Full Members": shall be holders of a current Australian Amateur Radio licence recognised by the Commonwealth Government of Australia and reside permanently in Australia. They may hold any office and vote on all matters.
- (2) "Associate Members": shall be any other person. They may not hold office and may not vote on any matter.

HONORARY LIFE MEMBERS

5. Persons of distinguished position or attainments or who have rendered valuable assistance to the Association may be elected Honorary Life Members of the Association in General Meeting upon the recommendation of the Committee. They shall be entitled to all membership privileges and be exempt from payment of fees and contributions but shall not be entitled to hold office or vote unless they have qualified for " Full Membership " prior to election as an Honorary Life Member.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

6. (1) The entrance fee, if applicable, shall be as determined by the Committee from time to time.
- (2) The annual subscription for Full Members and Associate Members shall be such sum as may be decided upon by the Committee from time to time but in the case of such members joining the Association during any month other than January in any financial year their subscription for the unexpired portion of the year shall be pro rata and payable in advance.

REGISTER OF MEMBERS

7. The Secretary shall keep and maintain a register of members in which will be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at reasonable hours by appointment.

RESIGNATION OF A MEMBER

8. (1) A member of the Association may resign from the Association in writing to the Secretary, such resignation to take effect either from the date of receipt of the letter or from the date specified in the letter. No portion of the subscription will be refundable.

- (2) Upon the receipt of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member resigned.

SUSPENSION AND EXPULSION OF A MEMBER

9. (1) Subject to these Rules, the Committee may by resolution -:
 - (a) expel a member from the Association ; or
 - (b) suspend a member from the Association for a specified period ;if the Committee is of the opinion that the member -:
 - (i) has failed to comply with these Rules ; or
 - (ii) has been proven guilty of conduct prejudicial to the interests of the Association.

- (2) If in the opinion of the Committee or if it shall be represented to the Committee by notice in writing and signed by at least three members that any member of any grade has been guilty of conduct prejudicial to the Association

- or which would render him unfit to continue as such a member, the Committee may call on him to appear before a special meeting of the Committee for consideration thereof and shall send to him a statement in writing setting out his alleged conduct at least twenty one days prior to the date of such meeting in order that he may appear and defend himself if he so desires.
- (3) If the Committee be not satisfied with any explanation given at such meeting or if none be offered, the member may at that meeting or at any adjournment thereof and by vote of at least two-thirds majority of members of the Committee be cautioned, suspended, required to resign or expelled from the Association. In the event of any of the above decisions being made the member shall not be entitled to any refund of subscription and shall forfeit all rights or claims upon the Association, its property and its funds.

- (4) Any member of any grade suspended, required to resign or expelled from the Association for any reason shall have the right of appeal to a Special General Meeting of the Association to be convened for that purpose by the Committee, he shall have the right to attend such Special General Meeting to state his case and he shall abide by the decision thereof which shall be final and conclusive.

ANNUAL GENERAL MEETING

- 10.**
- (1) The Association shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be conducted on such day as the Committee determines, however shall not be held more than fifteen months following the date of the preceding Annual General Meeting.
- (3) The notice of Annual General Meeting shall be specified as such in the notice forwarded by post to members not less than twenty one days prior to the meeting.
- (4) The ordinary business of the Annual General Meeting shall be :-
- (a) to confirm the minutes of the last preceding Annual General Meeting ;
- (b) to receive reports from officers of the Association ;
- (c) to elect officers of the Association and the ordinary members of the Committee ;
- (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act ;
- (e) to appoint an Auditor who is not a member of the Association to audit the Association's books ; and

- (f) to transact business of which notice has been given to the Secretary in writing not less than thirty days before the date of the Annual General Meeting.
- (5) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- (6) A quorum at the Annual General Meeting shall consist of 25% of members entitled under these Rules to vote.

SPECIAL GENERAL MEETING

- 11. (1) A Special General Meeting of the Association shall only be held by direction of the Committee or on a written request to the Secretary signed by no fewer than five members. Such direction or written request shall state the purpose for which the meeting is to be held and at such Special General Meetings no matters shall be considered except those specified in the notice convening the same. The Secretary shall post to every member of every grade notice of the date, place and time of such Special General Meeting not less than twenty one days prior to the date of the meeting.
- (2) If a meeting be not so called within twenty one days from the deposit of the requisition, the requisitionists may themselves convene the meeting but any meeting so convened shall not be held after two months from the date of such deposit.
- (3) Any meeting convened under the last preceding paragraph by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Committee.
- (4) Where it is proposed to pass a special resolution which requires also a confirmatory meeting, the two meetings may be convened by one and the same notice and it is to be no objection to such notice that it convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting. This paragraph shall apply to meetings convened by requisitionists as well as to all other meetings.

GENERAL MEETINGS

- 12. The business of Ordinary General Meetings of the Association shall be to announce any matter of general interest or importance to the Association which shall have received the approval of the Committee and to proceed with any other business that

may be authorised by the Chairperson as necessary for the conduct of the Association.

NOTICE OF MEETINGS

13. (1) The Secretary of the Association shall, at least twenty-one days before the date fixed for holding a Special General Meeting or an Annual General Meeting of the Association, cause to be sent to each financial member of the Association at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to reach the Secretary thirty days prior to the next meeting, the Secretary shall then include that business in the notice calling the meeting.

PROCEEDINGS AT MEETINGS

14. (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless 25% of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) 25% of members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a Special General Meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned sine die. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.

15. (1) The President or, in the President's absence, the Vice-President shall preside as Chairperson at each general meeting of the Association.
(2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
16. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
(2) Except as provided in sub-clause (1), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. A question arising at a general meeting of the Association shall be determined in such manner as decided by the Chairperson. A declaration by the Chairperson that a resolution has been carried or carried unanimously, or carried by a particular majority or lost and an entry made to that effect in the Minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
18. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
(2) All votes shall be given personally or by proxy.
(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to have a second or deliberative and casting vote.
19. (1) If at a meeting a poll on any business transacted is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that business.
(2) A poll that is demanded on the election of a Chairperson or the request for an adjournment shall be taken forthwith and a poll that is demanded on any business shall be taken at such time before the close of the meeting as the Chairperson may direct.

20. A member is not entitled to vote at any general meeting unless that person is a financial member of the Association at the time of the meeting.

21. (1) Each member is entitled to appoint another member as a proxy by giving notice in writing to the Secretary not later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

22. (1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 24.

(2) The Committee -:

- (a) shall manage the business and affairs of the Association ;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association ; and
- (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be reasonable for the proper management of the business and affairs of the Association.

23. (1) The officers of the Association shall be only full members as defined in clause 3 sub-clause (4) and shall be -:

- (a) a President ;
- (b) a Vice-President ;
- (c) a Secretary ; and
- (d) a Treasurer .

(2) The provisions of Rule 25 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

(3) Each officer of the Association shall hold office until the Annual General Meeting next after the date of the officer's election but is eligible for re-election except for the President whose term of office shall be for a maximum of three consecutive years unless no other member of the Association is available to take over the Presidency.

(4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

24. (1) Subject to section 23 of the Act, the Committee shall consist of -:

- (a) the officers of the Association ;
 - (b) two ordinary members ;
 - (c) an Assistant Treasurer ; and
 - (d) a Technical Officer.
- Each of whom shall be elected at the Annual General Meeting of the Association in each year.

(2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the Annual General Meeting next after the date of election but is eligible for re-election.

(3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

ELECTION OF OFFICERS AND VACANCY

25. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee -:

- (a) shall be made in writing, signed by two financial members of the Association and accompanied by the written consent of the candidate, (which may be endorsed on the form of nomination) ; and
- (b) shall be delivered to the Secretary of the Association not less than thirty days before the date fixed for the holding of the Annual General Meeting.

(2) If the number of nominations received is equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected *ipso facto*.

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

- (4) If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received from the floor at the Annual General Meeting.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office at the same election.

- 26.** For the purposes of these Rules, the office of an officer of the Association or of an ordinary Committee member becomes vacant if the officer or member -:
- (a) ceases to be a member of the Association ;
 - (b) becomes an insolvent ;
 - (c) resigns from office by notice in writing given to the Secretary ;
 - (d) is absent from three consecutive Committee meetings without permission from the Committee ; or
 - (e) does not perform the respective duties to the satisfaction of the Committee.

PROCEEDINGS OF COMMITTEE

- 27.**
- (1) The Committee shall meet at least three times in each year at such place and such time as the Committee may determine.
 - (2) Special meetings of the Committee may be convened by the Secretary or by any four of the members of the Committee.
 - (3) Notice shall be given to members of the Committee of any meeting specifying the general nature of the business to be transacted.
 - (4) Any four members of the Committee constitute a quorum, no business shall be transacted unless a quorum is present.
 - (5) At meetings of the Committee - :
 - (a) the President or, in his absence the Vice-President shall preside ; or
 - (b) if the President and the Vice-President are absent, one of the Committee persons present shall be elected by the members to preside.

- (6) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined in such manner as decided by the Chairperson.
- (7) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (8) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

DUTIES OF THE OFFICERS OF THE ASSOCIATION

- 28.**
- (1) The President shall preside at all meetings and shall present an Annual Report to the Association.
 - (2) The Vice-President shall act in the absence of the President.
 - (3) The Secretary of the Association shall -:
 - (a) conduct correspondence on behalf of the Association ;
 - (b) keep all the minutes of both General and Committee meetings in books provided for that purpose ;
 - (c) keep a record of the names of persons present at each of the respective meetings ; and
 - (d) must ensure that a copy of the Constitution of the Association be present at all meetings.
 - (4) The Treasurer of the Association shall -:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association. Any moneys not required for the time being shall be invested as the Committee directs ;
 - (b) keep accounts and books of the financial affairs of the Association with details of all receipts and expenditure connected with the activities of the Association ;
 - (c) present an audited financial report to members at the Annual General Meeting ; and
 - (d) make the accounts and books referred to in sub-clause (b) available for inspection by members at a reasonable hour, by appointment.

REMOVAL OF A MEMBER OF THE COMMITTEE

- 29.** (1) The Association in Special General Meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or the President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

- 30.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and one member of the Committee, or by the Secretary and one member of the Committee.

SEAL

- 31.** (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the resolution of the Committee and the affixing thereof shall be attested by the signatures of two members of the Committee.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 32.** These Rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

- 33.** (1) A notice may be served by or on behalf of the Association upon any member by sending it by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have

been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

- 34.** In the event of the winding up or cancellation of the incorporation of the Association, the assets of the Association shall be disposed of to any like Association having the same aims or interests as determined by the Special General Meeting called for the purpose of winding up the Association.

CUSTODY OF RECORDS

- 35.** Except as otherwise provided in these Rules, all books, documents and securities of the Association shall be kept in the custody of, or under the control of the Secretary.

FUNDS

- 36.** The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee may determine from time to time.
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APPENDIX 1

MIDLAND AMATEUR RADIO CLUB Inc. Application for membership

SURNAME.....
(Block Letters Please)
INITIALS.....PREFERRED NAME.....
ADDRESS.....
MEMBERSHIP OF THE W.I.A. Yes [] No [] POSTCODE.....
CALLSIGN.....

I,.....
(Full name of applicant)
desire to become a member of the Midland Amateur Radio Club Inc.
In the event of my admission as a member, I agree to be bound by the Rules of the
Association for the time being in force.
SIGNATURE.....DATE.....

PROPOSER.
I,..... being a member of the Midland Amateur Radio Club
Inc. nominate the applicant who is known to me, for membership of the Association.
SIGNATURE.....DATE.....

SECONDER
I,..... being a member of the Midland Amateur Radio Club
Inc. second the applicant who is known to me, for membership of the Association.
SIGNATURE.....DATE.....

(For office use)
Received...../...../..... Submitted to Committee...../...../.....
Approved...../...../..... Applicant advised...../...../.....
Entered in Register...../...../..... Entered in Databank...../...../.....

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I(callsign).....
of being a member of
the Midland Amateur Radio Club Inc. hereby appoint
of being a member of
that Incorporated Association, as my proxy to vote for me on my behalf at the Annual
General Meeting / Special General Meeting (delete as appropriate) of the Association to
be held on the day of 19.... and at any adjournment of that
meeting.

My proxy is authorised to vote at his discretion or in favour of / against (delete as
appropriate) the resolution (insert details).

Signed.....

The..... day of..... 19....

