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Assented to by the members of The Adelaide Hills Amateur Radio Society, Inc
On XXth of February, 2020.

Draft as agreed by committee 14/01/2020

1 NAME

The name of the incorporated association is **ADELAIDE HILLS AMATEUR RADIO SOCIETY INCORPORATED**, referred to herein as “the society”

2. DEFINITIONS

“committee” means the committee of management of the society

“general meeting” means a general meeting of members of the society convened in accordance with these rules

“member” means a member of the society

“the Act” means the Associations Incorporation Act 1985

“special resolution” means a special resolution defined in the Act

“month” shall mean a calendar month.

“AGM” means the Annual General Meeting.

“WIA” means the Wireless Institute of Australia Incorporated.

3. OBJECTS OF THE SOCIETY

- a). The association of persons interested in the science of radio communication:
- b). To promote and support Amateur Radio.
- c). To educate the members of the Society and other interested persons in the theory and practice of Amateur Radio, electronics, computing, and related activities:
- d). To engage in any activity of interest or benefit to the Members in pursuit of the specified objects.

4. POWERS OF THE SOCIETY

- a) . The powers of the society are subject to the Act and these rules.
- b) . The society shall have all the powers conferred by section 25 of the Act, including the power to own, buy and sell property

5. MEMBERSHIP

- a). The society shall consist of an unlimited number of Licensed Amateur Radio Operators, and other persons with an interest in radio communications and electronics.
- b). Applications for membership shall be submitted to the Executive, on the current application form, and with payment of the current fee.
- c). Method of Application. Any person who, applies for membership of the society shall be proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder.
Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the society.

5.1 TYPES

A member is a person who is fully financial with the society for the current year.

5.2 SUBSCRIPTIONS

- a). The entrance fee and annual subscriptions payable by Members shall be set at the Annual General Meeting.
- b). **Financial Status:** Any member who is unfinancial at the close of the April General Meeting or after 60 days following the Annual General Meeting, whichever is later, shall be deemed to have resigned with effect from the date on which that member was last financial.

5.3 RESIGNATIONS

A Member may resign from membership at any time by giving notice in writing to the Secretary, but shall continue to be responsible for any monies payable at the date of resignation, pursuant to this Constitution.

5.4 EXPULSION OF A MEMBER

- a). Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the society.
- b). Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c). The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to **5.4d** below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d). It shall be open to a member to appeal to the society in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the society within 14 days after the determination of the committee has been communicated to the member.
- e). In the event of an appeal under **5.4d** above, the appellant's membership of the society shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the society in general meeting after the appellant has been heard by the members of the society, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 REGISTER OF MEMBERS

- a). The Treasurer shall maintain the Register and shall ensure that committee members have a current copy of the Register.
- b). The register shall contain:
 - i) the name, address, and callsign of each member;
 - ii) the date on which each member was admitted to the society; and
 - iii) if applicable, the date of, and reason(s) for, termination of membership.

6. EXECUTIVE AND COMMITTEE

- a). The Executive of the society shall consist of the Executive Officers (**see 6.2**).
- b). Powers of the Executive: The Executive may make decisions outside of committee meetings where an urgent decision is required and time is too short to hold a committee meeting. Such decisions are to be reported and explained to the committee at the next committee meeting.
- c). Committee: The society shall have a committee, consisting of the Executive, and up to three non-executive committee members, all being elected by the membership. It may meet from time to time beside the General Meetings and may conduct any business of the society.

6.1 POWERS AND DUTIES

- a). The affairs of the society shall be managed and controlled by the committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the society, and are not by the Act or by these rules required to be done by the society in general meeting.
- b). The committee has the management and control of the funds and other property of the society.
- c). The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the society on which these rules are silent.
- d). Public Officer:
The committee shall, at the AGM, appoint the Public Officer for the club for the coming year. In the event that no member offers to fill that role, then it shall default to the elected secretary. The Office of Consumer Affairs shall be advised as required under the Act.
- e). The elected committee will have the authority to run the society in the manner that it believes is in the best interests of the society.

6.2 APPOINTMENT OF OFFICERS

The committee shall be composed of the Executive and other officers of the society.

- a). The Executive Officers of the society shall be the President, Vice President, Secretary and Treasurer, who shall be Members and who may, if there is no nomination for all of these posts, occupy more than one office. These officers shall form the Executive. (**Vide 6 a**).
- b). The President: A member may be elected to the position of President for a maximum of three consecutive years provided however, that there is a nomination by another member eligible for election to that position. In the event that there are no nominations for the position and the retiring President is willing to continue, then he/she will be eligible for re-election without nomination as per 6.2 i).
- c). The Vice President deputises for the President in his/her absence.
- d). The Secretary shall keep minutes of committee and other meetings, and handle and record correspondence.
- e). The Treasurer shall keep books of accounts and compile financial reports.
- f). A committee member shall be a natural person.
- g). The committee may appoint a member to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the society and shall be eligible for election to the committee without nomination.
- h). The committee may appoint non-elected officials to various posts as deemed required by the committee for the effective running of the society.

Nominations.

- i). A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the society has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the society. The nomination shall be signed by the proposer and by the nominee. Nominees may be nominated for more than one position, but, subject to 6.2 a), must accept the first position to which they are elected.
- j). Notice of all persons seeking election to the committee shall be given to all members of the society with the notice calling the meeting at which the election is to take place.

6.3 PROCEEDINGS OF COMMITTEE

- a). The committee shall meet together for the dispatch of business at least monthly.
- b). Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c). A quorum for a meeting of the committee shall be one half of the members of the committee.
- d). A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the society must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose to the committee the nature and extent of his or her interest in the contract prior to it being let.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a committee member shall become vacant if a committee member is:

- a). disqualified from being a committee member by the Act; **or**
- b). expelled as a member under these rules; **or**
- c). permanently incapacitated by ill health; **or**
- d). absent without apology from more than four meetings in a financial year; **or**
- e). no longer the duly appointed representative of a corporate member.

7. THE SEAL

The society shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the society. The affixing of the seal shall be witnessed by the chairperson and the secretary.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETINGS

- a). The Annual General Meeting (AGM) shall be held in February, with the February General Meeting immediately following.
- b). The order of the business at the AGM shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) the consideration of the accounts and reports of the committee and the auditor's report
 - iii) the election of committee members
 - iv) the appointment of auditors

8.2 SPECIAL GENERAL MEETINGS

- a). The committee must, on the request in writing of members representing not less than 30 per cent of the total number of members, convene a Special General Meeting of the society.
The request for a Special General Meeting must-
 - (i) state the objects of the meeting; and
 - (ii) be signed by the members requesting the meeting; and
 - (iii) be sent to the address of the General Secretary.
 - (iv) No business shall be conducted at the Special General Meeting other than that for which the Meeting was called.
- b). The committee may call a Special General Meeting of the society at any time.
- c). If the committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the General Secretary, the members making the request, or at least 50% of their number, may convene a Special General Meeting to be held not later than 3 months after that date.
- d). If a Special General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the society to the persons incurring the expenses.
- e). If within 30 minutes after the time appointed for a Special General Meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse
- f). For Special General, and Annual General Meetings, not less than two weeks notice is required. The committee shall contact all members by whichever means are convenient and effective, including – but not limited to – electronic email; posted notice, and club newsletter. See 8.3.f, g & h).

8.3 NOTICE OF MEETINGS

- a). Notice of Meetings: Dates of general meetings shall be publicised at preceding meetings; in the club Newsletter, on the society website, and on the regular society radio net.
- b). General Meetings shall be held each month, subject to 8.3 c).
- c). Variation of Meetings: With the exception of the AGM, the Executive or its delegated officer may rule that a General Meeting shall be a social meeting.
- d). Subject to 8.3 e), at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held.
- e). Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- f). A notice may be given by the society to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See 8.2.f)
- g). Where a notice is sent by post:

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- i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- h).** Where a notice is sent by electronic mail:
- i). the service is effected by sending to the last email address provided to the society by the member
 - ii). unless the contrary is proved, service will be taken to have been effected at the time at which the email was sent.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- a).** Quorum: No business shall be conducted at any General Meeting unless a quorum be present, such quorum to consist of five Members or 30% of the current Membership, whichever is the lesser.
- b).** If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to the next regular meeting, If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.
- c).** Subject to 8.4d, the President shall preside as chairperson at a general meeting of the society.
- d).** Chair: The President shall be the Chairperson, or if the President be absent the Vice President, or if the Vice President be absent a Member elected from those present.
- e).** Business of General Meetings: The reading and approval of the minutes of the previous meeting; admission of new members; and such items as the chairperson considers necessary for the effective running of the club.
- f).** If the chairperson is not present within five minutes after the time appointed for holding the meeting, or declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 VOTING

- a).** Voting: Each Member is entitled to one vote on any ballot, except that the Chairperson shall in addition have a casting vote.
- b).** Order of Voting for Office Holders at Annual General Meetings: President; Vice President; Secretary; Treasurer; ordinary committee members.
- c).** Voting: The Officers and other committee members shall be determined by vote at the AGM.
- d).** Subject to these rules, every member of the society has only one vote at a meeting of the society.
- e).** Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- f).** Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- g).** A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the society, to represent it at a particular general meeting or at all general meetings of the society. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall have only one vote, and be deemed to be a member of the society for all purposes until the authority to represent the corporate member is revoked.

8.6 POLL AT GENERAL MEETINGS

- a).** If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b).** A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- a).** A special resolution is a special resolution as defined in the Act.
- b).** An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the society to be their proxy, and attend and vote at any general meeting of the society.

9. MINUTES

- a). Proper minutes of all proceedings of general meetings of the society and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b). The minutes kept pursuant to this rule must be confirmed by the members of the society or the members of the committee (as relevant) at a subsequent meeting.
- c). The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d). Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

- a). The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - (i) a member and another member
 - (ii) a member and the society
- b). The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c). If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d). In this rule "member" includes any person who was a member not more than six months before the dispute occurred. Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the society, the rules of natural justice must be observed Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated society or by a former member expelled from the society (provided that the application is made within six months of the expulsion), who believes that the affairs of the society are being conducted in a manner that is oppressive or unreasonable.

11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

The financial year shall commence on January 1 and close on December 31 each year.

11.2 ACCOUNTS TO BE KEPT

Accounts:

- a). Bank Account: The Executive shall open an account in the society's name with a Bank or Credit Union or Building society. The account shall be operated by the Officers, and any other committee member/s as may be required, any two of whom shall sign cheques or withdrawal instruments.
- b). Books of Accounts: The Treasurer shall keep books of accounts showing all the financial transactions of the society including a list of current Members.
- c). Financial Report: At the Annual General Meeting the Treasurer will lay before the society the Balance Sheet and Treasurer's Report.

The society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the society in accordance with the Act.

11.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS (ANNUAL RETURN).

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the Annual General Meeting.

11.4 APPOINTMENT OF AUDITOR

- a). At each annual general meeting, the members shall appoint a person to be auditor of the association (see 8.1 b) iv).
- b). The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c). If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and property of the Adelaide Hills Amateur Radio Society Incorporated shall be applied solely towards the promotion of the objects of the Adelaide Hills Amateur Radio Society Incorporated and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members or relatives of members of the Adelaide Hills Amateur Radio Society Incorporated provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Adelaide Hills Amateur Radio Society Incorporated or to any members of the Adelaide Hills Amateur Radio Society Incorporated in return for any services actually rendered to the Adelaide Hills Amateur Radio Society Incorporated or reasonable and proper rental for premises let by any member to the Adelaide Hills Amateur Radio Society Incorporated.

13. WINDING UP

If upon the winding-up or dissolution of the Adelaide Hills Amateur Radio Society Incorporated there remains (after satisfaction of all debts and liabilities) any property whatsoever, such property shall not be paid or distributed among members of the Adelaide Hills Amateur Radio Society Incorporated, but shall be distributed to other body or bodies having similar objects to the Adelaide Hills Amateur Radio Society Incorporated or to such charitable body or bodies which prohibit the distribution of its income and property among its members. All Members shall be liable in equal share for any outstanding debts of the Adelaide Hills Amateur Radio Society Incorporated to a maximum of \$2.00 (two dollars) per member.

14. APPLICATION OF SURPLUS ASSETS

- a). If after the winding up of the society there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b). Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15. RULES

Amendment to the Constitution and By Laws:

This Constitution and By-laws may be amended by special resolution of which at least two weeks notice has been given to all Members in writing or by electronic mail, and carried by a two-thirds majority of Members present at a General Meeting, Annual General Meeting or Special General Meeting.

Procedure: Proposed amendments may be lodged by any member to an Executive Officer, who shall ensure that they are tabled for resolution at the next suitable meeting, and that the provisions of the Constitution concerning amendments are adhered to.

Alterations to the Constitution shall be registered with the Office of Consumer and Business Affairs.

The registered rules shall bind the society and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

NOTE: Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the society which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.

BY-LAWS

CONSTITUTION OF THE ADELAIDE HILLS AMATEUR RADIO SOCIETY, inc. 2006.

The by-laws, as assented to by the membership of the society, shall be read as one with the Constitution.

(Nil By-laws.)