## Border Ranges

## Amateur Radio Club Inc

## Constitution \& Model Rules


(Updated February 2022)

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# CONSTITUTION 

# Border Ranges Amateur Radio Club Inc NSW <br> (Hereafter called the Association) 

## AIMS AND OBJECTIVES

To communicate, affiliate, or enter into other relations, whether formal or informal, with other clubs, Associations or other bodies having similar purpose or to subscribe to, become a member of, or cooperate with any such clubs, Associations, or other bodies in any way as may be likely to further the aims and objectives of the Association.
2. To borrow, raise or in other fashion find money to further these objectives.
3. To promote and foster an interest in electronics and the hobby of amateur radio.

## RULES

## PART 1 - PRELIMINARY

## INTERPRETATION

1. In these rules, except in so far as the context or subject matter otherwise indicates or requires: "General Meeting" means general meeting of the members of the Association properly convened in accordance with the rules.
"Rules" means rules of constitution of the Association as set out herein and as may be amended from time to time by the members of the Association gathered at a General Meeting.
"Secretary" means the person holding office under these rules as Secretary of the Association or, where no such person holds that office, the Public Officer of the Association
"The Act" means the Associations Incorporation Act, 1984.
"The Regulation" means the Association Incorporation Regulations Act, 1999.
The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under that
"Schedule of Fees" means the Association's yearly fees on going for that period, as set at the newly elected Committee of the Association at the Annual General Meeting.
"Executive Administration" means the Association's valid President, Treasurer and Secretary.

## PART 2 - MEMBERSHIP

## MEMBERSHIP QUALIFICATIONS AND APPLICATION

2. A person is eligible to be a member of the Association if, but only if
(a) The person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act, or
(b) The person is a natural person:
(i) Who has been nominated for membership of the Association as provided by rule 3 ; and
(ii) Has been approved for membership of the Association by the meeting of the Association.

## NOMINATION FOR MEMBERSHIP

3. (a) A nomination of a person for membership of the Association
(i) Must be made by a member of the Association in writing in the form set out in Appendix 1 to these rules, and
(ii) Must be lodged with the secretary of the Association
(b) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the next meeting which is to determine whether to approve or reject the nomination.
(c) If the meeting determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee. Of the notification) the sum payable under
(d) The secretary must, on payment by the nominee of the amounts referred to in clause (c) register within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
(e) The Committee has the capability to offer, Honorary Membership, to any sole person(s). The Honorary Member is not allowed to partake in any voting executed by the Association.
(f) The Committee has the capability to offer, Life Membership, to any existing member. The Life Member is excluded from all ongoing membership fees and is allowed to partake in any voting executed by the Association.

## CESSATION OF MEMBERSHIP

4. A person ceases to be a member of the Association if the person:
(a) Dies,
(b) Resigns that membership,
(c) Is expelled from the Association,
(d) Is not a financial member.

## MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. A right, privilege or obligation which a person has by reason of being a member of the Association:
(a) Is not capable of being transferred or transmitted to another person, and
(b) Terminates on cessation of the person's membership

## RESIGNATION OF MEMBERSHIP

6. (a) A member of the Association, is not entitled to resign that membership except in accordance with this rule.
(b) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign, and on the expiration of the period of notice, the member ceases to be a member.

## REGISTER OF MEMBERS

7. (a) The Secretary/Public Officer shall establish and maintain a register of members of the Association all specifying the name and address including the electronic postal address of each person who is a member of the Association, together with the date on which the person becomes a member.
(b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

## FEES AND SUBSCRIPTIONS, ETC

8. (a) A member of the Association must, on admission to membership, pay to the Association any fees as defined in the Association's Schedule of Fees.
(b) In addition to any amount payable by the member under clause (a), a member of the Association must pay to the Association an annual membership fee as defined in the Association's Schedule of Fees or, if some other amount is determined by the committee, that amount. Fees are payable by the end of February each year. If the member is un-financial by the AGM, he/she will have to re-join the Association, and pay all applicable fees \& outstanding dues.
(c) Fees will be subject to an annual review.

## MEMBER'S LIABILITIES

9. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 8.

## RESOLUTION OF INTERNAL DISPUTES

10. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community-Justice Centres Act, 1983.

## DISCIPLINING OF MEMBERS

11. (a) A complaint may be made by any member of the Association that some other member of the Association
(ii) Has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
(b) On receiving such a complaint, the committee
(i) Must cause a Notice of Complaint to be served on the member concerned; and
(ii) Must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint: and
(iii) Must take into consideration any submissions made by the member in connection with the complaint.
(c) The committee may, by Resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
(d) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, shall cause Written Notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
(e) The expulsion or suspension does not take effect,
(i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
(ii) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 12(d), whichever is the later.

## RIGHT OF APPEAL OF DISCIPLINED MEMBER

12. (a) A member may appeal to the Association in general meeting against a resolution of the committee under rule 111 within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice 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 member under clause (a) the secretary must notify the committee which is to convene a general meeting of the Association to be held within $\mathbf{2 8}$ days after the date on which the secretary received the notice.
(d) At a general meeting of the Association convened under clause (c):
(i) No business other than the question of the appeal is to be transacted, and
(ii) The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
(iii) 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 the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## PART 3 - THE COMMITTEE

## POWERS OF COMMITTEE

13. The committee is to be called, The Committee of Management of the Association, and subject to the Act, the Regulations, and these rules, and to any resolution passed by the Association in the general meeting,
(a) Is to control and manage the affairs of the Association, and
(b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and
(c) has the power to perform all such things as appeared to the committee to be necessary or desirable for the proper management of the affairs of the Association.
(d) May pass such a by-law as it may deem appropriate to meet the needs of and preserve the safety of its members and/or all other persons likely to be affected by the activities of the Association. Any such by-law shall be notified to all members and may be amended or modified, by majority vote of the members taken at any general meeting requested by a member and/or called by the committee which shall inform all members of the requisition to amend or modify its by-law.

## CONSITITUTION AND MEMBERSHIP

14 (a) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of
(I)The office-bearers of the Association, and
(ii) a minimum of two (2) ordinary members, each of whom is to be elected at the Annual General Meeting of the Association under rule 15.
(b) The officers-bearers of the Association are to be:
(i) President \& must hold a valid Australian Government amateur radio license
(ii) Secretary/Public Officer and must hold a valid Australia Government amateur radio license
(iii) Treasurer
(c) Each member of the committee is, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.
(d) In the event of a casual vacancy occurring in the membership of the committee, the members shall elect at the next general meeting of the Association a new committee person subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment and must comply with all conditions in holding the position temporarily.

## ELECTION OF MEMBERS

15. (a) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
(i) Must be made in writing, signed by two (2) members of the Association, and accompanied by the written consent of the candidate (which may be endorsed on the Form of Nomination) and
(ii) Must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting, at which the election is to take place.
(b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
(c) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
(d) If the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held.
(e) The ballot for election of the office-hearers and ordinary members of a committee shall be conducted by written ballot at the Annual General Meeting in such usual and proper manner as the committee may recommend.

## SECRETARY

16. (a) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
(b) It is the duty of the Secretary of a committee to keep minutes of:
(i) All appointments of office-bearers and members of the committee
(ii) Secretary must always maintain a full record of all members
(iii) The names of the members of committee present at a committee or a general meeting
(iv) all proceedings at committee meetings and general meetings; and
(c) Minutes of proceedings at a meeting must be signed by the chairperson of the next succeeding meeting.

## TREASURER

17. It is the duty of the Treasurer to ensure:
(a) All money due to the Association is collected and received from the secretary and that all payments authorised by the Association are made; and
(b) That correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Executive Administration of the Association.

## CASUAL VACANCIES

18. For the purposes of these rules a casual vacancy occurs in the office of a member of a committee if the member:
(a) dies
(b) ceases to be a member of the Association
(c) resigns office by notice given to the Secretary of the committee
(d) becomes insolvent under administration within the meaning of the Corporation Law, or
(e) is removed from office under rule 29; or
(f) becomes mentally incapacitated person, or
(g) is absent without consent of the committee from all meetings of the committee held during a period of 3 mths

## REMOVAL OF A MEMBER

19. (a) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
(b) If a member of the committee to whom a proposed resolution referred to in clause (a) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations 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 the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolutions is presented.

## MEETINGS AND QUORUM

20. (a) The committee shall meet at least three (3) times in each 12-month period at such a place and time as the committee may determine.
(b) Additional meetings of the committee may be convened by the President or by any two others of its members, with notice to the President.
(c) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may unanimously be agreed on by the members of the committee) before the time appointed for the holding of the meeting.
(d) Notice of a meeting given under clause (c) must specify the general nature of the business to be transacted at the meeting.
(e) Any 3 members of the committee constitute a quorum for the transaction of the business of a, Meeting of the Committee
(f) No business is to be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
(g) If at the meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
(h) At a meeting of the committee:
(i) The President is to preside, or
(ii) If the President is absent or unwilling to act, any one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
(i) Meetings maybe conducted face to face, or over the Association's radio infrastructure, and optionally, via any electronic means as deemed suitable by the committee.

## VOTING AND DECISIONS

21. (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or subcommittee present at the meeting.
(b) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second casing vote.
(c) Subject to rule 20(5) the committee may act despite any vacancy on the committee.
(d) Any act or thing done or suffered or purporting to have been done or suffered by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defeat that may afterwards be discovered in the appointment or qualification of any member of the committee or subcommittee.

## PART IV - GENERAL MEETINGS

## ANNUAL GENERAL MEETINGS - HOLDING OF

22. (a) With the exception of the first Annual General Meeting of the Association, the Association must, once in each calendar year and within the period of six months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members
(b) The Association shall hold its first Annual General Meeting within the period of six (6) months after the expiration of the first financial year of the Association.
(c) The Association shall operate any financial operations with a financial year of July 1 to June 30.
(d) Clauses (a) and (b) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

## ANNUAL GENERAL MEETING— CALLING OF AND BUSINESS AT

23. (a) The Annual General Meeting of the Association shall be convened on such a date and at such a place and time following the first AGM.
(b) In addition to any other business which may be transacted at the Annual General Meeting, the business of an Annual General Meeting is to include the following:
(i) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting
(ii) To receive from the committee reports on the activities of the Association during the last preceding year,
(iii) To receive and consider the statement, which is, required to be submitted to members under Section 26(6) of the Act.
(c) To elect office-bearers, and ordinary members of the committee, an Annual General Meeting must be specified as such in the notice convening it.
(i) Election of officers to be voted on by secret ballot
(ii) A returning officer \& scrutineers to be elected for the following ensuing year.

## SPECIAL GENERAL MEETINGS - CALLING OF

24. (a) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
(b) The committee must, on the requisition in writing of at least 5\% of the total number of members, convene a Special General Meeting of the Association.
(c) A requisition of members for a Special General Meeting Must state the purpose or purposes of the meeting, and
(ii) Must be signed by the members making the requisition and
(iii) Must be lodged with the secretary, and
(iv) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
(v) If the committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
(d) A Special General Meeting convened by a member or members as referred to in clause 24(c) must be convened as early as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred,

## NOTICE

25. (a) Except where the nature of the business proposed to be dealt with requires a special resolution, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or electronic post to each member entitled at the member's address appearing on the register of members, a notice specifying the place, date and time of the meeting and the nature of business proposed to be transacted at the meeting..
(b) Where the nature of business to be dealt with at a general meeting requires a special resolution, the Secretary of the committee concerned shall, within 21 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member entitled in the register of members
(c) No business other than that specified in the notice convening an Annual or Special General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business of a general nature: of which prior notice has not been given and which a majority of the members present determine may be transacted.
(d) A member desiring to bring any business not of a general nature before a general meeting may give notice in writing, to the Secretary who shall include the business in the notice calling the next genera! meeting.

## PROCEEDURE

26. (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item of business.
(b) (Five members present, in person, and entitled to vote shall constitute a quorum for the transaction of business at a general meeting.
(c) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting
(i) if convened on the requisition of members, is to be dissolved; and
(ii) in any other case, is to stand adjourned to the same day in the following week and at a time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
(d) If at an adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the members present, being not less than 3 shall constitute a quorum.

## PRESIDING MEMBER

27. If the President is absent or unwilling to act, the members present must elect one of their numbers to preside as Chairperson, at that meeting.

## ADJOURNMENT

28. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

## VOTING - Making of Decisions

29. (a) A question arising at a general meeting shall be determined by a show of hands and, unless before or on declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously, or carried by a particular majority or lost, or an entry is made in the minute book to that effect, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
(b) At a general meeting a poll may be demanded by the chairperson or by not less than three members present in person at the meeting.
(c) If a poll is demanded at a general meeting, the poll must be taken:
(i) Immediately in the case of a poll which relates to the election of the chairperson of the meeting; or
(ii) In any other case, in such a manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

## SPECIAL RESOLUTION

30. A resolution of the Association is a special resolution
(a) if it is passed by a majority, which comprises at least three-quarters of such members of the Association as being entitled under these rules so to vote in person at a general meeting of which not less than 21 days written notice specifying the intention to propose a special resolution was given in accordance with these rules, or
(b) Where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

## VOTING

31. Upon any question arising at all meetings.
(a) Any member has one vote only
(b) All votes shall be given personally or by postal vote.
(c) In the case of equality of votes at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote; and
(d) A member is not entitled to vote at any general meeting of the Association unless he/she are financial at the time
(e) Nominations for office /management committee.
[i] Nominee's must be a financial member \& stating NAME \& Address \& call sign (if any) \& be proposed \& seconded by financial members on forms provided by the secretary.

## AGM VOTING PROCEDURES

32. Voting to be conducted as follows,
(a) Postal voting as per custom, allowing for delivery time between sending \& receiving, permitting all members to vote.
(b) Ballot papers to indicate. (Nomination of positions vacant) 5 positions available
(c) Marking of ballot to be indicated by an "X".
(d) Insufficient voting marks do not render the voting as informal. Where this occurs and ambiguity exists upon the form, the AGM chairman shall have the final decision unto which to apply the vote.
(e) If more marks than votes required the ballot paper becomes informal
(d) Returning of all postal voting papers to be in a sealed envelope addressed to the Returning Officer $\mathrm{C} /$ - The Club Secretary
(g) All postal voting envelopes are to only be opened by the returning officer.
(h) Proxy voting is not allowed.
(i) The form on the next page, outlines the conditions set above and shall be used as a Performa.

NOMINATION FOR MANAGEMENT OR COMMITTEE - BRARC.

PROPOSER: NAME and CALLSIGN (IF ANY): $\qquad$
NOMINEE: NAME and CALLSIGN (IF ANY): $\qquad$

SIGNATURE of PROPOSER: $\qquad$

TO NOMINATE A PERSON FOR AN EXECUTIVE POSITION YOU MUST ALSO NOMINATE THEM FOR A COMMITTEE POSITION. PLACE A CROSS [X] IN THE APPROPRIATE BOX.

## FOR THE POSITION OF

[ ] COMMITTEE. [ ] TREASURER. [ ]SECRETARY. [ ] PRESIDENT.
SECONDER: [NAME and CALLSIGN IF ANY): $\qquad$
SIGNATURE: DATE:

I (NAME and CALLSIGN IF ANY): $\qquad$
ACCEPT THE NOMINATION - [ ] YES or [ ] NO
SIGNATURE: $\qquad$ DATE:

## PART V - MISCELLANEOUS

## INSURANCE

33. The Association may affect and maintain insurance pursuant to section 44 of the Act. In addition to the insurance abovementioned, the Association may affect and maintain other insurance.

## FUNDS AND FUNDS MANAGEMENT

## FUNDS— SOURCE

34. (a) The funds of the Association shaft be derived from the entrance fees, annual subscriptions of members and donations, subject to any resolution passed by the Association in general meeting, such other resources as the Committee may determine.
(b) All money received by the Association shall be deposited as soon as practicable into the associations named bank account and
(c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## FUNDS MANAGEMENT

35. (a) Subject to any resolution passed by the Association in a general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
(b) All cheques, drafts, bills of exchange, promissory notes and any other negotiable instruments must be signed by two authorised signatories or to enable Internet Banking, authorised passwords of two members of the committee.

## ALTERATION OF AIMS AND RULES

36. The statement of objects and these rules may be altered, rescinded, or added to, only by a special resolution of the Association.

## COMMON SEAL

37. (a) The common seal of the Association shall be kept in the custody of the Secretary or Public Officer.
(b) The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of two members of the committee or of one member of the committee and of the public officers or the Secretary.

## INSPECTION OF BOOKS, ETC

38. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable place and hour.

## SERVICE OF NOTICES

39. (a) For the purpose of these rules, a special notice, may be served by or on behalf of the Association on any member either personally or by sending it by registered post to the member at the member's address shown in the register of members.
(b) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served.
(c) A record is to be kept of all events.

## General Club Business

40. General club business can be sent by post or electronic means to the members address or addresses, in the register of members.

## Winding Up

41. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall NOT be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to that of the Association, and which shall prohibit the distribution of their income and property among its or their members, such institutions to be determined by the members of the Association at or before the time of its dissolution, and in default the Wireless Institute of Australia, may have or acquire jurisdiction in the matter.

