

**CONSTITUTION OF THE FRANKSTON & MORNINGTON PENINSULA AMATEUR RADIO CLUB, INCLUDING THE ADAPTATION OF THE MODEL RULES FOR AN INCORPORATED ASSOCIATION.**

\* \* \* \* \*

- No.1. The name of the Incorporated Association is THE FRANKSTON & MORNINGTON PENINSULA AMATEUR RADIO CLUB. Inc. (In these rules called the "Club")

**INTERPRETATION**

- No.2. (1) In these rules, unless the contrary intention appears "Committee" means the Committee of Management of the Club.  
"Financial year" means the year ending on 31<sup>st</sup> of December.  
(*Amended on 14-11-1990 by Special Resolution to "end on 31<sup>st</sup> October"*).  
"General Meeting" means a general meeting for members convened in accordance with section 9.  
"Member" means a financial member of the club under section 4 (4) of these rules.  
"Ordinary Member of the Committee" means a member of the Committee who is not an Officer of the Club under Rule 21.  
"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 the Club is a reference:-
- (a) Where a person holds Office under these Rules as Secretary of the Club – to that person; and
- (b) In any other case, to the Public Officer of the Club.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1958 and the Act as in force from time to time.
- No.3. (1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under these rules.
- (2) Members of the Club shall be Ordinary, Honorary and Life Members.
- (3) Honorary membership (for one year only) may be conferred by the Committee on Overseas Visitors or Club Members by reason of their valuable service to the Club.
- (4) Life Membership shall be conferred on Members in recognition of their exceptional service to the Club over many years upon recommendation of the Committee and confirmed by a vote of 90% of the financial members present and voting at a general meeting.
- (5) A nomination of a person for membership of the Club:-
- (a) shall be made in writing in the form set out in Appendix 1; and
- (b) shall be lodge with the Secretary of the Club – to be referred to the Committee.
- (6) Upon a nomination being approved by the Committee, the Secretary shall notify the nominee that he is approved for membership and request payment of the sum payable as the entrance fee and the first year's annual subscription.
- (7) The Secretary shall, upon payment of the amounts referred to in sub-clause (6) enter the nominee's name in the register of members kept by him.
- (8) A right, privilege, or obligation of a person by reason of his membership of the Club:-
- (a) is not capable of being transferred or transmitted to another person.
- (b) Terminates upon the cessation of his membership whether by death of resignation or otherwise.

**ENTRANCE FEE AND ANNUAL SUBSRIPTIONS**

- No.4. (1) The entrance fee and annual subscriptions for ordinary membership shall be such a sum as may be decided from time to time by a Special or Annual General Meeting of the Club.
- (2) Concessions for Student, Pensioner and family membership are available with proof of status.
- (3) The subscription for persons joining after six months of the calendar year, shall be pro-rata for the unexpired portion of that year.
- (4) Fees shall be paid in advance and become payable on the first day of January each year and membership shall be current for the term of the calendar year. Only financial members shall have the power to vote, to be eligible for any office or the Club and to nominate an Office Bearer or intending member.
- (5) Any member whose subscription is in arrears by thirty (30) days shall be sent an notice in writing requiring payment of the same, and may at the discretion of the Committee be excluded from the privileges of the Club until the subscription is paid, or may be struck off the roll of members.
- (6) A family Membership shall be entitled to one vote only per family on any motion affecting Club policy, except where multiple licensing exists in the family, in which case each licensee is entitled to one vote. The license referred to in this sub-paragraph is an A.O.C.P.; L.A.O.C.P.; N.A.O.C.P.; or other subsequent grade of Amateur License to operate Communications or subsequent Authority.

#### REGISTER OF MEMBERS

- No.5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members at general meetings and at the address of the Secretary.

#### RESIGNATION AND EXPULSION OF MEMBER

- No.6. (1) A member of the Club who has paid all moneys due and payable by him to the Club may resign from the Club by first giving one months notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the Members shall cease to be a Member.
- (2) Upon the expiration 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 by whom the notice was given, ceased to be a Member.
- No.7. (1) Subject to these rules, the committee may by resolution:-
- (a) expel a Member from the Club.
- (b) suspend a Member from membership of the Club for a specified period if the Member:-
- (i) has refused or neglected to comply with these rules,
- (ii) or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club.
- (2) A resolution of the Committee under sub-clause (1):-
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under sub-clause (3) confirms the resolution if accordance with this clause; and
- (b) Where the Member exercises a right of appeal to the Club under this clause does not take effect unless the Club confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1) the Secretary shall, as soon as practicable cause to be served on the Member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he may do one or more of the following:
- (i) Attend that meeting;

- (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Club in general meeting against the resolution.
- (4) At a meeting of the committee held in accordance with sub clause (2) the Committee:-
- (a) shall give to the Member an opportunity to be heard,
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3) he shall notify the Committee that the appeal will be heard at the next general meeting within one calendar month of the appeal being received by the Secretary.
- (6) At a general meeting of the Club convened under sub-clause (5):-
- (a) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (b) the Member shall be given an opportunity to be heard; and
  - (c) the Members present shall vote by secret ballot on the question whether the resolution shall be confirmed or revoked.
- (7) If at the general meeting:-
- (a) two-thirds or more of the Members vote in person or by proxy in favor of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

#### ANNUAL GENERAL MEETING

- No.8. (1) The Club shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines.
  - (3) The annual general meeting shall be specified as such in the notice convening it.
  - (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 from the Committee reports upon the transactions of the Club during the last preceding financial year.
    - (c) to elect Officers of the Club and the Ordinary Members of the committee, and
    - (d) to receive and consider the statement submitted by the Club's Treasurer and Auditor in accordance with section 30 (3) or the Act.
  - (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
  - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
  - (7) Ten financial Members shall form a quorum and the chair is to be taken by a financial Member who is not an Officer or a member of the Committee.

#### GENERAL MEETINGS

- No.9. The general meetings of the Club shall be held on the second Friday of each month at our regular Club rooms, and if circumstances call for an altered date or place, then the Secretary shall notify all Members as early as possible.

#### SPECIAL GENERAL MEETINGS

- No 10. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The committee shall, on the requisition in writing of 10 financial Members of the Club, or 4 Members of the Committee, convene a special general meeting of the Club, and shall give to all Members seven (7) clear days notice of the date and place

of the meeting, such notice to be posted to their address listed in the register of members.

- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition and no other business shall be entertained at the special general meeting.
- (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

#### NOTICE OF MEETINGS

- No.11. (1) The Secretary of the Club shall, at least 14 days before the date fixed for holding an Annual General Meeting of the Club, cause to be sent to each Member of the Club at his 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 an Annual General Meeting may give notice of that business in writing to the Secretary at least 21 days prior to that meeting. The Secretary shall include that business in the notice calling the next Annual General Meeting after the receipt of the notice.

#### PROCEEDINGS AT MEETINGS

- No.12. (1) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (2) 10 Members personally present (being entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
  - (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon requisition of Members shall be abandoned, and in any other case shall stand adjourned to the next general meeting unless another date or place is specified by the Chairman at the time of the adjournment.
- No.13. (1) The president, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Club.
- (2) If the President and the Vice-President are absent from a general meeting, the Members present shall elect one or their number to preside as Chairman at the meeting.
- No.14. (1) The Chairman of the 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.
- No.15. A question arising at a general meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman 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 Minute Book of the club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- (1) Should the President or his authorised delegate chairing a general meeting consider a motion put to the meeting to be pre-judicial to the good of Amateur Radio or detrimental to the club, he may call upon the financial Members of the Club present, who are licensed amateurs, to vote on the continuation of discussion of the motion. A vote off 50% or more against will cause the motion to lapse. In the event of a close vote i.e. if one vote either way will effect the decision, the President or his delegate may exercise a casting vote.
- No.16. (1) Upon any question arising at a general meeting of the Club a Member has one vote only.  
 (2) All votes shall be given personally or by proxy.  
 (3) In the case of equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- No.17. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.  
 (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the closed of the meeting as the Chairman may direct.
- No.18. (1) Each Member shall be entitled to appoint another Member as his proxy by notice given to the Secretary no later than 24 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

- No.19. (1) The affairs of the Club shall be managed by a Committee of Management constituted as provided by Rule 20.  
 (2) The Committee who shall all be honorary:-  
 (a) shall control and manage the business and affairs of the Club.  
 (b) May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by general meetings of the Members of the Club: 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 essential for the proper management of the business and affairs of the Club.
- No.20. (1) The Officers of the Club shall all be licensed Radio Amateurs and shall consist of:-  
 (a) a President;  
 (b) a Vice-President;  
 (c) a Treasurer;  
 (d) a Secretary and  
 (e) an Assistant Secretary.  
 (2) The provisions of Rule 23 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 Club shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.  
 (4) In the event of a casual vacancy in the office is referred to a 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 the election of Office Bearers at the annual general meeting next following the date of his appointment.
- No.21. (1) Subject to section 23 of these rules, the committee shall consist of:-  
 (a) the Officers of the Club, and  
 (b) 2 Ordinary Members –  
 each of whom shall be elected at the annual general meeting of the Club 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 his 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 Club to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the election of Committee Members at the annual general meeting next following the date of his appointment.

No.22. The Committee shall be empowered to appoint any sub-committee as may be deemed necessary from time to time, and may define the powers of such sub-committee. A quorum shall consist of two thirds of such Committee.

- (1) The President and Secretary shall be ex-officio Members of all such sub-committees.

#### ELECTION OF OFFICERS AND VACANCY

No.23. (1) Nominations of candidates for election as Officers of the Club or as Ordinary Members of the Committee:-

- (a) shall be made in writing, signed by two Members of the Club and accompanied by the written consent of the candidate (which maybe endorsed on the form of nomination); and
- (b) shall be delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of Officers and Ordinary Members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

No.24. For the purposes of these rules, the office of an Officer of the Club or of an Ordinary Member of the Committee becomes vacant if the Officer or Member:-

- (a) ceases to be a member of the Club.
- (b) Becomes an insolvent under administration within the meaning of the Companies (Victoria) code; or
- (c) Resigns his office by notice in writing given to the Secretary.

#### PROCEEDINGS OF COMMITTEE

- No.25. (1) The committee shall meet each calendar month at such place and such times as the Committee may determine.
- (4) Special meetings of the Committee may be convened by the President or by any 4 of the Members of the Committee.
  - (5) Notice shall be given to Members of the committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
  - (6) Any 4 Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
  - (7) No business shall be transacted unless a quorum is present and if within half an hour or the time appointed for the meeting a quorum is not present the meeting shall stand adjourned, unless the meeting was a special meeting in which case it lapses.
  - (8) 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, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside.

- (9) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (10) 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.
- (11) Subject to sub-clause (1) the Committee may act notwithstanding any vacancy on the Committee.
- (12) The Committee may declare vacant the position of any Member of the Committee who has:-
  - (a) fallen foul of rule No. 7 (1) (b. 1 and ii);
  - (b) been absent from three (3) consecutive meetings of the Committee without permission of the Committee;
  - (c) become a person of unsound mind;
  - (d) by notice in writing resigned his office and his resignation is accepted.
- (13) Any committee Member so excluded can take action under Rule 7.

#### SECRETARY

- No.26. (1) The Secretary of the association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names or persons present at Committee Meetings.
- (2) Shall co-operate with the Treasurer to ensure financial Members are entered in the register.
  - (3) To act generally on behalf of the Club.

#### TREASURER

- No.27. (1) The Treasurer of the Club:-
- (a) shall collect, receive and issue receipts for all moneys due to the Club and make all payments authorized by the Club, and
  - (b) shall keep correct accounts and books showing the financial affairs of the club with full details of all receipts and expenditure connected with the Club.
  - (c) Shall co-operate with the Secretary to ensure that Members who pay their subscriptions are entered in the register.
  - (d) Shall present to the annual general meeting a statement of income, expenditure and balance sheet for the past financial year.

#### AUDITOR

- No. 28. An Auditor shall be elected at a general meeting. He/she shall examine the accounts of the Club at least once a year and issue a statement confirming the correctness of the Balance Sheet.

#### BANK ACCOUNTS AND CHEQUES

- No.29. The Club operates a Banking account and/or investment account and all cheques, drafts, bills of exchange. Promissory notes and other negotiable instruments shall be signed by any two of the following officers: President, Secretary or Treasurer.

#### SEAL

- No.30. (1) The Common Seal of the Club shall be kept in the custody of the Secretary.

- (2) The Common Seal shall not be affixed to any instrument except by the authority of the 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 Officer of the Club.

ALTERATION OR RULES AND STATEMENT OF PORPOSES

- No.31. These rules and the statement of purposes of the Club shall not be altered except in accordance with Section 22 of the Act which provides that an Incorporated Club may, by special resolution alter its statement of purposes in its rules. Section 29 of the Act defines a special resolution.

NOTICES

- No.32. (1) A notice may be served by or on behalf of the Club upon any Member either personally or sending it by post to the Member at his 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

- No.33. In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club shall be disposed of in accordance with the provisions of Part VIII, Section 35 (1), (2), (2a and 2b), and (3) of the Act.

CUSTODY OF RECORDS

- No.34. Except as otherwise provided in these rules, the Secretary shall keep in custody or under his control all books, documents and securities of the Club.

FUNDS

- No.35. The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

= = = = =

STATEMENT OF PURPOSES:

- (a) To form and perpetuate an Amateur Radio Club in and around the City of Frankston on the Mornington Peninsula, membership to be open to all Amateur Radio Operators and anyone who has an interest in radio and electronics.
- (b) To promote and foster friendship and goodwill to all peoples of the world through Amateur Radio contacts and conventions.
- (c) To develop public interest in Amateur Radio by holding exhibitions and trials.
- (d) To improve the standard of Amateur Radio by study and experimentation with electronic equipment for the benefit of all users.
- (e) To undertake the training of interested people in the arts and skills necessary for them to become proficient Amateurs.



- (f) To promote such social activities as will enable the Members of ours, and other clubs, and their families, to become better acquainted.
- (g) To co-operate with similar bodies within Australia and overseas who promote the same ideals

As signed by Earl Richard Russell on 20<sup>th</sup> February 1986.

(file: Constitution.doc dd 03122001)