



Constitution

of the

Amateur Radio Experimenters Group
(Incorporated)

Constitution of the Amateur Radio Experimenters Group Inc.

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1. INTERPRETATION OF TERMS

- 1.1 In this constitution unless the contrary appears,
 - 1.1.1 The Act means The Associations Incorporation Act 1985 and any subsequent amendments, modifications or substitutions.
 - 1.1.2 Words importing the masculine gender shall include the feminine gender and vice versa.
 - 1.1.3 Words importing the singular shall include the plural and vice versa.
 - 1.1.4 Month means calendar month.
 - 1.1.5 Year means the period between successive annual general meetings.
 - 1.1.6 Officer includes any person who is a member of the committee or president or secretary or treasurer or any other person concerned with the management of the club.
 - 1.1.7 Secretary and treasurer shall mean those respective officers, from time to time of the club, and shall include any other person who is assigned to undertake specific duties of these officers as set out in this constitution.
- 1.2 Any doubt arising as to the application or meaning of any clause in this constitution shall be decided by a vote at a general meeting whose decision shall be conclusive and final.
- 1.3 The provisions of the act shall be deemed to be a part of this constitution and shall apply to the club except that where it is permissible for the constitution to differ from the act and to the extent that the constitution does so differ shall prevail
- 1.4 Financial Year shall be the period from July 1st to June 30th inclusive.

2. NAME

- 2.1 The name of the club shall be the "Amateur Radio Experimenters Group Incorporated" hereinafter referred to as AREG or AREG Inc.

3. OBJECTS

- 3.1 The objects of the club shall include,
 - 3.1.1 The promotion, encouragement and development of the hobby of amateur radio and radio electronics.
 - 3.1.2 The provision of assistance and education for persons interested in the hobby of amateur radio and radio electronics.
 - 3.1.3 The cooperation with similar clubs or associations to achieve these objects.
 - 3.1.4 To purchase, take on lease or otherwise acquire any lands, buildings, easements, or property, real or personal, which may be requisite for the purposes of or, capable of being used for any of the objects of the club and from time to time to sell, exchange, mortgage, lease, dispose or otherwise part with the same or any part thereof upon such terms as the committee may think fit.
 - 3.1.5 To accept subscriptions, donations and bequests, whether real or personal estate, for all or any of the objects of the club.
 - 3.1.6 To do all such acts, deeds, matters and things and to enter into and make such agreements as may be incidental or conducive to the attainment of any or all of the objects of the club.

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- 3.2 The income and property of the club shall be used solely towards the promotion of its objects and shall not be paid to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the club and without undue preference.

4. MEMBERSHIP

- 4.1 Membership shall be open to persons who are amateur operators or who have an interest in radio or electronics in general.
- 4.2 Members shall be persons who have agreed to accept the objects and rules of the club and who have applied in writing for membership and have received notification of acceptance of membership and who have paid the prescribed subscription fee.
- 4.3 Full members are entitled to all the rights and benefits of membership as provided in this constitution and the by-laws of the club.
- 4.4 Persons who do not hold an amateur operator's certificate of proficiency of any grade or other suitable evidence of relevant radio or electronics experience shall only be eligible for associate membership. Such membership shall have no voting rights and shall not be eligible for nomination for committee.
- 4.5 Subject to the provisions of this constitution and any by laws made by the committee as provided for in this constitution, for the time being in force, all members shall be entitled to use in common all the premises and facilities available to members.
- 4.6 A member may resign from the club by giving one month notice of his intention to resign. Resignation does not extinguish any liabilities, which arose during the period of membership.

5. SUBSCRIPTIONS

- 5.1 The committee shall make recommendation to the members at the Annual General Meeting of the rate of the annual subscription for the coming year. The members present at that meeting may then decide by resolution, the rate of the annual subscription.
- 5.2 ARREARS
- 5.2.1 Any member in arrears after two calendar months shall be notified of his arrears by the secretary.
- 5.2.2 Any member still in arrears after one calendar month of notification by the secretary shall not participate in the benefit of membership
- 5.2.3 Should the member default in payment two months after being notified of his arrears by the secretary then his name may be removed from the membership register without further notification.

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6. VISITORS

- 6.1 Visitors may attend and participate in activities at club meetings or may attend and participate in activities not held in conjunction with meetings if invited by a full member of the club.

7. COMMITTEE

- 7.1 Management of the club and the control and custody of its funds and property shall be vested in the committee.
- 7.2 The committee shall be elected at the Annual General Meeting.
- 7.3 The committee shall consist of the following;
 - 7.3.1 President.
 - 7.3.2 Secretary.
 - 7.3.3 Treasurer.
 - 7.3.4 A minimum of two and maximum of four other elected positions.
 - 7.3.5 Coopted persons and other positions as provided for in this constitution.
- 7.4 The committee shall have the power of cooption provided that,
 - 7.4.1 No member is coopted without that member's consent; and
 - 7.4.2 Not more than two coopted persons shall serve on the committee at any given time.
- 7.5 Subject to the provisions of this constitution or of any resolution of the members at a general meeting the committee shall have the power to make alter or repeal by laws not inconsistent with this constitution as they may deem necessary or convenient for the proper conduct and management of the club and in particular but not exclusively by such by laws may regulate,
 - 7.5.1 The rules to be observed,
 - 7.5.2 The conduct of members in relation to one another,
 - 7.5.3 The terms as to payment or otherwise by members or non members for the use of any property of the club,
 - 7.5.4 The procedure at general meetings and committee meetings,
 - 7.5.5 The control and management of all projects, expeditions and activities arranged for members of the club,
 - 7.5.6 Generally all such matters as may be necessary for the proper control and management of the club.

- 7.6 The committee shall have the power to vary and interpret any by laws it makes.

8. Executive;

- 8.1 The Committee Executive shall be constituted by the president, secretary and treasurer and shall have all the powers of the committee for the following purposes,
- 8.2 The Committee Executive shall carry out such legal actions or business as may be required to protect the interests of AREG, individual members or the public.
- 8.3 Approve or attend urgent pressing business that must be actioned before the next

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general business meeting.

- 8.4 Approving payment of general utility or service accounts, which shall be tabled at the next general meeting,
- 8.5 Approve the purchase or spending of club moneys for goods or services that are needed to meet AREG prior approved projects or liabilities as per AREG By-Laws.
- 8.6 The maximum value of money the Executive shall be permitted to approve outside of a general meeting or committee meeting, shall be set at the Annual General Meeting on recommendation of the committee to the Annual General Meeting and shall be approved by majority vote of members present.

9. DUTIES OF OFFICERS

9.1 PRESIDENT

- 9.1.1 The president shall chair all meetings of members and committee except that in the absence of the president, or at the request of the president, the members or the members of the committee as the case may be, shall appoint one of their number to be chairperson for that meeting.
- 9.1.2 The chairperson at any meeting shall if he so desires participate in any debate.
- 9.1.3 The chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.

9.2 SECRETARY

- 9.2.1 The secretary shall ensure that true and accurate minutes are kept of all Annual General Meetings, general meetings and committee meetings.
- 9.2.2 The secretary shall ensure that records are kept of the club including the constitution, records of members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the club.
- 9.2.3 The secretary shall do all such other duties as required by the committee to ensure the efficient running of the club.

9.3 TREASURER

- 9.3.1 All monies shall be received by the treasurer and shall be paid into the bank by him.
- 9.3.2 The treasurer shall make all bank statements available for viewing at all committee meetings if so required by the committee and at all general meetings if the members present so desire.

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- 9.3.3 All cheques drawn on the club's bank accounts shall be signed by any two of a maximum of four signatories nominated by the committee. Signatories must be members of the committee.
- 9.3.4 The treasurer shall issue receipts for all monies received on behalf of the club and shall ensure that records are kept of all receipts and payments and other financial transactions of the club.
- 9.3.5 If so required by the committee, the treasurer shall prepare financial statements and budgets for presentation at committee meetings and at general meetings.

9.4 PUBLIC OFFICER

- 9.4.1 The committee shall appoint or reappoint annually, a public officer who shall notify the corporate affairs commission of such appointment and who shall file such other returns and notices and do all such other duties as required by law.
- 9.4.2 The public officer may, but need not be a member of the club.
- 9.4.3 The appointee must be at least eighteen years of age and a resident of South Australia
- 9.4.4 The position of public officer will become vacant in the following circumstances,
 - 9.4.4.1 Resignation in writing,
 - 9.4.4.2 Removal from office by the committee or the members at a general meeting,
 - 9.4.4.3 Death,
 - 9.4.4.4 Bankruptcy,
 - 9.4.4.5 Mental illness,
 - 9.4.4.6 Conviction of an offence punishable on conviction with imprisonment for more than one month,
- 9.4.5 The public officer may be removed from office at any time by the committee or the members at a general meeting and another appointee assigned in his place without any reason being given.

10. OTHER COMMITTEE POSITIONS

- 10.1 The committee may at its discretion, appoint others of its number to specific duties as required for the efficient running of the club.
- 10.2 Persons elected to the committee shall become members in their own right and shall not in their capacity as committee members, vote as representative of another organisation.
- 10.3 The custodian of any or all of the club's amateur radio licences shall fulfil all of the legal requirements of the holder of such licences but need not be a member of the committee.
- 10.4 The committee shall meet as often as required to conduct the business of the club and not less than four times in each year.

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- 8.2 The president or two other members of the committee or in an emergency the secretary shall have the power to call a meeting of the committee.
- 10.6 All acts done in good faith by the committee notwithstanding the subsequent discovery of some defect in the election of any member shall be as valid as if such member had been duly elected.
- 10.7 The seat of any committee member shall become vacant if,
 - 10.7.1 He resigns,
 - 10.7.2 He is absent from three consecutive committee meetings without leave or reasonable excuse,
 - 10.7.3 His seat is declared vacant by a three fourths majority of members present at a special meeting for that purpose with not less than twenty eight days written notice of the meeting and the reasons for calling the meeting from the secretary,
 - 10.7.4 He ceases to be a member of the club.

11. CONFLICT OF INTEREST:

- 11.1 Any member of AREG who has a financial interest in any contract or arrangement made or proposed to be made with the club, that member shall disclose their interest to the committee or committee member as soon as they become aware of any possible conflict of interest.
- 11.2 If a member becomes interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting of the committee held after they became so interested.
- 11.3 No members of the committee shall vote as members of the committee in respect of any contract or arrangement in which they are so interested as aforesaid. If members do so vote then their votes shall be disregarded. All declarations of interest under this clause shall be recorded in the minutes.

12. TERM OF OFFICE

- 12.1 Committee positions shall be filled by election at the Annual General meeting unless otherwise provided for in this constitution.
- 12.2 Members of the committee shall serve a term of one year unless otherwise provided for in this constitution.
- 12.3 Committee members may re-nominate or be renominated for re-election to the committee and may serve on successive committees.
- 12.4 Members at a general meeting may fill casual vacancies on the committee but any person so appointed shall only hold office until the next Annual General Meeting. If the person so appointed is to replace a retiring member of the committee, in which case the appointee shall hold office for the remainder of the retiring member's term of office.

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13. COMMON SEAL

- 13.1 The committee shall provide, and provide for the safe custody of a common seal.
- 13.2 The seal shall only be used by the authority of a meeting of the committee or of the members.
- 13.3 Every document to which the seal is affixed shall be signed by a member of the committee and countersigned by another member of the committee.
- 13.4 The secretary shall maintain a register showing brief details of every such document, the date of sealing and the initials of the signing members.

14. SUB COMMITTEES

- 14.1 The committee shall have the power from time to time by resolution to appoint, remove or delegate any of its power save the power of delegation to any sub committee.
- 14.2 Such sub committees shall consist of three or more members of the club as decided by the committee and shall have a member of the committee as one of their number.
- 14.3 Except where the resolution appointing any sub committee specifically provides otherwise, the term of office of a sub committee shall expire automatically twelve months after its appointment. The committee, either on its own initiative or at the request of the sub committee and either before or after that expiry date resolves to extend the term of the sub committee.

15. DELEGATES

- 15.1 The committee may appoint a member of the club to be a delegate to another association provided that,
 - 15.1.1 The committee shall appoint a delegate before the a General Meeting of that association,
 - 15.1.2 The delegate shall be bound by all the rules and constitution of the association.

16. VOTING AND ELECTIONS

- 16.1 Voting shall be by show of hands except that,
 - 16.1.1 Any contested election shall be by secret ballot; provided that any in-equality in voting shall be resolved in favour of the retiring candidate if any, or otherwise by lot,
 - 16.1.2 Any clause of this constitution provides for a secret ballot.
- 16.2 The meeting may, by show of hands require any other vote to be by secret ballot.
- 16.3 Every member entitled to vote, including the chairperson of any meeting, shall have a vote providing that any equality in voting shall be resolved to the status quo.
- 16.4 Members shall each have one vote at meetings per motion put.
- 16.5 Committee members shall each have one vote at committee meetings per motion.

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17. NOMINATIONS

- 17.1 Nominations may be verbal or in writing provided that,
 - 17.1.1 Verbal nominations shall be seconded by a full member of the club or,
 - 17.1.2 Written nominations shall be signed by the nominee and a full member of the club.
- 17.2 A retiring committee person need only inform the secretary or president that he or she is willing to stand for election.
- 17.3 Nominations shall be called for at least two months before the Annual General Meeting and shall close with the opening of the Annual General Meeting.
- 17.4 To be eligible for an elected position on the committee, a person shall be a financial member of the club for one full year.
- 17.5 To be eligible for the position of president of the club, a person shall serve on the committee as an elected officer for one full year of office.
- 17.6 In the event that the number of candidates is equal to or less than the number of vacancies, the candidates shall be announced to be duly elected without there being a requirement to hold a formal election.
- 17.7 Election of officers at the annual general meeting shall be held in the following manner;
 - 17.7.1 The president, Secretary and Treasurer shall be elected individually by the members present at the annual general meeting.
 - 17.7.2 All other elected positions on the committee shall be elected as a group and the committee shall decide amongst itself what positions shall be held.

18. PROXY VOTING

- 18.1 Voting by proxy or any other form of absentee voting shall not be allowed.

19. QUORUM

- 19.1 A quorum at a meeting of the committee shall be three of which at least one in attendance shall be the president, secretary or treasurer.
- 19.2 A quorum at general meetings shall be one third of members or fifteen members whichever is less.
- 19.3 The committee shall set a quorum of any appointed sub committee; except that in the event that no quorum is set the sub committee shall set its own.

20. MEETINGS

- 20.1 The club shall hold an Annual General Meeting within three months after the end of each financial year.
- 20.2 The business of the Annual General Meeting shall be,

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- 20.2.1 To receive the President's report from the previous year,
 - 20.2.2 To receive the Secretary's report from the previous year,
 - 20.2.3 To receive the Treasurer's report and audited financial statements from the previous year,
 - 20.2.4 To elect or re elect the elected committee members and to announce the commencement of their term of office,
 - 20.2.5 To conduct any other business required by the members or the committee.
- 20.3 General meetings of members shall be held at least four times per year.
- 20.4 The business at general meetings shall be as required by the committee or the members.
- 20.5 Persons with special interests or knowledge relevant to the club may be invited to attend any meeting and to speak at the discretion of the chairman but such persons may not vote.
- 20.6 All members should attend general meetings.
- 20.7 Any member unable to attend should contact the secretary or by personal message via another member of the club so that an apology can be recorded in the minutes.
- 20.8 Notice of general meetings shall not be less than seven days and should be distributed to all members who do not attend the club regularly.
- 20.9 Meetings of the committee shall be confidential, unless the committee deems it appropriate to invite visitors or observers to attend.
- 20.10 Such visitors or observers shall have speaking rights at the discretion of the chair of the meeting but shall not have voting rights.
- 20.11 All members of the committee are expected to attend meetings of the committee.
- 20.12 Any committee member unable to attend should contact the secretary or by personal message via another member of the committee so that an apology can be recorded in the minutes.
- 20.13 The secretary shall call a Special General Meeting of members within twenty-eight days of a directive of the committee or a written request signed by at least fifteen members or one third of the members of the club, whichever is less, and specifying the business to be conducted at the meeting.
- 20.14 If the secretary does not call a duly requisitioned meeting within the time provided, the requisitionists may themselves call such a meeting provided that not less than seven days notice of such a meeting is given stating the business to be conducted.
- 20.15 A motion to declare any or all committee positions vacant may be moved at any general meeting provided that fourteen days notice of the intention to move such a motion has been lodged in writing with the secretary and shall unless the meeting determine otherwise, take precedence over all other business.
- 20.16 Elections for the vacated positions may be held at the meeting and may be by show of

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hands unless the meeting determines otherwise.

- 20.17 Any motions voted on by show of hands and carried shall be recorded as carried in the minutes without the necessity of proof by recording the number of votes for and against.

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21. RESOLUTIONS

- 21.1 A resolution in writing, signed by all members of the committee, shall be valid as if it had been passed at a properly constituted meeting of the committee. Such resolution may consist of several documents in like form. All such resolutions shall be filed in the register of minutes.
- 21.2 Proposals or motions may be moved, seconded and voted on by members outside of general meetings, where the proposal or motion shall be circulated to all AREG club members using any practical means of communication, written, voice, electronic, e-mail etc.
- 21.3 Such proposals or motions shall be limited to where;
 - 21.3.1 Is necessary to meet the business needs of AREG,
 - 21.3.2 There is a level of urgency and needs to be actioned prior to the next general meeting,
 - 21.3.3 Will be considered carried when affirmative votes meet the club quorum as per clause 14.2.
 - 21.3.4 The President or Secretary shall record details of the proposal in accordance with the AREG By-Laws,

22. CONSTITUTION

- 22.1 This constitution shall only be repealed or amended by special resolution of three fourths of members voting by secret ballot at a special general meeting called for that purpose of which not less than twenty eight days notice has been given specifying the nature of the business to be conducted.
- 22.2 The secretary shall supply a copy of the constitution and the rules without charge
 - 22.2.1 To all new members of the club; or
 - 22.2.2 On reasonable request to any existing member.
- 22.3 Any appointment or motion passed under the constitution hereby repealed, if in force at the commencement of this constitution shall continue in force as far as practicable as if made or passed under this constitution.
- 22.4 Any member or members wishing to propose additional new clauses or amendments to those in the constitution shall notify the secretary in writing of the proposed new clauses or amendments not less than fourteen days before the meeting at which there is to be a vote on the clauses or amendments.
- 22.5 The committee should, at least once in every five year period examine the constitution of the club and determine its relevance to the current situation of the club and if required make efforts to amend or replace the constitution.

23. PRESS STATEMENTS

- 23.1 The committee may appoint one of it's number to be spokesperson.
- 23.2 If no spokesperson has been appointed by the committee, the president shall be

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spokesperson.

23.3 No statements on behalf of, or in the name of the Club shall be made except by the spokesperson or by the presidents authority or that of the committee.

23.4 The spokesperson shall make statements in accordance with previously agreed policy or in an emergency following consultation with at least two members of the committee.

24. POLITICAL NEUTRALITY

24.1 The club shall not identify itself in any way whatsoever with any political party or take part in the activities of any such party.

24.2 Club funds shall not be used for party political purposes but may be used for campaigns to lobby members of parliament on issues directly related to the club or its objects.

25. SUSPENSION AND EXPULSION

25.1 Any member who in the opinion of the committee has acted in a manner prejudicial to the interests of the club shall be called, with not less than seven days written notice specifying the charge or charges, to attend a meeting of the committee to deal with the charges provided that any member so charged shall have the right to be heard in defence at any such meeting.

25.2 If the committee finds any such charge proven, may suspend , expel or require such member to resign their membership of the club.

25.3 If any member so charged is unable to attend at the time and place of hearing the charge then, if he is able to satisfy the committee that it is impractical for him to attend at the time and place, the committee may adjourn the hearing until another time and place more suitable provided that any such adjournment shall not be longer than fourteen days and no further adjournment shall be given.

25.4 Any member so charged who is unsatisfied with the decision of the committee shall have the right of appeal to a general meeting of members that may confirm, alter or reverse the decision of the committee provided that any such decision shall be final and binding.

25.5 The procedure for hearing charges at a general meeting shall be the same as that for hearings by the committee except that there shall be no adjournment given.

25.6 Any member whose membership has been terminated as such shall not be eligible to rejoin the club,

25.6.1 For at least twelve months from the date of termination of membership; and

25.6.2 Without the express permission of the committee.

26. NOTICES

26.1 A notice may be served by the club upon a member either personally or by prepaid post, addressed to such member at his last known address or by e-mail to the member's current personal e-mail address.

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- 26.2 Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the notice would be delivered in the ordinary course of the post. In proving such service it shall only be sufficient to prove that the letter containing the notice was properly addressed and shall not be necessary to show that the same came to the knowledge of the addressee.
- 26.3 Any notice, if served by e-mail, shall be deemed to have been served on proof that the e-mail address is or was current at the time of posting.

27. WINDING UP OF THE CLUB

- 27.1 The club shall be dissolved if,

27.1.1 A resolution to that effect is carried by a three fourths majority of members at a special general meeting called for that purpose, notice of more than twenty eight day has been given to all members.

- 27.2 In the event of dissolution all assets remaining after payment of all liabilities and debts, any assets and records of the club that are remaining shall be granted to such institution or body as the special general meeting resolving on the dissolution shall determine.

- 27.3 Providing that the body or institution,

27.3.1 Has objects similar to those of the club; and

27.3.2 Shall not permit in any way, the distribution of income or property to its members.

- 27.4 If no such determination is made then all assets and records of the club as aforementioned shall be transferred to the Wireless Institute of Australia with the advice that it is the express intention that such assets and records should remain within South Australia where practicable and possible.

Date	History of document	Author
26/6/1998	Original Constitution	G. Willis
20/7/2010	Reformatted layout	B. Broadbent
23/8/2010	Updated with amendments, additional clauses, deletions, reformatted and renumbered	B. Broadbent
27/8/2010	Voting on Constitution held over for next general meeting	
17/9/2010	Amended Constitution approved by all members present at special meeting 17/9/2010.	B. Broadbent