

Constitution  
Of  
North East Radio Club Inc.  
P.O. Box 600  
Modbury SA 5092

May 2010

## **1. INTERPRETATION OF TERMS**

1.1. In this constitution unless the contrary appears

1.1.1. The Act means the Associations Incorporations 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 at 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 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 1 to June 30 inclusive.

## **2. NAME**

2.1. The name of the club shall be the "North East Radio Club Incorporated" hereinafter referred to as the Club.

## **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. The provision of any other activities appropriate to these objects.

3.1.5. The 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.

3.1.6. To accept subscriptions, donations and bequests, whether real or personal estate, for all or any of the objects of the club.

3.1.7. 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.

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 for furtherance of the objects of the club and without undue preference.

#### **4. EMBLEM**

- 4.1. The emblem, badge or motif of the club shall be a symbolic representation of an aerial, capacitor and ground with the letters N, E, R, C, or the words NORTH, EAST, RADIO, CLUB, enclosed in a diamond border.
- 4.2. No person shall be entitled to use the emblem or name of the club for any purpose other than authorised club business.
- 4.3. The use of a club badge at an amateur radio event or meetings shall be exempt from these provisions.

#### **5. MEMBERSHIP**

- 5.1. Membership shall be open to all persons who are amateur operators or short wave listeners or have an interest in radio or electronics in general.
- 5.2. Members shall be the 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.
- 5.3. Full members are entitled to all the rights and benefits of membership as provided in this constitution and the bylaws of the club.
- 5.4. Pensioners and students attending full time education or other concession card holders are eligible for a reduced membership subscription.
- 5.5. Persons who have reduced subscription fees as provided in this clause shall have full rights of membership subject to any other clause in this constitution.
- 5.6. Persons who are sixteen years or younger, 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.
- 5.7. Subject to the provisions of this constitution and any bylaws 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.
- 5.8. A member may resign from the club by giving one months notice of his intention to resign. Resignation does not extinguish any liabilities which arose during the period of membership.

#### **HONORARY MEMBERSHIP**

- 5.9. Any person may be admitted to honorary membership of the club in recognition of special services rendered to the club.
- 5.10. Honorary membership shall be proposed to the committee who shall make recommendation to the members at the next annual general meeting, which shall be voted on by members present at the meeting.
- 5.11. Honorary membership shall not be for a period of more than twelve months and may be reviewed at any time.
- 5.12. Honorary members shall not be obliged to pay membership subscription and, unless otherwise specified at a meeting consenting to such membership shall not have voting rights nor be eligible for nomination to committee of the club.

#### **HONORARY LIFE MEMBERS**

- 5.13. Any member rendering special or important services to the club may be elected to life membership of the club at a general meeting.

- 5.14. Honorary life membership shall be proposed to the committee who shall make recommendation to the members at the next annual general meeting, which shall be voted on by members present at that meeting.
- 5.15. Such persons shall, unless specified at the meeting consenting to such membership, have full membership rights of the club.
- 5.16. Such members are not obliged to pay the membership subscription.

## **6. SUBSCRIPTIONS**

- 6.1. The committee will 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.

### **ARREARS**

- 6.2. Any member in arrears after two calendar months shall be notified of his arrears by the secretary. Any members still in arrears after one calendar month of notification by the secretary shall not participate in the benefit of the membership and should he 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.

## **7. VISITORS**

- 7.1. 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.

## **8. COMMITTEE**

- 8.1. Management of the club and control and custody of its funds and property shall be vested in the committee.
- 8.2. The committee shall be elected entirely or in part at the Annual General Meeting.
- 8.3. The committee shall consist of the following
  - 8.3.1. President
  - 8.3.2. Secretary
  - 8.3.3. Treasurer
  - 8.3.4. A minimum of four and maximum of five other elected positions
  - 8.3.5. Coopted persons and other positions as provided for in this constitution
- 8.4. The committee shall have the power of cooption provided that
  - 8.4.1. No member is coopted without that member's consent, and
  - 8.4.2. Not more than three coopted persons shall serve on the committee at any given time.
- 8.5. 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 appeal 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
  - 8.5.1. The rules to be observed:
  - 8.5.2. The conduct of the members in relation to one another
  - 8.5.3. The terms as to payment or otherwise by members or non members for the use of any property of the club
  - 8.5.4. The control and management of all projects, expeditions and activities arranged for members of the club
  - 8.5.5. Generally all such matters as may be necessary for the proper control and management of the club
- 8.6. The committee shall have the power to vary and interpret any bylaws it makes.

8.7. In an emergency the president, secretary and treasurer shall constitute an executive and shall have all the powers of the committee.

## **9. DUTIES OF OFFICERS**

### **PRESIDENT**

- 9.1. 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
- 9.2. The chairperson at any meeting shall if he so desires participate in any debate
- 9.3. The chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters in order.

### **TREASURER**

- 9.4. All monies shall be received by the treasurer and shall be paid into the bank by him
- 9.5. The treasurer shall make all bank statement available for viewing at all committee meetings if so required by the committee and at all general meetings if the members present so desire
- 9.6. All cheques drawn on the club's bank account shall be signed by any two of a maximum of four signatories nominated by the committee. Signatories must be members of the committee.
- 9.7. 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.
- 9.8. If so required by the committee, the treasurer shall prepare financial statements and budgets for presentation at committee meetings and at general meetings.

### **SECRETARY**

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

### **PUBLIC OFFICER**

- 9.12. 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 other duties as required by law.
- 9.13. The public officer may, but need not be a member of the club.
- 9.14. The appointee must be at least eighteen years of age and a resident of South Australia.
- 9.15. The position of public officer will become vacant in the following circumstances:
- 9.15.1. Resignation in writing,
  - 9.15.2. Removal from office by the committee or the members at a general meeting,
  - 9.15.3. Death,

- 9.15.4. Bankruptcy,
- 9.15.5. Mental illness,
- 9.15.6. Conviction of an offence punishable on conviction with imprisonment for more than one month.

**9.16.** The public officer may be removed from office at any time the committee or the members at a general meeting and another appointee assigned in his place without any reason being given.

### **OTHER COMMITTEE POSITIONS**

**9.17.** The committee may at its discretion, appoint others of its number to specific duties as required for efficient running of the club.

**9.18.** Persons elected to the committee shall become members in their own right and shall not in their capacity as committee members, vote as representatives of another organisation.

**9.19.** The custodian of any or all 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.

**9.20.** The committee shall meet as often as required to conduct the business of the club and not less than six times in a year.

**9.21.** 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.

**9.22.** The members at an annual general meeting may if they so wish set an honorarium to be divided between any or all of the members of the committee.

**9.23.** All acts done in good faith by the committee notwithstanding the subsequent defect in the election of any member shall be as valid as if such member had been duly elected.

**9.24.** Any members of the committee who have a financial interest in any contract or arrangement made or proposed to be made with the club shall disclose their interest to the meeting of the committee at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting of the committee after the acquisition of their interest. If they become 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. 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.

**9.25.** The seat of any committee member shall become vacant if

**9.25.1.** He resigns.

**9.25.2.** He is absent from three consecutive committee meetings without leave or reasonable excuse.

**9.25.3.** 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.

**9.25.4.** He ceases to be a member of the club.

### **10. TERM OF OFFICE**

**10.1.** Committee positions shall be filled by election at the Annual General Meeting unless otherwise provided for in this constitution

**10.2.** Members of the committee shall serve a two year term unless otherwise provided for in this constitution.

**10.3.** Not more than half of the committee positions shall be available to be filled at any one time unless otherwise provided for in this constitution.

**10.4.** For the first election after the commencement of the constitution existing members of the committee shall decide either by drawing lots or by general agreement, which committee positions shall be available to be filled by election at the first upcoming Annual General Meeting.

**10.5.** Committee members shall thereafter serve two year terms unless otherwise provided for in this constitution.

**10.6.** Casual vacancies on the committee shall be filled by members at a general meeting but any person so appointed shall only hold office until the next Annual General Meeting unless the person is appointed 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.

**10.7.** The President and Treasurer shall be elected for two years in odd year elections. The Secretary shall be elected for two year in the even year elections.

**10.8.** Should the President, Treasurer or Secretary not complete the two year term, the replacement officer shall serve the portion of the term of office remaining.

## **11. COMMON SEAL**

**11.1.** The committee shall provide, and provide for the safe custody of a common seal.

**11.2.** The seal shall only be used by the authority of the meeting of the committee or of the members.

**11.3.** 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.

**11.4.** The secretary shall maintain a register showing brief details of every such document, the date of sealing and the initial of the signing members.

## **12. SUB COMMITTEES**

**12.1.** 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.

**12.2.** 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.

**12.3.** 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 unless 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.

## **13. DELEGATES**

**13.1.** The committee shall appoint a member of the club to be a delegate to another association provided that:

**13.2.** The committee shall appoint a delegate before the Annual General Meeting of the association.

**13.3.** The delegate shall be bound by all the rules and constitution of the association.

## **14. VOTING AND ELECTIONS**

**14.1.** Voting shall be by show of hands except that

**14.1.1.** Any contested election shall be by secret ballot; provided that

**14.1.2.** Any equality in voting shall be resolved in favour of the retiring candidate if any, or otherwise by lot

- 14.1.3.** Any clause of this constitution provides for a secret ballot
- 14.2.** The meeting may, by show of hands require any other vote to be by secret ballot
- 14.3.** 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
- 14.4.** Members shall each have one vote at meetings
- 14.5.** Committee members shall each have one vote at committee meetings

### **NOMINATIONS**

- 14.6.** Nominations may be verbal or in writing provided that:
  - 14.6.1.** Written nominations shall be signed by the nominee and a full member of the club
- 14.7.** A retiring committee person shall inform the secretary or president in writing that he or she is willing to stand for election
- 14.8.** 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
- 14.9.** To be eligible for an elected position on the committee, a person shall be a financial member of the club for one full year
- 14.10.** 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 term of office
- 14.11.** 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
- 14.12.** Election of officers at the Annual General Meeting shall be held in the following manner:
  - 14.12.1.** The President, Secretary and Treasurer shall be elected individually by the members present at the Annual General Meeting
  - 14.12.2.** All other elected position on the committee shall be elected as a group and the committee shall decide amongst itself what positions shall be held

### **PROXY VOTING**

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

### **15. QUORUM**

- 15.1.** A quorum at a meeting of the committee shall be three
- 15.2.** A quorum at a general meeting shall be one third of members or fifteen members whichever is less
- 15.3.** A quorum of any appointed sub-committee shall be set by the committee; except that
- 15.4.** In the event that no quorum is set the sub-committee shall set its own

### **16. MEETINGS**

- 16.1.** The club shall hold an Annual General Meeting within three months after the end of each financial year
- 16.2.** The business of the Annual General Meeting shall be:
  - 16.2.1.** To receive the President's report from the previous year
  - 16.2.2.** To receive the Treasurer's report and audited financial statements from the previous year
  - 16.2.3.** To elect or re elect the elected committee members and to announce the commencement of their term of office
  - 16.2.4.** To conduct any other business required by members of the committee



- 16.3. General meetings of members shall be held at least six times per year
- 16.4. The business at general meetings shall be as required by the committee or by the members
- 16.5. Persons with special interests or knowledge relevant to the club may be invited to attend any meeting and to speak at the direction of the chairman but such persons shall not vote
- 16.6. All members should attend general meetings
- 16.7. 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
- 16.8. 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
- 16.9. Meetings of the committee shall be confidential, unless the committee deems it appropriate to invite visitors or observers to attend
- 16.10. Such visitors or observers shall have speaking rights at the discretion of the chair of the meeting but shall not have voting rights
- 16.11. All members of the committee are expected to attend meetings of the committee
- 16.12. 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
- 16.13. 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
- 16.14. If the secretary does not call a duly requisitioned meeting within the time provided, the requestors may themselves call such a meeting provided not less than seven days notice of such a meeting is given stating the business to be conducted
- 16.15. 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
- 16.16. Elections for the vacated positions may be held at the meeting and may be by show of hands unless the meeting determines otherwise
- 16.17. 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

### **WRITTEN RESOLUTIONS**

- 16.18. 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 resolutions may consist of several documents in like form. All such resolutions shall be filed in the register of minutes.

## **17. CONSTITUTION**

- 17.1. 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
- 17.2. The secretary shall supply a copy of the constitution and the rules without charge
  - 17.2.1. To all new members of the club; or
  - 17.2.2. On reasonable request to any existing member

- 17.3. 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
- 17.4. 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
- 17.5. 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

## **18. PRESS STATEMENTS**

- 18.1. The committee shall appoint one of its number to be spokesperson
- 18.2. If no spokesperson be appointed by the committee the president shall be spokesperson
- 18.3. No statements on behalf of, or in the name of the club shall be made except by the spokesperson or by the president's authority or that of the committee
- 18.4. 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

## **POLITICAL NEUTRALITY**

- 18.5. The club shall not identify itself in any way whatsoever with any political party or take part in activities of any such party
- 18.6. 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

## **19. SUSPENSION AND EXCLUSION**

- 19.1. 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
- 19.2. If the committee finds any such charge proven, may suspend, or expel or require such member to resign their membership of the club
- 19.3. If any member so charged is unable to attend at the time and place specified of hearing the charge then, if he is able to satisfy the committee that its 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
- 19.4. 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
- 19.5. 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
- 19.6. Any member whose membership has been terminated as such shall not be eligible to rejoin the club;
- 19.6.1. For at least twelve months from the date of termination of membership; and
- 19.6.2. Without the express permission of the committee

## **20. NOTICES**

**20.1.** 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

**20.2.** Any notice, if served by post, shall be deemed to have been served at the time the letter containing the notice would be delivered in the ordinary course of the post and 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

## **21. WINDING UP THE CLUB**

**21.1.** The club shall be dissolved if:

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

**21.1.2.** Financial membership drops to less than five members

**21.2.** 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

**21.3.** Providing that the body or institution:

**21.3.1.** Has objects similar to those of the club; and

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

**21.4.** If no such determination is made then all assets and records of the club as forementioned shall be transferred to the Wireless Institute of Australia South Australian Division