

Hornsby and Districts Amateur Radio Club
(Incorporated)
Y 002400-21
Articles of Association.

1. NAME.

The name of the Association shall be Hornsby and Districts Amateur Radio Club Inc., (in these rules referred to as “the Association”).

2. OBJECTS.

- (a) For the association of persons interested in the science and technology of radio communications and its associated interests, in all its branches and for the instruction and education of its members.
 - (b) To promote and hold, either alone or jointly with any other associations, persons or clubs, social gatherings, competitions, exhibitions, trials and to accept, offer or give or contribute towards prizes, medals and awards and to promote, give or support dinners, concerts, balls, lectures, entertainments and other worthy objects.
 - (c) To establish, promote or assist in promoting, to subscribe to or become a member of any other club or association or to admit to membership any other person whose objects are similar in whole or in part to the objects of this Association, provided that no subscription be paid to any such club or association except bona-fide in furtherance of the objects of this Association.
 - (d) To purchase, take lease, or in exchange or otherwise acquire, rights, property, instruments or equipment which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Association. To exchange, dispose or grant the same and to do all or any such things itself, or by its agents duly authorized in writing by a majority of those of its members present at a duly authorized meeting.
 - (e) To permit the same or any other property which the Association may acquire to be used by members or persons, either gratuitously or for payment.
 - (f) To purchase, make, hire or provide and maintain all kinds of apparatus, furniture, implements, tools, machinery, utensils, library equipment, stationery, cards, games and all other things acquired, which may be conveniently used in connection with the premises of the Association, by persons frequenting the same, whether members of the Association or not.
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- (g) To buy, prepare, make, repair, supply, sell for cash with all faults if any or deal in all kinds of apparatus intended to be used by members of the Association in conjunction with radio work and all kinds of refreshments required for and/or intended to be used by members of the Association or persons frequenting the Association's own premises.
- (h) To grant issue, authorize, modify cancel or revoke certificates or diplomas of the Association relating to radio and its associated interests or relating to degrees of membership or any other matter.
- (i) To hire and/or employ any person or persons and to pay to them wages or gratuities for services rendered.
- (j) To invest and deal with monies of the Association not immediately required upon such securities and in such a manner as from time to time be determined by the majority of the members present at any ordinary general meeting or by the majority of the committee.
- (k) To except or refuse any gifts of property or articles, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (l) To take or authorize such steps as may from time to time be expedient, by personal or written appeal and/or public meeting for the purpose of procuring contributions to the funds of the Association in the share of donations, annual subscriptions or otherwise.
- (m) To undertake or execute any trust which seems directly or indirectly conducive to any of the objects of the Association.
- (n) May publish a periodical, issues to be made at least quarterly and copies made available to all members and contributors.
- (o) May subscribe to, or contribute to any patriotic, charitable or benevolent or useful project of a public nature.

3. **MEMBERSHIP.**

- (a) Subject to these rules the members of the Association shall be comprised of the members of the Association immediately prior to incorporation together with such other people as the committee admits to membership.
 - (b) Membership is open to all persons who are genuinely interested in radio, communication and electronics and who accept the objects and rules of the Association.
 - (c) There shall be two classes of members called "ordinary members" and "associate members". Ordinary members must have attained a standard at least equivalent to that required for the issue of the Amateur Operators Certificate of Proficiency or the Amateur Operators Limited Certificate of Proficiency or the Novice Amateur Operators Certificate of Proficiency or any Statutory equivalent. All other members shall be "associate members".
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- (d) Any person who pays the prescribed subscription fee and is elected a member as herein described attains all rights and privileges as granted by the Association except as provided in clauses (j), (k) and (m) of paragraph 7.
 - (e) Application for membership shall be in the form prescribed by the committee.
 - (f) Election of members shall be by the committee who may reject any application without assigning any reason.
 - (g) Those members who are full time students, or who are in receipt of any kind of welfare assistance, or are on a pension are only required to pay half of the annual subscription.
 - (h) Persons of distinguished position or attainment or who have rendered valuable assistance or service to the Association or Wireless Institute of Australia or to radio or electronic science may be elected Honorary Life Members of the Association by ordinary resolution upon the recommendation of the committee. They shall be entitled to all membership privileges and be exempt from payment of fees and contributions but shall not be entitled to hold office or vote in the Association unless they have qualified for ordinary membership.
 - (i) Any member of the Association who has occupied the office of President of the Association for a minimum period of one year shall for the year following his last period of office be exempt from payment of subscriptions.
 - (j) At the annual General Meeting each year the Association may appoint a Patron until the following Annual General Meeting. A Patron need not be a member of the Association.
 - (k) The entrance fees, annual subscriptions, and any other subscription payable by members and the time and manner of payment thereof shall be decided at the Annual General Meeting or at a Special General Meeting convened for that purpose.
 - (l) The proportionate part of the annual subscription or fee payable by a new member shall be determined by the committee at the time of his election.
 - (m) If any member shall fail to pay his subscription within one calendar month of the due date, he shall be automatically cease to be a member of the Association until such subscription have been paid.
 - (n) A member may resign his membership at any time by giving notice in writing to the Secretary, but shall continue to be responsible for any monies payable at the date of resignation pursuant to these rules.
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- (o) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- (p) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from the first day of June to the thirty-first day of May or such period as is determined by the committee.

4. **MEMBERS' LIABILITY.**

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of winding up the Association except to the amount of unpaid membership fees.

5. **DISCIPLINING OF MEMBERS.**

If any member be guilty of conduct deemed by the committee to be prejudicial to the interests of the Association, such member may be expelled or suspended from the Association by a resolution of the members at a Special general meeting for which due notice shall be given. Before any such resolution is passed the member affected shall have an opportunity of giving orally or in writing any explanation or defence he may think fit.

6. **MANAGEMENT – BY COMMITTEE.**

- (a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Committee.
 - (b) The office bearers shall consist of a President, Vice-President, Secretary and Treasurer. There shall be up to two other financial members of the Committee.
 - (c) The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy may be filled by a member appointed by the Committee.
 - (d) Four members of the Committee where there are six persons on such Committee and three members of the Committee in any other case must have attained a standard equivalent to an Amateur Operators Certificate of Proficiency or the Amateur Operators Limited Certificate of Proficiency or the Novice Amateur Operators Certificate of Proficiency or any Statutory equivalent and must be ordinary members of the Association.
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- (e) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General meeting.
 - (f) Retiring Committee members are eligible for re-election.
 - (g) The Committee shall meet as often as necessary to conduct the business of the Association and except as otherwise provided herein may adjourn and regulate their meetings and proceedings as they see fit: however, not less than three days notice of such meetings shall be given to each member of the Committee.
 - (h) The quorum for meetings of the committee shall be four members.
 - (i) The Committee may function validly provided its number is not reduced below the quorum. Should the Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
 - (j) The Committee shall have the power to appoint any other qualified member to the Committee either to fill a casual vacancy or as an addition to the Committee but the total number of members shall not exceed six.
 - (k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
 - (l) A member of the Committee shall cease to hold office upon:
 - (i) Resignation in writing.
 - (ii) Absence from three successive Committee meetings without reasonable excuse.
 - (iii) Being absent for more than six months without leave of the committee from meetings of the Committee held within that period.
 - (iv) Ceasing to be a member of the Association.
 - (v) Removal by ordinary resolution at a general meeting.
 - (vi) Death; or bankruptcy or making of any arrangement or composition with his creditors; or becoming mentally ill or a person whose estate is liable to be dealt with under the law relating to mental health.
 - (vii) Holding any office of profit under the Association.
 - (viii) Becoming directly or indirectly interested in any contract or proposed contract with the Association.
 - (m) The Committee shall open a banking account with a bank in the name of the Association. This shall be operated by the President, Secretary and Treasurer, any two of whom shall sign cheques.
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- (n) The Committee shall cause to be kept proper books of account showing the financial transactions of the Association. The Committee shall lay before the association at the Annual General meeting a profit and loss account and balance sheet for the financial year together with the reports of the Treasurer and Auditor thereon.
- (o) The Association at each Annual General meeting shall appoint an Auditor to hold office until the next Annual general meeting.
- (p) The Auditor shall make a report to members on every balance sheet laid before the Association during his tenure of office.

7. **GENERAL MEETINGS.**

- (a) An Annual General Meeting of the Association shall be held in the month of May or as near thereto as possible as the Committee shall appoint (except the first Annual General Meeting which shall be held within two months of the completion of the first financial year and within eighteen months of incorporation.
 - (b) A General meeting shall be held at least monthly, at a time and place as arranged by the Committee. The purpose of such General meetings may be for the conduct of business of the Association, or for project activities or for any other purpose whatsoever, as may be determined from time to time by the committee or members of the Association.
 - (c) A special general Meeting may be called by the Committee whenever it sees fit, and must be convened by the committee within three months of receiving a written request signed by not less than five financial members. No business shall be transacted at the Special General Meeting other than that for which the meeting was called.
 - (d) Seven days notice in writing of an Annual General Meeting or a Special General Meeting shall be given, personally or by post to each member.
 - (e) In the case of an Annual General Meeting the following business shall be transacted:
 - (i) confirmation of the minutes of the last Annual general Meeting and any recent Special General Meeting;
 - (ii) receipt of the Committee's report upon the activities of the Association in the last financial year;
 - (iii) election of office bearers and other members of the Committee;
 - (iv) receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's:
 - income and expenditure
 - assets and liabilities
 - mortgages, charges and other securities
 - trust properties.
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- (f) The quorum for a General Meeting shall be fifteen financial members or one third the total number of financial members whichever is the less present in person or where applicable by proxy.
- (g) Voting at General Meetings shall be by show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required.
- (h) All voting shall be given personally and except for those matters which must be decided by special resolution there shall be no voting by proxy.
- (i) Where a decision by special resolution is required a member who is qualified to vote may vote by proxy. The proxy must be a financial member of the Association and the instrument must be in writing under the hand of the appointer.
- (j) An ordinary member shall be entitled to be present and to vote at general meetings subject to sub-paragraph (m) of this paragraph 7.
- (k) An associate member shall be entitled to be present at any General Meetings but shall not be entitled to vote on any question.
- (l) In the case of equality of votes the person appointed to chair the General Meeting shall have a second or casting vote.
- (m) No member of the Association who is not also an ordinary member of the Wireless Institute of Australia, New South Wales Division shall be entitled to vote at any meeting of the Association on any matter directly affecting the affairs of that Division or to vote on the appointment of a delegate of the Association to that Division or to any Conference held under the rules of that Division.
- (n) The Association in General meeting may appoint one or more of its members as delegates of the Association to the Wireless Institute of Australia, New South Wales Division to act as spokespersons for the Association at any General Meeting or at any Conference of that Division provided that such delegates to be eligible for election shall be ordinary members of that Division.
- (o) Nominations of candidates for election as office bearers or other Committee members may be made at the Annual General meeting or in such other ways as may be determined by the Association at a General Meeting.

8. **ORDER OF DEBATE.**

- (a) No motion or amendment shall be discussed until seconded.
 - (b) Every amendment to a motion shall be considered and put before the original motion, and if carried shall become the original motion and subject to further amendment.
 - (c) Only one amendment shall be entertained at any one time except a motion to proceed with the next business, which if carried, will supersede the original motion or any amendment.
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- (d) No amendment will be received by the chairman which is a direct negative to a motion before the chair.
- (e) No member shall speak more than once to any motion except in explanation or to contradict a mis-statement except the proposer who has right of reply. After such reply the motion shall be put.
- (f) During all questions and discussions, the member shall stand and address himself to the chairperson.
- (g) The ruling of the chairperson shall be obeyed for the orderly conduct of the business.

9. **OFFICE BEARERS.**

- (a) The President or, in the President's absence, the Vice-President, shall act as chairperson at each general meeting and committee meeting of the Association.
- (b) If the President and Vice-President are absent from a meeting or unwilling to act. The members present at the meeting shall elect one of their number to act as chairperson.
- (c) The Secretary shall keep records of the business of the Association including the rules, register of members, minutes of all general and committee meetings and a file of correspondence, and all records shall be available for inspection by any member.
- (d) The Treasurer shall ensure that all money received by the Association is paid into the account in the Association's name. Payments shall be made through a petty cash system or by cheque signed as provided for in paragraph 6, sub-paragraph (m) in these Rules. Major or exceptional and unusual expenditures shall be authorized in advance by the committee or a general meeting.
- (e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

10. **SPECIAL RESOLUTIONS.**

- (a) A Special Resolution must be passed by a general meeting of the Association to effect the following changes:
 - (i) A change of the Association's name;
 - (ii) A change of the Association's rules;
 - (iii) A change of the Associations objects;
 - (iv) An amalgamation with another Incorporated Association;
 - (v) To voluntarily wind up the Association and distribute its property;
 - (vi) To apply for registration as a Company or Co-operative.
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- (b) A special Resolution shall be passed in the following manner:
 - (i) A notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - (ii) The notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - (iii) A quorum must be present at the meeting;
 - (iv) At least three-quarters of those present must vote in favour of the resolution;
 - (v) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate affairs Commission for permission to pass the resolution in some other way.

11. **PUBLIC OFFICE.**

- (a) The Committee shall ensure that a person is appointed as Public Officer.
 - (b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
 - (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New south Wales.
 - (d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - (i) death;
 - (ii) Resignation;
 - (iii) removal by the Committee or at a general meeting;
 - (iv) bankruptcy or financial insolvency;
 - (v) mental illness
 - (vi) residency outside New South Wales.
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- (e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- (f) The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:
 - (i) appointment (within 14 days);
 - (ii) a change of residential address (within 14 days);
 - (iii) a change in the Association’s objects or rules (within one month);
 - (iv) a change in the membership of the Committee ((within 14 days)
 - (v) of the Association’s financial affairs (within one month after the Annual General Meeting);
 - (vi) a change in the Association’s name (within one month).
- (g) The Public Officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the committee.

12. **MISCELLANEOUS.**

- (a) The association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
 - (b) The funds of the Association shall be derived from the fees of members, donations, grants, and such other sources approved by the Association.
 - (c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Seal shall be witnessed by the signatures of two members of the committee.
 - (d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.
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