

**Constitution of the
Brisbane Area WICEN Group Inc.
(Wireless Institute Civil Emergency Network)(BAWG)**

NAME

1. The name of the Incorporated Association shall be BRISBANE AREA WICEN GROUP INC. (in these Rules called “the Association”)

OBJECTS

2. The objects for which the Association is established are :-
 - a. Further the objectives of the Wireless Institute Civil Emergency Network (in these rules called “WICEN”) in the Brisbane area,
 - b. Encourage Licensed Amateur Radio Operators and other persons to take an interest in exploring, developing, expanding and enhancing amateur radio with a particular emphasis on emergency communications,
 - c. Instruct interested persons in emergency communications,
 - d. Hold meetings and conduct lectures in pursuance of the above objectives,
 - e. Subscribe to, and / or purchase publications to improve the operational standard of members,
 - f. Operate the Association’s base, mobile, portable and / or repeater stations,
 - g. Provide communications in emergency situations in conjunction with Government Agencies, Non Government Organisations and other Community Organisations and groups,
 - h. Conduct exercises in simulated emergency communications within the Association, in conjunction Government Agencies, Non Government Organisations and other Community Organisations including groups that may require communications from time to time for the conduct of sporting or other events, provided that, in the latter case, the Amateur Radio Regulations are not contravened.

POWERS

3. The powers of the Association are :-
 - a. Subscribe to, become a member of, co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided, that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of **Rule 26 (j)**,
 - b. Further to the objects of the Association, buy, sell, deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons

frequenting the Association's premises,

- c. Purchase, take or lease in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, including any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association. Provided that in case, the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts,
- d. Enter into arrangements with any Government or Authority that are incidental or, conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority all rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with such arrangements, rights, privileges and concessions,
- e. Appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association,
- f. Remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Incorporated Association or in the furtherance of its objects,
- g. Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof,
- h. Invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit,
- i. Take, or otherwise acquire, hold shares, debentures or other securities of any company or body corporate,
- j.
 - j.i. Furtherance of the objects of the Association, to lend and advance money or give credit to any person or body corporate.
 - j.ii. Guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate,
- k.
 - k.i. Borrow or raise money, either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys.
 - k.ii. Further advances, borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise.

- k.iii. By mortgage, charge, lien or other security upon the whole or any part of the Incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities,
- l. Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments,
- m. Further of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Association,
- n. Take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others,
- o. Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in **Rule 3(d)**,
- p. Initiate such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise,
- q. Print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects,
- r. Advance the objects of the Association to amalgamate with any one or more Incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of **Rule 26 (i)**,
- s. Continue the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate,
- t. Enhance the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the Incorporated Associations with which the Association is authorised to amalgamate,
- u. Make donations for patriotic, charitable or community purposes,
- v. Transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged,
- w. Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

CLASSES OF MEMBERS

4. a. The membership of the Association shall consist of the following classes of members:-
 - a.i. Ordinary Members.
 - a.ii. Associate Members.
 - a.iii. Life Members.
 - a.iv. Honorary Members.
- b. Any person, who is not a minor as defined in Section 17 of the *Law Reform Act 1995*, and who holds an Amateur Operator's Certificate of Proficiency as defined in the *Radiocommunications Act 1992* (the Act) or its successor/s and issued by the authorised regulatory authority within the Commonwealth of Australia; or an equivalent qualification recognised by the regulatory authority within the Commonwealth of Australia, may apply to the Association to become an Ordinary Member.
- c. The number of Ordinary Members is unlimited.
- d. An Ordinary Member is entitled to vote at any meeting of the Association.
- e. A person who is interested in radio communications may apply for Associate Membership of the Association who;
 - e.i. Is a minor, as defined in Section 17 of the *Law Reform Act 1995*, irrespective whether they do or do not hold an Amateur Operator's Certificate of Proficiency as per Rule 4.b.
 - e.ii. Is not a minor as defined in Section 17 of the *Law Reform Act 1995* and who does not hold an Amateur Operator's Certificate of Proficiency as per Rule 4.b.
- f. An Associate Member or Honorary Member may not vote on any motion at any meeting of the association.
- g. The number of Associate Members shall not exceed the number of Ordinary Members.
- h. The number of Life Members who may be appointed in any one financial year shall be limited to two, and to qualify for appointment, a person must have rendered outstanding service to the Association. Appointment to Life Membership shall be made pursuant to a recommendation of the Management Committee, subsequently ratified at a General Meeting by a majority of the members present. A Life Member, who holds an amateur operator's certificate of proficiency or equivalent, shall be entitled to vote at an Annual, or Extraordinary, or General Meeting of the Association.
- i. Honorary Members may be any person who volunteers to assist, or who is requested to do so by the Management Committee or by a member authorised by the Committee via an appropriate By-Rule. The Honorary Membership terminates when the person so appointed either ceases his or her duties with the Association or at the termination of the emergency or exercise.

- j. The Management Committee reserves the right, as it may see fit, to vary the conditions for a membership on a case by case basis only, subject to the particular membership being ratified by a vote by the Ordinary Members at the next General Meeting of the Association.

MEMBERSHIP.

5. Every applicant for all classes of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant, proposer and seconder, and shall be in such form as the Management Committee from time to time prescribes.

MEMBERSHIP FEES.

6.
 - a. The membership fee for each class of membership shall be such sum as the members shall determine from time to time at any general meeting.
 - b. The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee determines.
 - c. The membership fee for Associate **Members** shall not exceed fifty percent of the fee for **Ordinary Members**.
 - d. Should it be deemed necessary, the Annual General Meeting may determine that a special levy be instituted for the following year, provided that such levy shall not exceed the annual fee for **Ordinary Members**.
 - e. The Annual General Meeting may determine the fee, if any, that shall be charged as an entry fee for new members, and those renewing membership after a lapse of more than six months.
 - f. All annual fees become due and payable on the first day of July in each year and provided that the prescribed fees are paid before the first day of October of the same year, the member shall be deemed to be financial.
 - g. The membership year shall be from the first day of July to the last day of June the following year.

ADMISSION AND REJECTION OF MEMBERS.

7.
 - a. At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall determine upon the admission or rejection of the applicant.

- b. Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied.
- c. Upon the acceptance or rejection of an application for any class of membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP.

- 8.
 - a. A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
 - b. If a member :-
 - b.i. Is convicted of an indictable offence, or
 - b.ii. Fails to comply with any of the provisions of these Rules, or
 - b.iii. Has membership fees in arrears of three months or more, or
 - b.iv. Conducts themselves in a manner injurious or prejudicial to the character or interests of the Association,

The Management Committee shall consider whether their membership shall be terminated.

 - c. The member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate their membership it shall instruct the Secretary to advise the member in writing accordingly.

APPEAL AGAINST THE REJECTION OR TERMINATION OF MEMBERSHIP.

- 9.
 - a. A person whose application has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee.
 - b. Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within three months of the date of receipt by their of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to completely present their case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

- c. Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS.

- 10.
 - a. The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
 - b. Particulars shall also be entered into the register of deaths, resignations, terminations and re-instatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
 - c. The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- 11.
 - a. The Management Committee of the Association shall consist of an Executive, consisting of the President, Vice President, Secretary, Treasurer, of whom three shall be eligible to vote as per Rule 4, and such numbers of Non-Executive Members, of whom the majority shall be eligible to vote as per Rule 4, as the Members of the Association at any General Meeting may from time to time elect or appoint.
 - b. At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
 - c. The election of officers and other members of the Management Committee shall take place in the following manner :-
 - c.i. Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee,
 - c.ii. The nomination, which shall be in writing and signed by the member and their proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place,
 - c.iii. A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the Annual General Meeting,

- c.iv. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies,
- c.v. Should at the commencement of such meeting there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- d. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

VACANCIES ON THE MANAGEMENT COMMITTEE.

- 12.
 - a. The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
 - b. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE.

- 13.
 - a. Except as otherwise provided by these Rules and subject to the resolutions of the members of the Association carried at any general meeting, the Management Committee :-
 - a.i. Shall have the general control and management of the administration of the affairs, property and funds of the Association, and
 - a.ii. Shall have the authority to interpret the meaning of these Rules and any matter relating to the Association on which these rules are silent.
 - b. The Management Committee may exercise all the powers of the Association :-
 - b.i. Borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures,

perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities.

- b.ii. Borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane, Queensland, Australia, for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to pay off any such securities, and
- b.iii. Invest in such manner as the members of the Association may from time to time determine.

MEETINGS OF THE MANAGEMENT COMMITTEE.

- 14.
 - a. The Management Committee shall meet at **least four times per annum** to exercise its functions.
 - b. A **Special Meeting** of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
 - c. At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and / or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
 - d. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
 - e. A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising there-out, and if they do so vote, their vote shall not be counted.
 - f. Not less than fourteen days notice shall be given by the Secretary to the members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
 - g. The President shall preside as Chair at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chair or if the Vice President is not present at the meeting, then the members may choose one of their number to be Chair of the meeting.

- h. If within half an hour from the time appointed for the commencement of a Management Committee meeting, a quorum is not present, the meeting, if convened on the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 15.
- a. The Management Committee may delegate any of its powers to an individual member or members or to a sub-committee or sub-committees consisting of such members of the Association as the Management Committee thinks fit. Any individual/s or sub-committee/s so authorised shall exercise of the powers, so delegated, conforming to any conditions that may be imposed on it by the Management Committee either directly via instruction or via an appropriate By-Law, to make recommendations to the Management Committee. The Management Committee reserves the right to rescind such delegation/s at any time. The Management Committee may not be bound by the recommendations made by such individual/s or sub-committee/s.
 - b. A sub-committee may elect a Chair of its meetings. If no such Chair is elected, or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.
 - c. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
16. All acts done in any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
17. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

ANNUAL GENERAL OR GENERAL MEETINGS.

18.
 - a. The Annual General Meeting shall be held within three months of the close of the financial year.
 - b. The business to be transacted at every Annual General Meeting shall be :–
 - b.i. The receiving of the Management Committee’s report including the statement of income and expenditure, assets, liabilities, mortgages, charges and securities affecting the property of the Association for the preceding financial year,
 - b.ii. If required, **the** receiving of the auditor’s report upon the books and accounts for the preceding financial year,
 - b.iii. The election of members of the Management Committee, and
 - b.iv. If required, the appointment of an auditor.
19. The Secretary shall convene a special general meeting :–
 - a. When directed to do so by the Management Committee, or
 - b. On the requisition in writing signed by not less than one-third of the members presently on the Management Committee, or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat, or
 - c. On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
20.
 - a. At any **General Meeting**, the number of members required to constitute a quorum shall be double the number of members, presently on the Management Committee, plus one.
 - b. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule “member” includes a person attending as a proxy or as representing a corporation which is a member.
 - c. If within half an hour from the time appointed for the commencement of a **General Meeting** a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- d. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 21.
- a. The Secretary shall convene all **General Meetings** of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
 - b. The manner by which such notice shall be given, shall be determined by the Management Committee, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the Management Committee, shall be given in writing. Notice of a **General Meeting** shall clearly state the nature of the business to be discussed thereat.
22. Unless otherwise provided by these Rules, at every general meeting :-
- a. The President shall preside as Chair, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chair or if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be the Chair of the meeting,
 - b. The Chair shall maintain order and conduct the meeting in a proper and orderly manner,
 - c. Every question, matter or resolution shall be decided by a majority of votes of the members present,
 - d. Every member present shall be entitled to one vote and in the case of an equality of votes the Chair shall have a second or casting vote, provided that no member shall be entitled to vote at any general meeting if their annual subscription is more than one month in arrears at the date of the meeting,
 - e. Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chair shall appoint two members to conduct the secret ballot in such manner as they shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded,
 - f. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote,
 - g. The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A

proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot,

- h. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form as circumstances permit:-

BRISBANE AREA WICEN GROUP INC.

I, _____ of _____,
being a member of the above named Association, hereby appoint _____
of _____, or failing them,
of _____, as my proxy to vote for
me on my behalf at the _____ (Annual) General Meeting of the Association,
to be held on the _____ day of _____, 20____, and at any adjournment thereof.
Signed this _____ day of _____, 20____

Signature

This form is to be used

- in favour of _____ the resolution
- against _____

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as they think fit.);

- i. The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote, and
- j. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered or recorded in a book or other media to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chair of that meeting or the Chair of the next Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting.

Provided that the minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting or Annual General Meeting.

BY-LAWS.

23. The Management Committee may **from time to time make**, amend or repeal **By-Laws**, not inconsistent with these Rules, for the internal management of the Association and any **By-Law** may be set aside by a general meeting of the members.

ALTERATION OF RULES

24. Subject to the provisions of the Associations Incorporation Act 1981 and amendments, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting, **however an amendment, repeal or addition is valid only if it is registered by the chief executive.**

COMMON SEAL.

25. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall, be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

FUNDS AND ACCOUNTS.

- 26.
- a. The funds of the Association shall be banked in the name of the Association in such financial institution as the Management Committee may from time to time direct.
 - b. Proper books and accounts shall be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
 - c. All moneys shall be banked as soon as practicable after receipt thereof.
 - d. All amounts of twenty dollars or over shall be paid by cheque signed or other transfer authorised by any two, of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
 - e. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be left open.
 - f. The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.

- g. All expenditures shall be approved or ratified at a Management Committee meeting.
- h. As soon as practicable after the end of the financial year, the Treasurer shall cause to be prepared a statement containing particulars of :-
 - a. The income and expenditure for the financial year just ended, and
 - b. The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- i. All such statements shall be examined by the Management Committee or Auditor, if required, who shall present their report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect to which such audit was made.
- j. The income and property of the Association whence soever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS.

- 27. The Management Committee shall provide for the safe custody of the books, documents, electronic records, instruments of title and securities of the Association.

FINANCIAL YEAR.

- 28. The financial year of the Association shall close on the 30th day of June each year.

DISTRIBUTION OF ASSETS.

- 29. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and subsequent amendments, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 26 (j), such institution or institutions to be determined by the members of the Association.

INDEMNITY

30. All Management Committee members and persons in the employ of the Association and any person carrying out duties entrusted to them by or on behalf of the **Association**, shall be hereby indemnified out of the assets of the Association against all actions, costs, suits, proceedings, claims or demands whatsoever which may be brought or made against any one of them and against all fines, penalties, costs, charges and other expenses which may be or become payable or incurred by any one or more of them in consequence of carrying out such duties in good faith.

DEFINITIONS AND INTERPRETATION.

31. In this constitution:-

- a. Any member of the Management Committee may participate in a meeting of the Management Committee by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote.
- b. References to written communications or notices, include email and facsimile.
- c. A quorum for General Meetings shall be twice the number of Management Committee members plus One.
- d. A quorum for Annual General Meetings shall be twice the number of Management Committee members plus One.
- e. A quorum for a Management Committee Meeting shall be half the number of Management Committee members plus One.
- f. A **majority** is resolved in the direction of that which obtains the highest number of votes cast. If the vote is of equal numbers, then the matter is resolved in the direction the requires no change.