

Memorandum of Agreement

WEST AUSTRALIAN REPEATER GROUP INC.

CONSTITUTION

Article 1. NAME

The name of the Group shall be the West Australian Repeater Group Incorporated, and it shall have its headquarters in Perth, Western Australia.

Article 2. AIMS

The aims of the Group shall be:

- (a) The association of persons interested in the development, installation and maintenance of repeaters and other systems for amateur communications.
- (b) To provide a centre of information, advice and discussion on all matters pertaining to all systems for amateur communications.
- (c) To provide for:
 - (1) Legal defence funds.
 - (2) Affiliation with other amateur radio groups.
 - (3) Co-operation with other bodies.
 - (4) Power to employ labour and pay for same.
 - (5) Power to borrow and invest.
- (d) To form, and co-operate with, civil emergency networks or organisations in any emergency, or in any authorised simulated emergency exercise.

Article 3. INTERPRETATIONS

Systems shall mean radio-communication devices and procedures for the purpose of supporting transmissions for amateur communications being within authorised amateur bands, between licensed amateur stations, and operating in accordance with current restrictions or conditions of regulatory and licensing authorities.

Article 4. MEMBERSHIP

Membership shall not be limited in number, but shall be restricted to those interested in the aims of the Group.

Article 5. GOVERNMENT

The affairs of the Group shall be managed by a Council consisting of President, Vice-President, Secretary, Treasurer, Technical Officer, Membership Officer and three Councillors to be elected as hereinafter provided.

Subject to such direction as is decided upon by any General Meeting as defined in Rule 4 hereunder, the Council shall have power to appoint subcommittees and deal with all matters and transact any business that may affect the Group or any of its members.

The Council shall be elected at each Annual General Meeting, which shall be held during the month of May each year, and shall be eligible for re-election, excepting that each officer shall be limited to a tenure not exceeding three consecutive years in the same position.

The Secretary and all Councillors shall ex-officio be members of all relevant sub-committees.

All officers shall be elected at the Annual General Meeting, and on vacating office they shall deliver to the Council or their successor all books, accounts, receipts, papers, correspondence, documents of any kind, and funds which may be in their possession or under their control, forming part of the assets and property of the Group.

Each Member of the Council or Officer of the Group shall continue to hold office until the close of the Annual General Meeting.

Article 6. INCOME AND PROPERTY

The income and property of the Group, whence-so-ever derived, shall be applied solely towards the promotion of the aims of the Group as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the persons who at any time are, or have been, members of the Group or to any of them or to any person claiming through any of them.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Group or to any person other than a member thereof, in return for any services actually rendered to the Group.

If any member of the Group pays or receives any dividend, bonus or other profit in contravention of the terms of the preceding paragraph of this Memorandum, their liability shall be unlimited.

RULES

1. MEMBERSHIP:

All intending members must be proposed and seconded by financial members of the Group.

Nomination shall be made on forms provided and accompanied by the necessary subscription and shall be dealt with by the Council, who shall recommend to a General Meeting the admission or otherwise of the proposed member. This General Meeting shall then by vote decide the membership.

The name and address of the new member shall be entered into the membership register of the Group.

2. NOMINATION OF COUNCILLORS:

(a) All nominations of Councillors for official positions must be in writing and be proposed and seconded by financial members. The consent of an absent nominee must be obtained in writing prior to the start of the meeting.

(b) If there are more than the required number of nominations, an election will be held. The system of voting required, to be decided at the Annual General Meeting by financial members present.

3. SUBSCRIPTIONS:

The annual subscription shall be as determined by a General Meeting and shall be payable in advance prior to the Annual General Meeting.

Any member more than three months in arrears and not advising to the contrary, may have their membership determined by the Council.

4. MEETINGS:

Notice for all meetings may be given by post or in the W.A. Note's column in Amateur Radio magazine or by an insert in Amateur Radio magazine or through an item on the Wireless Institute of Australia W.A. Division news broadcast, as well as an announcement on our weekly net, or any combination of the above.

Ordinary General Meetings shall be held at regular intervals at which not less than six members shall constitute a quorum. The Council shall meet as deemed necessary, at which not less than four Councillors shall constitute a quorum.

5. SPECIAL GENERAL MEETINGS:

Notice of a desired Special General Meeting shall be given by three members signing the requisition to the Secretary. The Secretary shall, within seven days, give at least fourteen day's notice prior to the date appointed for such meeting. Furthermore the Secretary shall notify financial members of the date fixed for the Special General Meeting, and the nature thereof. Six members shall constitute a quorum.

6. ANNUAL GENERAL MEETING:

The Annual General Meeting shall be held during the month of May, on a day determined by Council, for the purpose of receiving the Secretary's report, the Treasurer's balance sheet, and for the election of President, Vice-President, Secretary, Treasurer, Technical Officer, Membership Officer and three Councillors for the ensuing year, and for general business. Seven days notice of

such meeting shall be given to financial members. Six financial members shall constitute a quorum.

A Returning Officer shall be appointed by the meeting, to oversee the appointment of the new Council.

7. LIFE AND HONORARY MEMBERSHIP:

These shall be elected at any Annual General Meeting, subject to the following conditions:

Life Membership:

Members in good standing, who have rendered outstanding service to the Group. They will retain the same benefits and privileges as financial members.

Honorary Membership:

Honorary membership may be bestowed on a non-member for a period not exceeding three years, in return for service rendered to the Group.

An Honorary Member shall have all privileges of Group membership excepting that they shall not be able to hold office, may speak but not vote, on any matters affecting the Group or its members.

8. COMPLIMENTARY MEMBERSHIP:

Complimentary Membership may be bestowed on a person for a period of one year, at the discretion of Council.

A Complimentary Member shall have all privileges of Group membership excepting that they shall not be able to hold office, may speak but not vote, on any matters affecting the Group or its members.

9. ALTERATION OF, ADDITION TO, OR SUSPENSION OF RULES:

The Constitution or Rules shall not be altered except at the Annual General Meeting or at a Special General Meeting called for this purpose.

Twenty-one day's notice of any alteration must be lodged with the Secretary, who, if subsequent to the Annual General Meeting shall convene a Special General Meeting, shall give notice of such meeting stating the aims of same to the members, not less than fourteen days before the date fixed for the meeting. Six members shall constitute a quorum.

No addition to, alteration of, or suspension of constitution or rules shall take effect unless agreed to by a three-fourths majority of financial members voting.

Financial members not present at such a meeting may exercise a vote by proxy in writing.

10. BYLAWS:

Subject to confirmation at the next General Meeting, Council shall have power to frame, amend or rescind Bylaws if considered necessary for facilitating work and in the furtherance of the aims of the Group.

Such Bylaws are to be as far as possible consistent with the constitution and rules.

Council shall interpret and construe the rules and Bylaws in respect to all matters and things arising thereunder.

11. DISCIPLINE:

Upon the complaint of two or more members of the Group, a Member may, by two-thirds majority vote of the Council at a meeting, be admonished, suspended or expelled for conduct considered to be injurious to the welfare, progress or character of the Group.

The Council, at such meetings, shall investigate the circumstances connected with the case, and their finding or decision shall thereupon be forwarded in writing by the Secretary to such Member who shall be given at the same time at least seven days notice to attend the next Council Meeting for the purpose of being heard in reply to the finding of the Council.

The final result shall be decided by two-thirds majority of the Council.

Annual fees during suspension and pending final decision of the Council shall be payable by any suspended Member.

Any Member affected by the decision of the Council in respect to any matter or thing may appeal irrespective thereof to the general members. Such appeal shall be given within one week from the date of the Council's finding, and shall be dealt with at the next general meeting.

12. RESIGNATIONS:

Any Member whose subscription is not in arrears may resign their membership on giving notice in writing thereof to the Secretary who shall report same to the Council at their next meeting when such resignation shall be dealt with. On acceptance by the Council of such resignation, such member will forfeit their Group membership and all rights and privileges attached thereto.

13. AUDITOR:

The books, including all cheque and other butts of the Group, shall be audited by two auditors to be appointed by the Members of the Group at the Annual General Meeting each year.

14. DISSOLUTION (WINDING-UP OF GROUP)

The Group may be dissolved or wound-up by a resolution of not less than three-fourths of the financial membership of the current year's standing at any General Meeting or at a Special General Meeting called for such purpose. One calendar month's notice of any proposed winding-up shall be given to Members.

If upon the dissolution or winding-up of the Group there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Group. Such assets shall be given to some other Amateur Radio association, institution, or body, having aims similar, wholly, or in part, to the aims of the Group, provided that the association, institution or body is incorporated under the Act; and shall prohibit the distribution of its income and property among its members, it shall be determined by the members of the Group at or before the time of dissolution or winding-up.

In default of any such resolution, payment, transfer or distribution shall be determined by a Judge of the District Court.

Financial members not present at such meeting may exercise a vote by proxy in writing.

15. GROUP'S LIABILITY:

All debts and liabilities of the Group shall be liquidated out of the general funds of the Group.

16. DUTIES OF OFFICERS:

(a) Patron:

The Patron shall have no official responsibility but shall assist the Group to the best of their ability. They may preside at social functions and at General Meetings should they so desire.

(b) President:

The President shall preside at all social functions and General Meetings in the absence of the Patron, and shall generally carry out the duties of Chairman and shall give rulings when required. The President shall have full powers at meetings to expel a Member from a meeting should they deem it necessary.

(c) Vice-President:

The Vice-President shall assist the President, and when required shall carry out the duties of the President.

(d) Secretary:

The Secretary in all things shall, subject as hereinafter appearing, act under supervision and direction of the Council.

The Secretary shall record minutes of all properly convened meetings, the results of all contests, exhibitions, competitions, social events, etc., and conduct the official correspondence of the Group.

The Secretary shall at each General Meeting receive from the Membership Officer a current membership list and details of subscriptions and donations etc. received since the previous report.

The Secretary shall generally perform and carry on as they shall think fit all duties appertaining to such office, and for the progress and betterment of the Group and its Members.

The Secretary shall be responsible for notifying all constitutional changes to the statutory authorities.

(e) Treasurer:

The Treasurer in all things shall, subject as hereinafter appearing, act under supervision and direction of the Council.

They shall prepare a report of the previous year's (April 1st - March 31st) transactions for publication and circulation amongst the Council at least seven days prior to its presentation at the Annual General Meeting, and generally perform and carry on as they shall think fit all duties appertaining to such office, and for the progress and betterment of the Group and its Members.

The Treasurer shall at each General Meeting receive from the Membership Officer a current membership list and details of subscriptions and donations etc. received since the previous report. The Treasurer shall keep a cash day-book and enter therein from time to time the amount of subscriptions and other receipts from any source, banked by the Membership Officer, and any other monies belonging to the Group.

The Treasurer shall in the absence of a Membership Officer collect from time to time all subscriptions and other monies due and payable to the Group, and deposit such monies with such bank or banks as from time to time may be decided upon by the Council, in the name and to the credit of the Group as per the Membership Officers duties. The Treasurer shall pay all accounts authorised by the Council out of the general funds of the Group by cheque signed by any two of: President, Secretary, Treasurer.

The Treasurer shall keep a site-register and shall record the items purchased and the amounts for each site.

The Treasurer shall submit at every General Meeting of the Group a statement of receipts and expenditure for the preceding months since the previous report, together with a list of accounts for payment for the period prior to such meeting, and shall check all cash book entries and certify as to the bi-monthly reconciliation of the cash day-book with the bank statements.

The Treasurer shall furnish to the Annual General Meeting a report of the Group's balance sheet, as at the 31st of March, covering the financial transactions of the Group during the preceding year.

(f) Technical officer:

The Technical Officer, in all things, shall, subject as hereinafter appearing, act under supervision and direction of the Council.

The Technical Officer shall supervise the service teams for the construction, installation and maintenance of the various sites, and keep the Council informed of any changes.

The Technical Officer shall be responsible for the Group's equipment-register.

(g) Membership Officer:

The Membership Officer, in all things, shall, subject as hereinafter appearing, act under supervision and direction of the Council.

The Membership Officer shall keep a file containing a complete list of the Members, together with their addresses and dates of election. And they shall collect from time to time all subscriptions and

other monies due and payable to the Group, issue receipts, and deposit such monies with such bank or banks as from time to time may be decided upon by the Council, in the name and to the credit of the Group.

The Membership Officer shall at each General Meeting supply the Secretary and Treasurer with a current membership list and details of subscriptions and donations etc., received since the previous report, and they shall present to the Annual General Meeting a report of the Group's membership covering the financial transactions during the preceding year.

The Membership Officer shall ensure that membership renewals are sent out at the appropriate time.

17. COMMON SEAL:

The Council shall have power to provide a Common Seal for the purpose of the Group and from time to time destroy the same and substitute a new Seal in lieu thereof, and the seal for the time being of the Group shall be kept under such custody and control as the Council or Members in General Meeting shall from time to time prescribe.

In the absence of any prescription, the Seal shall be kept in the custody of the Secretary, and unless otherwise determined by the resolution of a General Meeting, the Common Seal shall not be used except under and by virtue of a minute of the Council.

A register of all documents to which the Seal has been affixed shall be maintained by the Secretary.

BY-LAWS

1. ORDER OF DEBATE:

Any Member desiring to propose a motion or amendment or to discuss any matter under consideration, must rise and address the Chairman.

No member, when speaking, shall be interrupted unless called to order, when they shall sit down, and the Member so calling shall be heard in preference to any other speaker, and the Chairman shall then decide without discussion upon the point of order before the subject is resumed, or any other subject entered upon.

No member may speak to any motion after the same has been put by the Chairman, and has been voted upon.

When two or more members rise to speak, the Chairman shall call upon the member who, in their opinion, rose first in their place.

The mover and seconder, except a seconder pro-forma of any motion of amendment, shall be held to have spoken to the same.

In the discussion, no Member shall be allowed to speak more than once, except strictly in explanation, except the mover of the original motion, who shall have the right of reply.

A Member when speaking must confine their remarks to the subject under debate and avoid personalities.

They shall not use any discourteous language or reflect on any Member whilst in debate.

Any Member feeling dissatisfied with the decision of the Chairman on any point of order, may appeal to the members present, provided the appeal is seconded.

In cases of appeal from the ruling of the Chairman, a temporary Chairman shall be appointed and the question shall be as follows:

"Shall the decision of the Chairman stand as the judgement of the Meeting?" and this question shall be decided without debate.

If, after two speakers have spoken successively on the same side of the question, and no speaker follows on the other side, the Chairman shall submit the motion or amendment to the meeting after affording the mover the right of reply.

No motion that "the question be now put" shall be entertained at any meeting.

A motion having been duly moved and seconded, discussion thereupon may be interrupted by some or all of the following further motions, which in turn must be seconded, but of which no notice shall be required:

- (a) To amend the motion.
- (b) To move the previous question.
- (c) To postpone the question.
- (d) To adjourn the debate.
- (e) To adjourn the meeting.

An amending motion shall not be a mere negative, but must be relevant to the original motion. Such may be moved or seconded by any Member whether they have or have not already spoken on the original motion; cannot be moved after the question is put; gives no right of reply to the mover; cannot be withdrawn without the consent of the meeting.

Before a motion to adjourn the debate is put, the mover of the question under debate shall be allowed the right of reply.

No such motion shall be declared carried unless a majority of at least two-thirds of the members present and voting, vote in favour thereof.

All changes, additions and deletions to the above document were noted in the minutes of the Groups Special Meeting in November 1995, and passed by a majority of members present.

Two minor changes were required by the Associations Incorporations Act.

Clause 9 must have the consent of three-fourths (75%) of members voting, and,

Clause 14 (section 33(2) of the Act) states that distribution must be to an incorporated recipient.