

MEMORANDUM AND ARTICLES OF ASSOCIATION

"THE COMPANIES ACTS"
MEMORANDUM OF ASSOCIATION
OF
THE WIRELESS INSTITUTE OF AUSTRALIA
VICTORIAN DIVISION
(Amended 9 May 1997.)

1. The name of the Institute is "THE WIRELESS INSTITUTE OF AUSTRALIA VICTORIAN DIVISION."
2. The registered office will be situate in Victoria.
3. The objects for which the Institute is formed are:
 - (a) The the Association of persons and/or bodies corporate or incorporate interested in the encouragement and scientific development of radio communication in all its branches.
 - (b) To provide a centre of information instruction and advice on all matters pertaining to radio communication or any development thereof.
 - (c) DELETED
 - (d) To promote and hold either alone or jointly with any other association club company or person meetings competitions, exhibitions and trials and to accept offer give or contribute towards prizes medals and awards and to promote give or support dinners concerts balls lectures and other activities.
 - (e) To establish promote or assist in establishing or promoting and to subscribe to amalgamate with or become a member of or to admit to membership any other company association or club whose objects are similar or in part similar to the objects of this Institute or the establishment or promotion of which may be beneficial to the Institute. Provided that no subscription be paid to any such other company association or club out of the funds of this Institute except bona bide in furtherance of the objects of this Institute.
 - (f) To purchase take on lease or in exchange or otherwise acquire any lands buildings easements rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Institute and to sell demise mortgage give in exchange or dispose of the same and to do all or any of such things itself or by its agents duly authorized in writing.

(g) To provide club houses including the establishment and maintenance of lawful activities and workshops sheds and other conveniences and to furnish and maintain the same and to permit the same and other property of the Institute to be used by members and persons either gratuitously or for payment.

(h) To purchase hire make or provide and maintain all kinds of apparatus furniture implements tools machinery utensils plate glass linen books papers periodicals journals stationery cards games and all other things required or which may conveniently be used in connection with the club houses and other premises of the Institute by persons frequenting the same whether members of the Institute or not.

(i) To buy prepare make repair supply sell and deal in all kinds of apparatus intended to be used by members of the Institute in connection with radio work and all kinds of refreshments required for and/or intended to be used by members of the Institute or other persons frequenting the premises of the Institute.

(j) To consider originate and promote reform and improvements in the law relating to wireless communication to consider proposed alterations and oppose or support the same to effect improvements in the administration of such law and for the said purposes to petition Parliament or take such other proceedings as may be deemed expedient.

(k) To grant issue authorize modify cancel or revoke certificates or diplomas of the Institute relating to radio communication or relating to degrees of membership or any other matters.

(l) To hire and employ secretaries clerks managers servants and workmen and to pay to them and to persons other than members of the Institute in return for services rendered to the Institute salaries wages gratuities and/or pensions.

(m) To enter into any arrangements with any Government or local authority or any club company or person which may seem to be conducive to the objects of the Institute and to acquire or obtain from any such Government or authority club company or person any charters decrees or right privileges and concessions which may be conducive to any such objects and accept make payments and carry out exercise and comply with any such arrangements charters contracts decrees right privileges and concessions.

(n) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.

(o) To borrow and raise and give security for money in such manner as the Institute shall think fit and in particular by the issue of or upon bonds debentures bills or exchange Promissory notes or other obligations or securities of the

Institute or by mortgage or charge upon all or any part of the property of the Institute both present and future.

(p) To sell improve lease mortgage dispose of or otherwise deal with all or any part of the property of the Institute.

(q) To take any gift of property whether subject to any special trust or not for anyone or more of the objects of the Institute.

(r) To take such steps by personal or written appeal to public meeting or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute in the shape of donations annual subscriptions or otherwise.

(s) To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of anyone or more of the companies associations or clubs with which the Institute is authorized to amalgamate or of any other institute or association having similar or the like objects.

(t) To transfer all or any part of the property assets liabilities or engagements of the Institute to anyone or more companies, associations or clubs with which the Institute is authorized to amalgamate.

(u) To undertake and execute any trust or any agency business which may seem directly or indirectly conducive to any of the objects of the Institute.

(v) To print and publish any newspapers periodicals books programmes or leaflets that the Institute may think desirable for the promotion of its objects and to form committees for the furtherance of this object.

(w) From time to time to subscribe or contribute to any patriotic or charitable benevolent or useful object of a public character.

(x) To do all such things as are incidental or conducive to the attainment of the above objects.

IT IS HEREBY declared that in the interpretation of this Clause the meaning of any of the Institute's objects shall not be restricted by reference to any other object or by the juxtaposition of two or more objects that in the event of an ambiguity this Clause shall be construed in such a way as to widen and not to restrict the powers of the Institute.

(y) To provide a Defence Fund for dealing with worthy applications by members for financial and legal assistance in respect of proceedings at law either civil or criminal in connection with radio communication.

4. The liability of the members is limited.

5. The income and property of the Institute whensoever derived shall be applied solely towards the promotion of the objects of the Institute 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 however by way of profit to the persons who at any time are or have been members of the Institute 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 Institute or to any person in return for any services actually rendered to the Institute.

6. The fifth paragraph of this Memorandum is a condition on which a licence may be granted by the Attorney-General in pursuance of Section 27 of the Companies Act 1915.

7. If any member of the Institute pays or received any dividend bonus or other profit in contravention of the terms of the fifth paragraph of this Memorandum the liability of every member of the governing body of the Institute who has concurred in or authorized such payment shall be unlimited and the liability of every member of the Institute who has received any such dividend bonus or other profit as aforesaid shall likewise be unlimited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustments of the rights and contributories among themselves such amount as may be required not exceeding Twenty Dollars.

9. If upon winding up or dissolution of the Institute 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 Institute but shall be given or transferred to some other club or clubs having objects similar to the objects of the Institute to be determined by the members of the Institute at or before the time of dissolution or in default thereof by some judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

10. True accounts shall be kept of the sums of money received and expended by the Institute and the manner in respect of which such receipt and expenditure take place and the property credits and liabilities of the Institute and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined

and a balance sheet prepared and the correctness of the accounts and balance sheets ascertained by one or more properly qualified auditor or auditors. We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS

MAXWELL HOWDEN, 10 Hill Street, Box Hill.
Witness: William S. Houghton, Solicitor, Melbourne.

R.M. DALTON, 154 Power Street, Hawthorn.
Witness: William S. Houghton, Solicitor, Melbourne.

B.JERMYN MASTERS, 16 Sutherland Road, Armadale.
Witness: William S. Houghton, Solicitor, Melbourne.

B.HARDIE, 22 Missourie Avenue, Garden Vale.
Witness: William S. Houghton, Solicitor, Melbourne.

H.KINGSLEY LOVE, Ferncroft Avenue, East Malvern, Vic.
Witness: William S. Houghton, Solicitor, Melbourne.

Dated this 1st day of December One thousand nine hundred and twenty-five.

"CORPORATIONS LAW 1994"
ARTICLES OF ASSOCIATION
OF
THE WIRELESS INSTITUTE OF AUSTRALIA
VICTORIAN DIVISION
Adopted by Special Resolution on 19 March 1997.

PRELIMINARY

1. The number of members of the Institute is declared not to exceed two thousand.
2. The Council may whenever it thinks fit register an increase in the number of members.

INTERPRETATION

3. In these presents the following terms shall have the meanings next hereinafter respectively assigned to them if not inconsistent with the subject or context:-

"These presents" mean and include the Memorandum and Articles of Association and the regulations and by-laws of the Institute from time to time in force.

"The Statute" means the Corporations Law 1994 or any statutory modification amendment or re-enactment in force and any reference to any provision is to that provision as so modified amended or re-enacted and where applicable every other Act in force concerning companies limited by guarantee and association not for profit and affecting the Institute.

"Council" means the Council from time to time of the Institute.

"President" "Chairman" "Auditors" "Secretary" "Treasurer" mean those respective officers from time to time of the Institute.

"Month" means calendar month.

"In writing" means written printed typewritten photocopied or hand written paper or document or partly one and partly another.

"The Institute" and "Company" means The Wireless Institute of Australia Victorian Division incorporated as a company limited by guarantee in accordance with these presents.

"Member" or "Members" means a Member or Members of the Institute in grade A.

"Associate Member" or "Associate Members" means a Member or Members of the Institute in grade B.

Words importing the masculine gender include the feminine gender.

Words importing persons include corporations.

Words importing the singular number shall include the plural and vice versa.

OBJECTS

4. The immediate objects of the Institute are to encourage and assist all persons interested in any or all aspects of amateur radio and allied techniques with special reference to licensed amateur transmitters and to promote the extension of interest and active participation and co-ordination in such pursuits as the above.

THE COUNCIL

5. The Institute shall be governed by a Council of not more than eight members to be elected at an Annual General meeting of the Institute as hereinafter provided. The Council may do all such acts matters and things incidental or conducive to the attainment of the objects in the Memorandum of Association and so too Article 4.

6. The members elected to the Council shall be the directors of the company.

7. Members of the Council shall be elected to serve for three years, but retiring members shall be eligible for re-election.

8. Casual vacancies on the Council may be filled by the Council but the member's co-opted shall only hold office for the unexpired term of the member he replaces.

9. The Institute may at any Special General Meeting by a majority of three-fourths of the members then present and entitled to vote remove any officer or member of Council before the expiration of his period of office provided that notice of motion of removal shall be given to all members at least 48 days before the meeting and the officer or member of the Council shall be heard personally or by his representative at the meeting if he so desires. The same meeting may by ordinary resolution appoint another person instead of the removed officer or member of the Council. The person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he had not been removed.

10. The office of a member of the Council shall become vacated:

- a) If he ceases to be a member of the Institute.
- b) If he becomes bankrupt or makes any arrangement or

composition with his creditors generally.

c) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

(d) If he sends his resignation in writing to the Institute.

(e) If his office is declared vacant by resolution of a Special General Meeting in accordance with Article 9.

(f) If he absents himself from three consecutive meetings of the Council without leave of absence.

(g) If he ceases to be a Director by virtue of the Statute.

(h) If he becomes prohibited from becoming a Director by reason of the Statute.

(i) If he is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature of his interest in the manner required by the Statute.

11. The Council shall meet at such times and places as it may see fit and a special meeting may be summoned at any time by the Chairman or on requisition signed by two members of the Council in an emergency by the Secretary who shall give all requisite notices.

12. (a) If all the directors have signed a document containing a statement that they are in favour of a resolution of the directors in the terms set out in the document a resolution in those terms shall be deemed to have been passed at a meeting of the directors held on the day on which the document was signed and at the time at which the document was last signed by a director or if the directors signed the document on different days on the day on which and the time at which the document was last signed by a director.

(b) For the purposes of Article 12(a) two or more separate documents containing statements in identical terms each of which is signed by or more directors shall together be deemed to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.

13. At its first meeting after the Annual General Meeting or as soon thereafter as possible the Council shall cause to be elected a Chairman of the Council a President of the Institute and if so required by Council two who shall be Vice-Chairman of the Council and Vice-President of the Institute. These officers shall all be elected from the members of Council.

14. At its first meeting after the Annual General Meeting or so soon thereafter as possible the Council shall appoint a Secretary and a Treasurer who shall by reason of their office be ex officio members of the Council if they are also members of any grade of the Institute.

15. The Council may appoint in addition to the Secretary and Treasurer not more than five ex officio members to the

Council to perform specific duties. Councilors who shall hold office by reason of specific duties assigned to them, but who shall have no voting power.

16. Questions arising at a meeting of the Council shall be decided by a majority of votes of members of Council present and voting and any such decision shall be for all purposes declared a decision of the Council and so too the directors of the company. In the event of an equality of votes at a Council Meeting the Chairman of the meeting shall have a casting vote as well as a deliberative vote.

17. In the event of a contest in the election by Council of any officer of the Institute voting shall be by ballot.

18. The quorum of the Council shall be four.

19. The Council may act notwithstanding any unfilled vacancy or vacancies in its number but if and so long as the number of members of the Council is reduced below a quorum the continuing members of the Council may act only for the purpose of filling vacant offices to the number of a quorum or in summoning a meeting pursuant to the provisions of Article 63 for this purpose.

ELECTION OF COUNCILLORS

20. Nomination of a candidate for election to the Council must be received by the Secretary in writing not less than 90 days before the Annual General Meeting of the Institute. Each nomination shall be signed by two members proposing the candidate. Each candidate shall consent in writing to "Act as a Director" of the company.

21. Not less than 21 days before the election of Councillors at an Annual General Meeting a ballot paper shall be posted to each member of the Institute and returned to the Electoral Officer prior to the commencement of the Annual General Meeting. The ballot paper shall contain the names and call signs of candidates for election to the Council which shall be arranged alphabetically. The same type shall be used for all names but the names of returning members of the Council shall be marked with an asterisk. In the event of the number of candidates for election not exceeding the number of vacancies no ballot papers shall be sent and the candidates so nominated shall be ipso facto elected.

22. The members present at the Annual General Meeting shall appoint two or more scrutineers who shall not be candidates for the election who shall examine the ballot papers and report the result to the members in writing.

23. Any ballot paper which is signed or on which the number of candidates voted for exceeds the number of vacancies or which is received by the Electoral Officer after the

commencement of the Annual General Meeting shall not be valid.

ELECTORAL OFFICER

24. An Electoral Officer shall-

(a) Be appointed by the members at the Annual General Meeting and will be responsible for the conduct of the election of Council save for procedures and actions vested in the Secretary in these presents.

(b) Not be a candidate for election to Councilor an officer of the Institute.

(c) Together with the Secretary perform the duties specified in Schedule "A" which constitutes part of these Articles.

FEDERAL COUNCILLOR

25. A Federal Councillor shall be appointed annually by the Council.

COMMITTEES

26. The Council may appoint committees or approve of the election of committees and may delegate to them such powers as it may think fit to prescribe. Such committees may include persons who are not members of the Councilor members of the Institute.

27. Committees shall report to the Council and their decisions shall be subject to confirmation by the Council except in cases where they are given full power to act.

28. Each committee shall appoint its own Chairman who shall be a member of the Council except where the Council otherwise orders. Each committee may meet and adjourn as it thinks proper unless the Council otherwise orders ..

29. The quorum of each committee shall be fixed by the Council and otherwise by the committee. Questions arising at a meeting of a committee shall be determined by a majority unless the Council otherwise orders. In the event of an equality of votes at a committee meeting its Chairman shall have a casting vote as well as a deliberative vote.

30. The Council may appoint additional members to fill vacancies of any committee.

REGULATIONS & BY-LAWS

31. The Council may from time to time make alter and repeal such regulations and/or by-laws it may deem expedient or necessary or convenient for the proper conduct and management of the Institute and its members. PROVIDED nevertheless that no regulation or by=Law shall be inconsistent with or shall effect or repeal anything contained in the Memorandum or

Articles of Association of the Institute and that any regulation and by-law may be set aside by a Special Resolution of a Special General Meeting of the Institute.

32. The Council shall adopt such means as they deem sufficient to bring to the notice of members all such regulations and by-laws so long as they shall be in force and they shall be binding upon all members.

MEMBERSHIP

33. Membership of the Institute shall be of two grades as follows:

a) GRADE A - Members shall be bona fide experimenters or those interested in the scientific study of radio communication or electronics who hold a licence issued by the appropriate authority permitting the operation of an Amateur Radio transmitter. The Council shall have power to investigate qualifications of all applicants for membership in Grade A including those who are already Associate Members and its decision shall be final.

b) GRADE B - Associate Members. Those interested in the scientific study of radio communication or electronics who possess a degree of technical knowledge of radio science and who have carried out some elementary research work in either case to the satisfaction of the Council but who are not eligible for membership in Grade A.

34. Associate Members shall not be entitled to vote at any meeting of the Institute nor shall they be eligible for election or appointment to Council except as ex officio members.

35. The powers herein conferred in Article 33 (a) shall be exercisable on raising of any member from one grade to another.

36. Candidates for membership shall be nominated in writing by a proposer and seconder who shall be members of the Institute and to whom if possible the candidate is personally known. At the time of nomination the annual subscription and entrance fee if applicable to the grade of membership shall be due and payable.

37. Election for membership to any grade of the Institute shall be subject to the approval by the Council who shall vote by ballot if necessary three negative votes to exclude. Any monies paid by way of subscription by any nominee not elected shall be refunded within seven days from the date of the meeting at which the nomination is rejected. The entrance fee shall be retained by the Institute.

38. Notice in writing of his election shall be sent through the post to each newly elected member by the Secretary. A copy of the Memorandum and Articles of Association will be

provided on request.

39. No newly elected member shall participate in any of the privileges or advantages of the Institute until his subscription and entrance fee if applicable has been paid and no member whose subscription is in arrears shall be entitled to vote at any meeting.

40. The name of a candidate whose application for membership has been rejected must not be re-submitted for re-election within six months after the rejection except where the rejection is due only to informality of which the Council's decision shall be final.

41. Any member of any grade wishing to resign his membership may give notice of his decision in writing to the Secretary and the date of receipt by the Secretary will be the date upon which the person ceases to be a member of the Institute. No refund of subscription or part thereof will be payable.

HONORARY MEMBERS

42. The Council may elect Honorary Members for a period of three months renewable at the discretion of the Council for further terms of three months each.

43. Honorary Members shall not be required to pay an entrance fee or subscriptions. They shall not have any vote in the management of the Institute nor shall they be entitled to be elected as officers of the Institute or to vote at any meetings of the Institute but in all other respects they shall be entitled to all the rights and subject to all the duties of members of the Institute.

44. Candidates for Honorary Membership must be proposed by a Member of the Institute and seconded by a Member of the Council the proposer to be responsible for all liabilities incurred in the Institute by the nominee.

HONORARY LIFE MEMBERS

45. Persons of distinguished position or attainments or who have rendered valuable assistance to the Institute or to radio science may be elected Honorary Life Members of the Institute in General Meeting upon the recommendation of the Council. 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 Institute unless they have been a member in Grade A prior to election as Honorary Life Member.

ENTRANCE FEE AND SUBSCRIPTION

46. The entrance fee for membership to any grade shall be such sum as may be decided upon from time to time by the Council.

47. The yearly subscription for Members and Associate Members shall be such sum as may be decided upon by the Council from time to time.

48. The first subscription shall be payable on nomination and subsequent payments due and payable as the Council may determine from time to time. Not less than 21 days prior to the expiry date of the current subscription members shall be notified in writing that the subscription is due and payable.

49. If the subscription is not paid by the due date that members subscription shall be deemed to be in arrears. If the subscription be not paid within 28 days after the due date the membership may be terminated by Council and the member's name erased from the Membership Register.

50. A member of any grade having been notified of his election to membership is thereby considered to have submitted himself to these presents. and on these conditions alone is entitled to enjoy all the advantages and privileges of the Institute appropriate to his grading.

51. The Council may in its discretion re-instate a member of any grade on satisfactory grounds being shown for the failure of payment and on payment of all arrears.

MEMBERSHIP REGISTER

52. The name and details of any persons admitted to any grade of membership of the Institute shall forthwith be entered in the Membership Register together with the date of his election and the address stated in his form of application for membership. The Secretary shall amend the Register by deleting the names and details of persons who have ceased to be members by virtue of Articles 41,49,55,57,and 58.

NOTICES

53. All communications to a member of any grade excepting notices provided for in Article 54 shall be sent to his address given in the Membership Register unless the secretary be otherwise directed in writing by him and any notice sent by post to such address or according to such other direction shall be deemed to have been duly delivered in the ordinary course of the post. In proving service by post it shall be sufficient that the letter containing the notice was properly addressed and stamped and put into a post office or postal letter box. An informality or neglect to give the notification referred to in Article 48 shall not relieve a member of any grade from liability for his subscription or other dues.

54. Notice of an any class of General Meeting of the Institute may be given by advertising the time and place of the meeting and notice of business in the Institute Journal or such other periodical magazine or journal available for

circulation to members by subscription or otherwise and by broadcasting on air using both or either voice or data modes provided always that members who do not subscribe to the Institute Journal are notified in accord with Article 53.

BANKRUPTCY

55. If any member of any grade becomes bankrupt or makes any arrangement or composition with his creditors generally he shall thereupon cease to be a member. The Council may in its discretion and it shall if directed by the Institute in Special General Meeting re-instate him.

SUSPENSION AND EXPULSION

56. If in the opinion of the Councilor if it shall be represented to the Council by notice in writing and signed by at least six members that any member of any grade has been guilty of conduct prejudicial or harmful to the Institute or other members the Council may call on him to appear before a special meeting of the Council for consideration thereof and shall send to him a statement in writing setting out his alleged conduct at least 21 days prior to the date of such meeting in order that he may appear personally and defend himself if he so desires.

57. If the Council be not satisfied with any explanation given at such meeting or if none be offered he may at such meeting or any adjournment thereof and by vote of at least two-thirds majority of members of Council be cautioned suspended required to resign or expelled from the Institute. In the event of any of the above decisions being made he shall not be entitled to any refund of subscription or entrance fee and shall forfeit all rights or claims upon the Institute its property and its funds.

58. Any member of any grade who having appeared before a special meeting of Council is suspended required to resign or expelled from the Institute for any reason shall have the right of appeal to a Special General Meeting of the Institute which shall be convened for that purpose by the Council and he shall have the right to attend such Special General Meeting and to state his case personally or by a representative and he shall abide by the decision thereof which shall be final and conclusive.

ORDINARY GENERAL MEETINGS

59. The business of Ordinary General Meetings of the Institute shall be to announce any matter of general interest or importance to the Institute which shall have received the approval of the Council to deal with and to proceed with any other business that may be authorized by the Chairman as necessary for the conduct of the Institute's affairs save that no resolutions shall be passed at such a meeting. No quorum shall be required and no proxies shall be permitted.

ANNUAL GENERAL MEETINGS

60. An Annual General Meeting shall be held each year at such time and place as the Council shall determine. The notice convening the meeting shall state the time and place of such meeting and the business to be transacted and shall be posted to members of all grades at least 21 days prior to the date of such meeting computed from and including the day after such posting.

61. Notices of motion for the Annual General Meeting must be received by the Secretary not less than 90 days prior to the meeting and must be signed by at least three members.

62. Business which is not included in the notice shall not be discussed at the Annual General Meeting.

SPECIAL GENERAL MEETINGS

63. A Special General Meeting of the Institute shall only be held by direction of the Councilor on a written request to the Secretary signed by no fewer than 5 percent of the Members in Grade A. Such direction or written request shall state the purpose for which the meeting is to be held and at such Special General Meetings no matters shall be considered except those specified in the notice convening same. The Secretary shall post to every member in Grade A notice of the date place and time of such Special General Meeting not less than twenty-one days prior to the date of the meeting computed as aforementioned.

64. If a meeting be not so called within ninety days from the deposit of the requisition the requisitionists may themselves convene the meeting but any meeting so convened shall not be held after six months from the date of such deposit.

65. Any meeting convened under the last preceding paragraph by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.

QUORUM

66. At any Annual General Meeting or Special General Meeting twenty members personally present who are entitled to vote or represented by proxy shall constitute a quorum. If within thirty minutes of the time appointed for a meeting a quorum be not present the meeting if convened upon requisition shall be dissolved, and no further meeting having the same purpose or intent shall be called by requisitionists until the expiration of 180 days from the dissolved meeting date. In any other case it shall stand adjourned for fourteen days to the same time and place and no notice of adjournment need be given to members unless the same venue is unobtainable.

CHAIRMAN OF GENERAL MEETING

67. The President of the Institute or in his absence a Vice-President shall preside at all General Meetings. In the absence of the President and Vice-President the meeting shall elect some other member of the Council to preside and in the absence of any member of the Council any member of the Institute. The Chairman of an Annual General Meeting and a Special General Meeting shall have a casting vote as well as a deliberative vote.

ADJOURNMENTS

68. The Chairman may with the consent of any Annual General Meeting or Special General Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No member shall be entitled to vote appoint a proxy or have his presence counted towards a quorum at a meeting resulting from an adjournment unless he was present at the meeting which was adjourned save where a meeting is adjourned pursuant to Article 66 at which meeting all members personally present and entitled to vote or represented by proxy shall be counted towards a quorum.

PROXIES

69. Votes of members may be given either personally or by proxy but no person shall be appointed a proxy who is not also a member of the Institute and entitled to vote.

70. The instrument appointing a proxy shall be in writing under the hand of the appointor and shall be deposited with the Secretary of the Institute during advertised hours of opening of the business office and not less than 48 hours before the time appointed for the meeting at which the person named in such instrument proposes to vote in respect thereof.

71. Every proxy shall be in the form specified in Schedule "B" to these Articles or in a form that is as similar to Schedule "B" as the circumstances allow.

72. The proxy shall only be available for the meeting including any adjournment thereof for which it is expressly given.

73. The powers of a proxy may be limited to such extent as the member giving it may think fit. A statement detailing such limitations if any shall be presented at the same time as and attached to the proxy in respect of which limitations are made. If two or more proxies are presented from the same person by more than one member at any meeting the last in date only shall be valid.

VOTING AT MEETINGS

74. At any Annual General Meeting or Special General Meeting of the Institute no member whose subscription is unpaid or in arrears at the time of the giving of the notice of that meeting shall be entitled to vote or hold a proxy for another member. Any objection as to the qualification of a member must be made at the meeting at which the vote objected to is given or tendered. The decision of the Chairman shall be final and conclusive.

75. At any Annual General Meeting or Special General meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: (a) by the Chairman; (b) by at least five members present in person or by proxy; or (c) by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

76. Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

77. If a poll is duly demanded, it shall be taken in such manner and (subject to the proviso to this Article) either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. Provided that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

78. In the case of an equality of votes whether on a show of hand or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded in addition to his deliberative vote (if any) has a casting vote.

FINANCE

79. The Council shall cause banking accounts to be opened and kept in the name of the Institute with such banks or finance institutions it may think proper.

80. All cheques drawn upon the Bankers of the Institute shall be signed by anyone member of the Council or an officer appointed by the Council and countersigned by the Secretary or Treasurer.

81. No securities deposited with the Bankers shall be

delivered by them without an order in writing by at least two members of the Council and countersigned by the Secretary or where Trustees are appointed securities shall not be delivered by the Bankers to persons other than the Trustees.

82. All moneys payable to the Institute shall be paid to the Treasurer or some other person authorized by the Council and shall be paid by him into the proper banking account of the Institute.

83. The Council shall cause true accounts to be kept of the money received and expended by the Institute and matters in respect of which such receipt and expenditure takes place and of the assets credits and liabilities of the Institute.

84. The accounts shall be closed annually on such a date as may be prescribed by the Institute in an Annual General Meeting or if no other time be fixed on the last day of December of each year and a balance sheet containing a summary of the assets and liabilities of the Institute on that day together with a statement of receipts and expenditure for the preceding twelve months shall be made out and submitted duly audited to the next Annual General Meeting.

85. The Council shall from time to time determine at what time and places and under what conditions the accounts and books of the Institute or any of them shall be open to the inspection of members and no member other than a member of Council may inspect any account book or document of the Institute except as authorised by Statute or by the Council or by resolution of a Special General Meeting or Annual General Meeting of the Institute. Provided always that such determination or resolution shall be in accordance with the Memorandum of Association.

AUDIT

86. At each Annual General Meeting of the Institute, a properly qualified Accountant shall be appointed auditor to hold office until the next Annual General Meeting and the remuneration to be paid to such auditor shall be fixed by the Council. Any casual vacancy occurring in the office of auditor subsequent to any Annual General Meeting shall be filled by the Council.

87. Every account of the Council when audited and approved by an Annual General Meeting shall be conclusive except as regards an error discovered within three months next after the approval thereof. Whenever an error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive. Provided that nothing herein shall be deemed to give conclusive effect to any matter which shall involve a breach of the Memorandum of Association.

CALLS

88. The Council may with the sanction of a special General Meeting or an Annual General Meeting from time to time call upon the members of all grades to contribute funds in addition to the membership subscription for the general purpose of the Institute or any special purpose and each such member shall pay every call so made to the persons and at the time appointed by Council but no such member shall be called upon to pay more than forty dollars in one year. A call shall be deemed to be made at the time when the resolution of the Council making the same was passed. Fourteen days notice shall be given of each call.

MINUTES

89. The Secretary or other official of the Institute authorised by the Council shall attend all meetings of the Institute and of the Council and take minutes of the proceedings. Such minutes shall be entered in a book and presented for confirmation at the following meeting.

USE OF INSTITUTE ADDRESS

90. No member of any grade shall use or allow to be used the name of the Institute in any advertisement prospectus or business announcement other than as the holder of the Institute's certificates or awards.

91. The name or address of the Institute shall not be given by a member of any grade as his address or otherwise for the purpose of identification in connection with legal proceedings.

COMMON SEAL

92. The Council shall have power to provide a Common Seal for the purpose of the Institute and from time to time destroy the same and substitute a new Seal in lieu thereof. The seal shall be kept under the custody of the Secretary. The seal shall only be used by authority of a resolution of Council.

EXECUTION OF DOCUMENTS

93. Any deed or document which the Council may by resolution determine on executing shall be under the Common Seal of the Institute shall be signed by two members of the Council and countersigned by the Secretary.

ALTERATION OF ARTICLES

94. Any alteration of these articles shall be by Special Resolution of the Institute.

INDEMNITY OF OFFICERS

95. Every member of the Council Secretary Treasurer and other officer of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings whether criminal or civil in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Statute in which relief is sought or granted to him by the court in respect of any negligence default breach of duty or breach of trust.

96. No trustee or officer of the Institute shall be liable for the act or default of any other trustee or officer or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Institute unless the same happen through his own wilful act or default.

97. The account of any officer of the Institute may be settled or disallowed either wholly or in part by the Council.

ARBITRATION

98. Whenever any material bona fide difference arises between the Institute on the one hand and any member of any grade on the other hand touching the true intent of and construction or the incidence or consequence of these presents or of the Statutes every such difference shall be referred to Arbitration in accordance with the Arbitration Act for the time being in force in the State of Victoria provided that nothing in this Article shall entitle the Institute or any member of any grade to require submission to Arbitration of any matter involving or raising the question of breaches of any clause of the Memorandum of Association.

AFFILIATED CLUBS

99. Any club institution association (incorporated or not) or company whose membership includes not less than ten licenced radio amateurs and provided that at least sixty percent of the total number of licenced Amateurs who are members of that body are also members of the Institute and having a common bond either by reason of geographical affinity or purpose or interest or otherwise may seek to affiliate with and operate within the framework or auspices of the Institute.

100. The Council may require any Affiliated Club to provide written evidence from time to time to verify its membership numbers including names and callsigns. The Council may terminate the membership of any Affiliated Club which does not comply with Article 99. No refund of subscription or part thereof will be payable.

101 Any Affiliated club shall adopt rules governing its constitution and procedure which shall not be inconsistent with these presents and shall conduct its affairs independently of the Institute so long as such conduct is not inconsistent with the objects and principles of the Memorandum and Articles of Association of the Institute.

102 Each Affiliated Club may appoint a delegate to be its representative at Annual General Meetings and Special General Meetings of the Institute and to represent the club at any meeting of the Council which they are invited to attend. The representative shall be a member of the Institute in Grade A with full voting rights but only one vote.

103 In the case of a Club which qualifies under Article 99 an entrance fee such as may be prescribed from time to time by the Council shall be paid to the Institute. A membership fee such as may be prescribed from time to time by the Council shall be paid to the Institute.

104. Acceptance of any Club for Affiliation shall be by resolution of the Council.

END.