



WICEN (Vic.) Inc.

Reg. No. A0020740A

A.B.N. 42 851 605 545

PO Box 106

Mitcham 3132

Monday, 21 February 2011

Mr. Ross Pittard, Secretary
The Wireless Institute of Australia Victorian Division
t/as Amateur Radio Victoria
40G Victory Blvd
Ashburton

Dear Ross,

As you know, at a Special General Meeting of WICEN (Vic.) Inc. on Wednesday November 3rd, 2010, The membership of WICEN unanimously supported a motion "That the WICEN Vic. Inc. Committee of Management seek approval from the Wireless Institute of Australia Victorian Division to remove all references to the Wireless Institute of Australia Victorian Division from the rules of WICEN (Vic.) Inc."

As this motion was passed at a Special General Meeting convened according to our Rules of Association, it has become a resolution of the association.

As you said when we discussed this issue, in practice, WICEN (Vic.) Inc. have been entirely self governing since incorporation. The changes proposed would merely give formal recognition to the current situation.

The changes proposed in no way affect Amateur Radio Victoria's maintenance and insurance of repeaters "in WICEN's name". They merely remove Amateur Radio Victoria's ability to intervene in the operation of WICEN's Committee of Management. If a formal link between WICEN and Amateur Radio Victoria regarding repeaters is required, then a Memorandum of Understanding would be more appropriate.

WICEN (Vic.) Inc. therefore formally request that The Wireless Institute of Australia Victorian Division approve the following modifications to our Rules of Association (as required by clause 21.1 of those rules) to remove all references to The Wireless Institute of Australia Victorian Division:

1. That clause 13.3(d) be deleted.
2. That clause 13.8(c) be deleted, and that clause 18.8(b) be modified to read "6 ordinary members - who shall be elected at the annual general meeting of the Association in each year."
3. That clause 14.7(a) be deleted, clause 14.7(b) be renumbered 14.7(a), and clause 14.7(c) be renumbered 14.7(b).
4. That clause 15.5(a) be deleted, clause 15.5(b) be renumbered 15.5(a), and clause 15.5(c) be renumbered 15.5(b).
5. That clause 15.7.1 be modified to read "The ten members elected to the Committee of Management (President, Vice President, Secretary, Treasurer & 6 Ordinary Members) are each entitled to one vote at Committee of Management Meetings."
6. That clause 21.1 be deleted, and clause 21.2 be renumbered 21 and be modified to read "These rules and statement of purpose of the Association shall not be altered except in accordance with The Act."
7. That clause 22 be modified to read "In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act."

The current versions of these clauses are included below.

Yours Sincerely,

Mark A. Dods, VK3ZR
Secretary.

13.3 The Committee:-

- (a) shall control and manage the business and affairs of the Association.
- (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association;
- (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential to the proper management of the business and affairs of the Association, including the making of By-Laws and Operating Regulations.
- (d) shall be financial members of the Wireless Institute of Australia (Victorian Division)

13.8 Subject to section 23 of the Act, the Committee shall consist of:-

- (a) the officers of the Association; and
- (b) 1 ordinary member - who shall be elected at the annual general meeting of the Association in each year.
- (c) 5 ordinary members who shall be appointed by the Wireless Institute of Australia (Victorian Division).

14.7 For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:-

- (a) ceases to be a member of the Association or of the WIA Vic. Div.
- (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
- (c) resigns his office by notice in writing to the secretary.

15.5 At the meetings of the Committee:-

- (a) If any Committee members who have been appointed by the council of the Wireless Institute of Australia Vic Div. are present at any meeting of the WICEN Committee one of them may act as chairman of the meeting if he so chooses: or,
- (b) the President or in his absence the Vice-President shall preside: or,
- (c) If the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

15.7.1 The five members elected to the Committee of Management (President, Vice President, Secretary, Treasurer & Ordinary Member) and any members appointed to the Committee of Management by the WIA Vic. Div. are each entitled to one vote at Committee of Management Meetings.

21.1 Prior to any amendment or change to these rules or statement of purpose, written approval for the proposal must first be obtained from the Council of the Wireless Institute of Australia (Victorian Division).

21.2 Subject to clause (21.1) these rules and statement of purpose of the Association shall not be altered except in accordance with The Act.

22. In the event of the winding up or the CANCELLATION of the incorporation of the Association, the non gift fund assets of the Association shall become the property of the Wireless Institute of Australia (Vic. Div.) and all surplus gift fund assets are to be transferred to a suitable organization who have endorsement as a deductible gift fund recipient.