



WICEN (Vic.) Inc.

Reg. No. A0020740A

A.B.N. 42 851 605 545

PO Box 106

Mitcham 3132

RULES OF WICEN (VICTORIA) INCORPORATED

(as ammended 16-02-2002)

1. The name of the incorporated association is "WICEN (Vic.) Inc." (in these rules called "the Association").

INTERPRETATION

2.1 In these rules, unless the contrary intention appears:-

"Committee" means the Committee of Management of the Association.

"Financial year" means the year ending 30 June.

"General Meeting" means a general meeting of members convened in accordance with rule 11.

"Member" means a member of the association.

"Casual Member" means a person who volunteers their services in a time of need and who wishes to be registered as a Casual Emergency Worker as required under the Emergency Management Act 1987 in times of emergency or disaster but who does not wish to become a full time member of WICEN.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under rule 21.

"The Act" means the Associations Incorporation Act 1981. "The Regulations" means regulations under the Act.

2.2 In these Rules, a reference to the secretary of the Association is a reference:-

(a) where a person holds office under these Rules as secretary of the Association-to that person; and

(b) in any other case, to the public officer of the Association.

2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1958 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP

3.1 A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.

3.2 A person who is not a member of the Association at the time of incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:-

(a) unless he is nominated as provided in clause (3.3); and

(b) his admission as a member is approved by the Committee.

3.3 A nomination of a person for membership of the Association:-

(a) shall be made in writing in the form as determined from time to time by the Committee of Management.

(b) shall be lodged with the secretary of the Association

(c) shall be accompanied by the joining fee, the first year's subscription and photographs as required.

3.4 As soon as practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee.

3.5 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination.

3.6 Upon a nomination being approved by the Committee the secretary shall notify the nominee in writing that he is approved for membership of the Association.

3.7 (a) The secretary shall enter the name of the new member in the register of members kept by him.
(b) Upon registration the member will be registered as a Registered Volunteer Emergency Worker as required by the Emergency Management Act 1987.

3.8 A right, privilege, or obligation of a person by reason of his membership of the Association:-

(a) is not capable of being transferred or transmitted to another person:

(b) terminates upon the cessation of his membership whether by death, or resignation, or expiration of the Identity Card as issued by the Association, or otherwise.

3.9 Casual Members:-

(a) A natural person who is nominated and approved for casual membership as provided for in these rules is eligible to be a casual member of the Association without payment of the entrance fee and annual subscription under these rules and as a casual member has no voting rights.

(b) A person who is not a member of the Association at the time of Incorporation of the Association (or was such a member at that time but has ceased to be a member) shall not be admitted to casual membership:-

(i) unless he is nominated as provided in clause (3.9 c); and

(ii) his admission as a member is approved by a member of the committee or a person nominated by the committee to accept casual nominations.

(c) A nomination of a person for casual membership as defined in the Emergency Management Act 1986 and any subsequent amendments thereof:-

(i) shall be made in writing in the form as determined from time to time by the Committee of Management, duly signed by the applicant and

(ii) shall include a request to be registered as a Volunteer Emergency Worker.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4.1 The entrance fee is \$1.

4.2 The annual subscription shall be such amount as is determined by the committee prior to the Annual General Meeting and shall be payable immediately following the Annual General Meeting.

REGISTER OF MEMBERS

5. The secretary shall keep and maintain a register of members in which shall be entered the full name, address, W.I.A. (Vic. Div.) membership and date of entry of each member.

The register shall be available for inspection by members or by representatives of the Ministry of Police and Emergency Services in accordance with the Emergency Management Act.

REGISTRATION AND EXPULSION OF MEMBERS

6.1 A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one months notice to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

6.2 Upon the expiration of a notice given under clause (6.1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

7.1 Subject to these rules, the Committee may by resolution:-

- (a) expel a member from the Association; or
- (b) suspend a member from membership of the Association for a specified period; or
- (c) fine a member in accordance with the Regulations, if the Committee is of the opinion that the member-
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

7.2 A resolution of the Committee under clause (7.1):-

- (a) does not take effect unless the Committee, at a meeting not earlier than 14 and not later than 28 days after the service on the member of a notice under clause (7.3) confirms the resolution in accordance with this clause and,
- (b) where the member exercises a right of appeal to the committee under this clause does not take effect unless the committee confirms the resolution in accordance with this clause.

7.3 Where the Committee passes a resolution under clause (7.1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-

- (a) setting out the resolution of the Committee and the grounds on which it was based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that he may do one or more of the following:-
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.

7.4 At a meeting of the Committee held in accordance with clause (7.2), the Committee:-

- (a) shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the member;
- (c) shall by resolution determine whether to confirm or revoke the resolution.

DISPUTES AND MEDIATION.

8.1 The grievance procedure set out in this rule applies to disputes under these rules between -

- (a) a member and another member; or
- (b) a member and the Association.

8.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

8.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

8.4 The mediator must be-

- (a) a person chosen by agreement between the parties;
or
- (b) in the absence of agreement-
 - (I) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Dept. of Justice).

8.5 A member of the Association can be a mediator.

8.6 The mediator cannot be a member who is a party to the dispute.

8.7 The parties to the dispute must, in good faith attempt to settle the dispute by mediation.

8.8 the mediator, in conducting the mediation, must -

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

8.9 The mediator must not determine the dispute.

8.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

ANNUAL GENERAL MEETING

9.1 The Association shall in each calendar year convene an annual general meeting of its members.

9.2 The annual general meeting shall be held on such day as the Committee determines.

9.3 The annual general meeting shall be specified as such in the notice convening it.

9.4 The ordinary business of the annual general meeting shall be:-

- (a) to confirm the minutes of the last preceding annual general meeting; and
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
- (c) to elect Officers of the Association and ordinary members of the Committee; and
- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

9.5 The annual general meeting may transact special business of which notice is given in accordance with these rules.

9.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

10 . All general meetings other than the annual general meeting shall be called special general meetings.

10.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

10.2 The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.

10.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

10.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the resolution is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

10.5 A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible to that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

11.1 *The Secretary of the Association shall, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association a notice stating the place, date and time of the meeting and nature of the business to be transacted at the meeting*

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email or facsimile transmission to the member at the Email address or facsimile number recorded for the member on the register of members.

11.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

11.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

12.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

12.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

12.3 Ten (10) members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

12.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of adjournment or by written notice to members given to members before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 8) shall be a quorum.

12.5 The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.

12.6 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

12.7 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

12.8 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

12.9 Except as provided in clauses (12.7) and (12.8), it is not necessary to give a notice of adjournment or of the business to be transacted at an adjourned meeting.

12.10 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute book of the Association is evidence to the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

12.11 Upon any question arising at a general meeting of the Association, a member has only one vote.

12.12 All votes shall be given in person or by proxy.

12.13 In the cases of an equality of voting on a question, the chairman of the meeting is to exercise a second or casting vote.

12.14 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of that meeting on that question.

12.15 A poll that is demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

12.16 A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid in full.

12.17 Each member shall be entitled to appoint another member as his proxy by notice to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

12.18 The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

13.1 During an activation under ERPLAN the President has complete authority.

13.2 Except during an activation by an appropriate Authority under ERPLAN, the affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 13.8

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; and
- (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)

13.4 The officers of the Association shall be:-

- (a) a President; (who shall be state coordinator of WICEN as described under ERPLAN).
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary.

13.5 The provisions of Rule 14 so far as they are applicable and with the necessary modifications , apply to and in relation to the election of persons to any of the offices mentioned in clause (13.4).

13.6 Each elected officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.

13.7 In the event of a casual vacancy in any office referred to in clause (13.4), the Committee may appoint a member of the Association to the vacant office and the member so appointed may continue in office up to the election of office bearers at the annual general meeting next following the date of his appointment.

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).

13.9 Each elected ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.

13.10 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

ELECTION OF OFFICERS AND VACANCY

14.1 Nominations of candidates for election as officers of the Association as the ordinary members of the Committee:-

- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

14.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

14.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

14.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

14.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

14.6 A member may nominate for any office but can be elected to one office only.

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.

PROCEEDINGS OF COMMITTEE

15.1 The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.

15.2 Written notice of each committee meeting shall be served on each member of the committee by delivering it to him not less than 21 days before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode.

15.3 Any 4 members of the Committee constitute a quorum for the transaction of the business of the meeting of the Committee.

15.4 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

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.

15.6 Questions arising at a meeting of the Committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by poll taken in such manner as the person presiding at the meeting may determine.

15.7 Voting at Committee of Management meetings and subcommittee meetings

15.7.1 The five members elected to the Committee of Management (President, Vic 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.

15.7.2 Each member appointed to a subcommittee of the Committee of Management by the Committee of Management is entitled to one vote at a meeting of the subcommittee to which they were appointed.

15.7.3 In the event of an equality of votes on any question at a meeting of the Committee of Management or a subcommittee, the chairman may exercise a second or casting vote.

15.8 Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.

15.9 Not less than 21 days notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

15.10 Subject to clause (15.3) the committee may act notwithstanding any vacancy on the Committee.

SECRETARY

16 The secretary of the association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with the names of persons present at committee meetings.

TREASURER

17.1 The treasurer of the association:-

(a) shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and,

(b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

17.2 The accounts and books referred to in clause (17.1) shall be available for inspection by members at a reasonable time and by appointment.

REMOVAL OF MEMBER OF COMMITTEE

18.1 The Association in general meeting may by resolution remove any elected member of the Committee before the expiration of his term of office and appoint another in his stead to hold office until the expiration of the term of the first-mentioned member.

18.2 Where the member to whom a proposed resolution referred to in clause (18.1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary, or the President may send a copy of the representations to each member of the Association or, if they are not sent, the members may require that they be read out at the meeting.

CHEQUES

19. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

SEAL

20.1 The Common Seal of the Association shall be kept in the safe custody of the secretary.

20.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee, or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

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.

WINDING UP OR CANCELLATION

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.

22.1 In the event of loss of endorsement as a deductible gift fund recipient the surplus gift fund assets are to be transferred to a suitable organization who have such endorsement.

CUSTODY OF RECORDS

23. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

FUNDS

24. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.