



**South Australian Repeater Group
Incorporated
(SARG)**

Constitution

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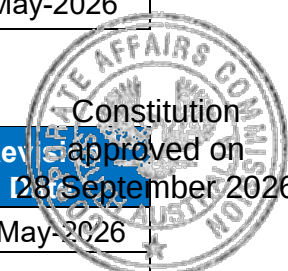
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1. Name

The name of the association shall be South Australia Repeater Group Incorporated (hereinafter called "the Association").



2. Definitions

Annual General meeting means an annual general meeting of members of the association convened in accordance with these rules

Committee - means the Committee of Management of the Association.

Financial Year - means the year ending 30th June

General meeting means a general meeting of members of the association convened in accordance with these rules

Member - means a financial or approved member of the Association.

Special General meeting means a general meeting of members of the association convened in accordance with these rules.

The Act means the *Associations Incorporation Act 1985*

The Regulations means *Associations Incorporation Regulations 2023*

3. The Objects of the Association

The objects of the association are:

- a) To serve and assist the General Amateur Radio Community personnel in radio communications operations, technology and services with ongoing education, support and developing skills within the Amateur Radio Community.
- b) To assist with radio communication and other associated services to non-commercial organisations which are providing community activities, fund raising or other worthwhile benevolent activities.
- c) To purchase, lease, rent, accept donations of and otherwise acquire plant, stock, equipment and material and maintain the same for the use of the Association.
- d) To raise, accept, deal with and invest funds for the purpose of the Association and for this purpose to give security over the assets of the Association and to pay interest on any borrowing approved by the committee of management.
- e) To be a not-for-profit organisation.
- f) To provide By-laws for the creation and enforcement of internal procedures and other operational directives that may be required from time to time.
- g) To apply for and maintain affiliation with such organisations as maybe considered appropriate from time to time.

4. Powers of the Association

The association shall have all the powers conferred by section 25 of the Act to further the objects of the association.

5. Membership

Membership of the Organisation is restricted to person over the age of eighteen (18) years.



5.1.1. Full Member

Any person who, holds a current amateur radio licence, supports the objects of the association and agrees to be bound by its rules and who applies for membership of the association shall be proposed by one member and seconded by another member. The application for membership shall be made via the South Australian Repeater Group Membership Application Form signed by the applicant and the proposer and seconder, who are Full Members. Upon the acceptance of the application by the committee and upon payment of the joining fee and first annual subscription, the applicant shall be a member of the association.

5.1.2. Honorary Member / Life Member

The Committee of the association can confer Honorary Membership / Life. Honorary / Life membership is a recognition given by the association to individuals for outstanding contributions, service, or achievements, serving as a high Honor or lifetime acknowledgment for significant impact on the South Australian Repeater Group. The Honorary Member / Life Member maintains full member rights along with voting rights and is bound by the Constitution of the South Australian Repeater Group Inc.

5.2. Term

Full membership is current for the financial year (or part thereof) and shall be renewed within 3 months of the commencement of the new financial year.

Should a member not renew within 3 months of the new financial year, their membership shall lapse.

5.3. Subscriptions

- a) The joining fees for membership shall be such sum (if any) as the members shall determine from time to time in the annual general meeting and published in the current approved version of the South Australian Repeater Group Constitution and Bylaws.
- b) The subscription fees shall be payable annually on 01st July or at a time that the committee determines.
- c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided that the committee may reinstate such a person's membership on such terms as it thinks fit

5.4. Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.



5.5. Register of Members

The secretary shall keep and maintain the register of Members as required by the act and those stated in the current approved version of the South Australian Repeater Group Bylaws.

5.6. Expulsion of a Member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association. The member will be provided with the South Australian Repeater Group Inc Policy on Equal Opportunity, Anti-Discrimination, Grievance and Conflict Resolution Policy to address the charges prior to determination and consideration by the committee.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.5d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal under 5.5d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

6. The Committee

6.1. Powers and Duties

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- a) The affairs of the association shall be managed and controlled by a committee, which, in addition to any powers and authorities conferred by these rules, may exercise such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
 - b) The committee has the management and control of the funds and other property of the association.
 - c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
 - d) The committee shall appoint a public officer as required by the Act.

6.1.1. Indemnity

- a) Subject to the Act and to the extent permitted by law, the Association indemnifies each officer of the Association and any person acting as auditor of the Association against any liability incurred by that person in their capacity as an officer or auditor of the Association.

6.1.2. Cost of Defence

- a) Without limiting clause (a), the Association indemnifies an officer or auditor against legal costs and expenses incurred in defending civil or criminal proceedings in which:
 - i. the person is acquitted; or
 - ii. judgment is given in favour of the person; or
 - iii. the proceedings are discontinued or withdrawn without any finding or admission of liability.

6.1.3. Exclusions

- a) The indemnity in clauses (6.1.1.) and (6.1.2.) does not apply to the extent that the liability arises from:
 - i. conduct involving a lack of good faith;
 - ii. wilful misconduct or gross negligence; or
 - iii. a breach of duty where indemnification is not permitted under the Act or any other applicable law.

6.1.4. Insurance

- a) The Association may, to the extent permitted by law, pay or agree to pay a premium for a contract insuring a person who is or has been an officer or auditor of the Association against any liability incurred in that capacity.



6.1.5. Continuing Indemnity

- a) This indemnity continues to apply in respect of a person who has ceased to be an officer or auditor of the Association.

6.1.6. Interpretation

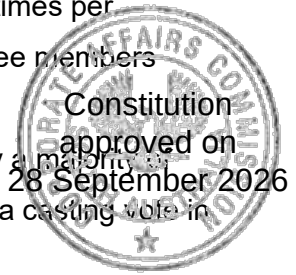
- a) In this clause, “officer” includes a member of the committee and any other person who holds office in the Association within the meaning of the Act.

6.2. Appointment

- a) The committee shall be comprised of a chairperson, secretary, treasurer and a minimum of three (3) and maximum of five (5) committee members.
- b) A committee member shall be a natural person who holds Full Membership.
- c) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- d) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- e) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.
- f) Co-opted Members may be appointed from time to time to assist with activities requiring Committee oversight. Such Members shall be approved by the Committee at an ordinary meeting. The engagement, scope and term shall be documented, and both shall be fixed

6.3. Proceedings of Committee

- a) The committee shall meet for the dispatch of business at least six (6) times per financial year. Fourteen days' notice (14) shall be provided to committee members prior to a meeting to advise of the committee meeting date
- b) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the committee shall be one half of the members of the committee.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.



6.4. Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- a) disqualified from being a committee member by the Act
- b) expelled as a member under these rules
- c) permanently incapacitated by ill health
- d) absent without apology from more than four meetings in a financial year

7. The Seal

- a) The association shall have a common seal upon which its corporate name shall appear in legible characters.
- b) The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and the secretary.

8. Bylaws

The Bylaws of the Organisation may be changed by a Special Resolution in accordance with 9.3(b)

9. Meetings

9.1. Annual General Meetings

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- Constitution approved on 28 September 2026
- a) The committee shall call an annual general meeting in accordance with the rules of these rules.
 - b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
 - c) The order of the business at the meeting shall be:
 - i. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii. the election of committee members
 - iii. the appointment of auditors (if required)
 - iv. the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
 - v. any other business requiring consideration by the association in a general meeting

9.2. Special General Meetings

- a) The committee may call a special general meeting of the association at any time to attend to urgent matters in relation to the organisations business and management.
- b) Upon a requisition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

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9.3. Notice of General Meetings

- a) At least 28 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the business and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed and the details regarding the proposed resolution shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members. (See 5.5).
- d) Where a notice is sent by post:
- i. the service is affected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii. unless the contrary is proved, service will be taken to have been affected at the time at which the letter or packet would be delivered in the ordinary course of post.



9.4. Proceedings at General Meetings

- a) Ten percent of the organisations membership must be present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum. The chairperson shall preside as chairperson at a general meeting of the association.
- c) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own numbers to be the chairperson of that meeting.



9.5. Voting at General Meetings

- a) Subject to these rules, every member has only one vote at a meeting of the association.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

9.6. Poll at General Meetings

- a) if a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.7. Special and Ordinary Resolutions

- a) A special resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.8. Proxies

A member who is eligible to vote shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy and attend and vote at any general meeting of the association.

9.9. Minutes

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- a) Proper minutes of all proceedings of general meetings of the association and committee meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
 - b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
 - c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
 - d) Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
 - e) Minutes of General Meetings will be made available to members on request.

10. Dispute Resolution

- a) This rule applies to disputes between:
 - i. a member and another member of the Association; or
 - ii. a member and the Association; or
 - iii. a member and the Committee or an officer of the Association, arising in connection with these Rules or the affairs of the Association.
- b) This rule does not apply to disputes concerning disciplinary action taken under these Rules, including suspension or expulsion of a member.
- c) The parties to the dispute must, within 14 days after the dispute comes to the attention of all parties, meet or otherwise communicate (including by electronic means) and make a genuine attempt to resolve the dispute.
- d) If the dispute is not resolved under clause (c), the parties may agree to refer the dispute to an independent mediator or other independent third person agreed to by the parties, to assist in resolving the dispute.
- e) If the dispute is not resolved under clause (d), or if the parties do not agree to mediation, the dispute must be referred to the Committee.
- f) The Committee must:

- i. give each party at least seven (7) days' notice of the Committee meeting at which the dispute will be considered; and
 - ii. give each party a reasonable opportunity to provide written material and to be heard; and
 - iii. act in good faith and in accordance with the principles of natural justice.
- g) Any Committee member who has a conflict of interest in relation to the dispute must not be present during deliberations or take part in the decision.
- h) The Committee may determine such resolution of the dispute as it considers fair and reasonable in the circumstances.
- i) A party who is dissatisfied with the Committee's decision may lodge a written appeal with the Committee within seven (7) days of receiving notice of the decision. The appeal must clearly identify the grounds of appeal, including any alleged procedural unfairness, bias, or failure to consider relevant information.
- j) The Committee must reconsider the matter, excluding any Committee members involved in the original decision where practicable, and may:
 - i. confirm the original decision; or
 - ii. vary the decision; or
 - iii. set aside the decision and make a new decision.
- k) The outcome of the appeal is final.



11. Financial Reporting

11.1. Financial Year

The first financial year of the association shall be the period ending on the next 30th June following incorporation, and thereafter a period of 12 months commencing on 01st July and ending on 30th June of each year.

11.2. Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3. Accounts and Reports to be Laid Before Members

The accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.4. Periodic Returns

The association is not defined as a 'prescribed association' as detailed in section 3 of the Act and is exempt from lodging a periodic annual return with the Consumer and Business Services.



12. Prohibition Against Securing Profits for Members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. Rules

- a) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes revision or replacement by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

14. Winding Up

The association may be wound up in the manner provided for in the Act.

15. Application of Surplus Assets

- a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.