

This is a PDF copy of the constitution of the Western Australian Macintosh Users' Group Incorporated as approved by the Commissioner for Consumer Protection with effect from 15 April 2016 and as displayed on our website.

Constitution

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1. NAME

The name of the Club shall be the "Western Australian Macintosh Users' Group Incorporated".

1.1 In construing this Constitution:

- 1.1.1 "the Group" means the Western Australian Macintosh Users' Group Incorporated.
- 1.1.2 "the Committee" means the Committee as constituted under the provisions of this Constitution; and,
- 1.1.3 "the Officers" means the President, Vice President, Secretary and Treasurer.

2. OBJECTS AND PURPOSES

The objects and purposes for which the Group is established are:

- 2.1 To facilitate the acquisition and distribution of information, hardware, software, peripherals and programs compatible with Apple Macintosh Computers and other Apple products to Members.
- 2.2 To share information between Members on the applications and utilisation of Apple Macintosh Computers and other Apple products and of hardware, software, peripherals and programs compatible with Apple Macintosh Computers and other Apple products.
- 2.3 To encourage, maintain and develop the skills and enjoyment of Members in the use of Apple Macintosh Computers and other Apple products, programs and compatible equipment.

- 2.4 To encourage communication between Members and similar groups and branches elsewhere and with external information services and data banks.
- 2.5 To provide equipment, facilities and information for Members to the maximum extent possible, consistent with a non-profit making organisation.
- 2.6 The property and income of the Group shall be applied solely towards the promotion of the objects and purposes of the Group and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects and purposes.

3. POWERS

For the purpose of effecting all or any of the objects and purposes aforesaid the Group may:

- 3.1 Prepare and publish such newspapers, periodicals, books, pamphlets and recorded information, and otherwise disseminate by any form of data transmission, such information as the Committee may think desirable for the promotion of the Group's objectives.
- 3.2 Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be requisite for the purposes of the Group or capable of being conveniently used in connection with any of the Group's objectives.
- 3.3 Establish, develop and maintain libraries.
- 3.4 Construct, improve, maintain, develop, manage, carry out or control any house, buildings, works or facilities which may seem calculated either directly or indirectly to advance the interests of the Group, and contribute to or otherwise assist and take part in the construction, improvement, maintenance development, management or control thereof.
- 3.5 Invest and deal with the moneys and other assets of the Group.
- 3.6 Perform such other functions and activities as may be conducive to the achievement of the objects and purposes of the Group.

4. MEMBERSHIP

4.1 Qualifications for Membership

Any person owning or utilising Macintosh Computers shall be entitled to apply to become a Member of the Group, and shall be granted Membership subject to registration and payment of the appropriate subscription.

4.2 Application Procedure

The Committee shall determine procedures for application for Membership.

4.3 Register of Members

The Committee shall determine procedures for registration and maintain a Register of Members to record all Membership information the Committee may think appropriate and desirable.

4.4 Subscriptions

- 4.4.1 The annual subscriptions payable by Members of the Group shall be determined at the Annual General Meeting, or a Special General Meeting where the subject of subscriptions has been specifically included in the notice.
- 4.4.2 Subject to clauses 4.4.3, 4.4.4 and 4.4.5, the subscription period runs for the calendar year (from 1 January to 31 December). Subsequent subscriptions shall be due and payable within one month from 1 January each year.
- 4.4.3 Where an application for membership is received on or between 1 January and 30 June, the initial subscription fee shall be for the full annual fee and the initial subscription period shall expire on 31 December of that year.
- 4.4.4 Where an application for membership is received on or between 1 July and 31 October, the initial subscription fee shall be for half the annual subscription fee and the initial subscription period shall expire on 31 December of that year.
- 4.4.5 Where an application for membership is received on or between 1 November and 31 December, the initial subscription fee shall be for the full annual fee but the initial subscription period shall expire on 31 December of the following year.
- 4.5 Procedures for Termination of Membership
 - 4.5.1 If a Member fails to pay any annual subscription prescribed for the classification of Member to which the Member belongs then, one month after the Annual General Meeting at which the subscription becomes due, the Committee shall remove the name of the defaulting Member from the Register of Members.
 - 4.5.2 If a Member is considered by the Committee to have acted in a manner prejudicial to the interests of the Group, then the Committee shall notify the Member accordingly that if, within one month just cause is not shown why the Member should retain Membership, the Committee shall remove the name of the Member from the Register of Members, and if just cause is not shown within this period the Committee shall remove the name of the Member from the Register of Members. In considering any such action the Committee shall observe the rules of natural justice.
 - 4.5.3 A person's Membership shall cease and the name of the Member shall be removed from the Register of Members upon notification of death or resignation.
- 4.6 Membership Classifications There shall be five classifications of Members:
 - (a) Life Members;
 - (b) Honorary Members;
 - (c) Ordinary Members;
 - (d) Associate Members; and
 - (e) Corporate Members.
- 4.7 Life Members

4.7.1 Life Members may be elected at an Annual General Meeting of the Group. No person shall be elected to Life Membership except by a two thirds majority vote of the Members present and voting.

4.7.2 Life Members shall be entitled to all the rights, privileges and duties of Ordinary Membership during their lives without any further payment of subscriptions.

4.8 Honorary Members

4.8.1 Honorary Members may be elected by the Committee for a period which will expire at the Annual General Meeting following that election.

4.8.2 Honorary Members shall not be voting Members of the Group, nominate candidates for the offices of the Committee, or become or remain Committee Members of the Group, but shall have all the rights, privileges and duties of Ordinary Membership without any further payment of subscriptions.

4.9 Ordinary Members

Ordinary Members may utilise all the equipment, facilities, information and resources available to the Group and shall be entitled to all the privileges and be subject to all the duties of Membership of the Group as determined by this Constitution and the Committee.

4.10 Associate Members

4.10.1 Members of the University Macintosh Users' Club, or of similar user groups in other educational institutions or community bodies, may become Associate Members of the Western Australian Macintosh Users' Group upon resolution of the Group.

4.10.2 Associate Members shall not be voting Members of the Group, nominate candidates for the offices of the Committee, or become or remain Committee Members of the Group, but shall otherwise have all the rights, privileges and duties of Ordinary Membership.

4.11 Corporate Members

4.11.1 Corporate Members may be approved upon such terms and conditions as determined by the Committee.

4.11.2 Corporate Members shall, subject to clause 6.1, have all the rights, privileges and duties of Ordinary Membership.

5. GENERAL MEETINGS

5.1 Annual General Meeting

The business of the Annual General Meeting shall be to receive and consider the Report of the Committee and the Financial Statements, the election of the Officers and the Committee and any other business of which notice has been given in the notice convening the Meeting. The Annual General Meeting shall be conducted between the first day of January and the first day of May each year.

5.2 Special General Meeting

Any General Meeting of the Group other than the Annual General Meeting shall be called a Special General Meeting. The Committee may whenever it thinks fit convene a Special General Meeting. A Special General Meeting shall also be

convened on requisition in writing signed by not less than five Ordinary Members.

5.3 Notice of General Meetings

At least twenty one days notice of every Annual General Meeting or fourteen days for every Special General Meeting shall be given to Members specifying the place, the date and the hour of the Meeting and the general nature of any special business, but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

5.4 Quorum

No business shall be transacted at any General Meeting unless a quorum of not less than ten per cent of the Ordinary Members on the Register or ten Ordinary Members (whichever is less) is present at the Meeting. If within half an hour from the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to the same day in the following week at the same time and at a nominated place, and at such adjourned Meeting the business of the Meeting may be transacted whether there be a quorum present or not.

5.5 Chairperson

At all General Meetings the Chairperson for the Meeting shall be elected by a majority of Members present at that Meeting.

5.6 Voting

All Life Members and financial Ordinary and Corporate Members in attendance may vote at a General Meeting. Voting shall take place in person, by proxy or as described in the by-laws. The deliberative vote of each Member shall be of equal weight, provided that the Chairperson shall have an additional casting vote in the event of an equality of votes.

6. COMMITTEE

6.1 Constitution of the Committee

6.1.1 The Committee shall consist of at least five Members, comprising four Officers elected to the offices of President, Vice President, Secretary and Treasurer, and such other Members as determined by the Group in General Meeting.

6.1.2 The total number of Corporate Members on the Committee shall be less than 50% of the total number of Committee Members elected at the General Meeting.

6.1.3 Corporate Members must, when nominating for or consenting to be nominated for the Committee, disclose their Corporate Membership at the General Meeting prior to the relevant vote being discussed or held.

6.2 Election of Officers and Members of the Committee

6.2.1 Subject to clause 6.1.2, eligible voting Members of the Group shall, at the Annual General Meeting, elect Officers and Members of the Committee from persons nominated and consenting recorded in the Register of Members.

6.2.2 Where, at the Annual General Meeting, there is no Member elected to the office of Vice President and/or Secretary, then with the consent of

the majority of the eligible voting Members of the Group at the General Meeting, the Committee may treat the vacancy as a Casual Vacancy and clause 6.6 applies, with any necessary changes, as if the vacancy was a Casual Vacancy.

6.3 Term of Office

The term of office of Officers and Committee Members shall be from the time of election until the next Annual General Meeting.

6.4 Quorum at Committee Meetings

6.4.1 At Committee Meetings the quorum shall consist of not less than three Members. The President, or in the President's absence the Vice President, shall preside as Chairman at every Meeting of the Committee. If neither the President nor the Vice President is present at the time notified for holding the Committee Meeting the Committee Members present shall choose one of their number to be Chairman of such Meeting, but may only act for the purpose of determining the place, the date and the hour of the next Committee Meeting.

6.4.2 An Officer of Committee member who is unable to attend a meeting of the Committee may appoint an Office or another Committee member as a proxy to exercise his or her vote. Appointing a proxy shall be by email notification or written advice to all other members of the Committee. The appointment of a proxy shall not inhibit or limit the powers of the Committee to terminate the tenure of Officer or Committee member as set out in Clause 6.5

6.5 Termination of Tenure of Officer or Committee Member

The Committee may at any Committee Meeting terminate the tenure of office of any Committee Member if the Member is no longer on the Register of Members, the Member fails to attend three successive Meetings of the Committee, or the Member is considered by the Committee to have acted in a manner prejudicial to the interests of the Group.

6.6 Appointments to Casual Vacancies In Committee Offices

If the office of a Member of the Committee becomes vacant upon the death or removal of the Member from the Register of Members or upon a resolution of the Committee, the Committee shall elect a new Member to fill that vacancy.

6.7 Powers and Responsibilities of the Committee

The funds and affairs of the Group shall be administered, controlled and managed by the Committee. The Committee shall have the powers necessary to perform its responsibilities, including the power to:

6.7.1 organize and develop activities appropriate to the Group;

6.7.2 invest in the name of the Group all moneys of the Group not immediately required in such manner and upon such security as may from time to time be determined by the Committee;

6.7.3 appoint Members to any position or sub-committee to perform any task, activity or function within the objects of the Group, but shall not permanently delegate its powers or responsibilities; and,

- 6.7.3.1 change or reallocate the duties and/or titles of Officers and Committee members if in the opinion of the majority of the whole Committee such reallocation will enhance the efficient conduct of the business of the Committee;
- 6.7.4 perform such other functions as are conducive to achieving the Group's objectives.

7. MINUTES

Minutes shall be kept of all Committee Meetings and General Meetings of the Group and shall include motions proposed and seconded, candidates nominated and appointed to offices, and all other business resolved or conducted.

8. FINANCE

8.1 Application or Income and Assets

The Group shall exist for its Members and shall not distribute any of its income or property except in the discharge of debts lawfully incurred.

8.2 Custody of Records, Documents, Books of Account and Securities

8.2.1 All minutes, correspondence and securities shall be maintained in good order by the Secretary.

8.2.2 All financial records, documents and books of account shall be maintained in good order by the Treasurer.

8.2.3 The Committee shall maintain a bank account in the name of the Group and authorize the Treasurer to operate the account on behalf of the Group.

8.3 Inspection or Records, Documents and Books of Account by Members

At any reasonable time all records, documents and books of account may be inspected by Members.

8.4 Accountability of the Committee

At least fourteen days prior to the Annual General Meeting the Committee shall cause to be prepared and made available to Members an Annual Report and Financial Statements of the activities of the Group for the preceding calendar year.

8.5 Appointment of Auditor and Procedure for Audit of the Accounts

A majority vote of the eligible Members present at a General Meeting of the Group may appoint an auditor to audit the Financial Statements and books of account. The Members of the Committee shall make available all records, documents, books of account and securities and render all possible assistance to the appointed auditor.

9. RULES AND BY LAWS

Rules or By-laws can be promulgated, revoked or amended by a majority of votes of Members at any Committee Meeting or General Meeting, provided that Rules and By-laws developed by the Committee shall consider the precedent Rules and By-laws determined by special resolution at General Meetings.

10. CONFIRMATION AND ALTERATION OF CONSTITUTION

This Constitution shall be confirmed and approved by a majority of three-fourths of the Members of the Group present and voting in a General Meeting, and any alterations thereto shall be similarly confirmed and approved.

11. DISSOLUTION

11.1 Procedures for Dissolution

The Group may be dissolved by a special resolution approved by a three-fourths majority of the Members of the Group present and voting in a General Meeting.

11.2 Distribution of surplus property on winding up of the Association.

If, on the winding up of the Association, any property remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed -

- (a) to another incorporated association having objects similar to those of the Association; or
- (b) for charitable purposes, which incorporated association or purposes, as the case requires shall be determined by a resolution of the Members when authorising and directing the Committee under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

12. COMMON SEAL OF THE ASSOCIATION

12.1 The Seal

The Association shall have a common seal on which its corporate name shall appear in legible characters.

12.2 Use of the Seal

The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book.

12.3 Witnessing the Seal

The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

12.4 Custody of the Seal

The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Approved by Members of

The Western Australian Macintosh Users' Group for the purposes of registration as an Incorporated Body April 7th, 1987 Resolution#1/1987

Amendments approved

Clause 1 & 1.1.1 on 07/07/1992 Resolution #1/1992

Clause 8.1 & 12 on 07/07/1992 Resolution #1/1992

Clause 4.4 on 06/10/1992 Resolution #2/1992

Clause 6.4.1 & 6.7.3.1 on 06/03/2001 Resolution #2/2001

Clauses 4.4 and 4.11.2 with effect from 2 June 2011

Clauses 6.1 and 6.2 with effect from 2 June 2011

Clauses 2.1; 2.2; 2.3 and 2.6 with effect from 15 April 2016

Clauses 5.4 and 5.6 with effect from 15 April 2016

Clause 9 with effect from 15 April 2016

Clause 10 with effect from 15 April 2016

Clauses 11.1 and 11.2(b) with effect from 15 April 2016