



**RULES OF ASSOCIATION OF THE
AUSTRALIAN RADIO COMMUNICATIONS
INDUSTRY ASSOCIATION**

Trading as ARCIA Inc

January 2007

(Amended August 2024)



1. *Name*

The name of the incorporated association is the *Australian Radio Communications Industry Association* (in these Rules called "the Association"), commonly referred to and trading as **ARCIA**.

2. *Definitions*

(1) In these Rules, unless the contrary intention appears-

"Act" means the **Associations Incorporation Reform Act 2012**;

"committee" means the committee of management of the Association.

"financial year" means the year ending on 30 June;

"general meeting" means a meeting of members convened in accordance with rule 13.

"full member" means a member of the Association with full voting rights, either by a fully paid membership or by having been nominated as a **Life Member** by the Association;

"associate member" means a member of the association with no voting rights but with all other privileges, they may also be titled as a **Corporate Member, Individual member, Student Member, Educational Institution Member** or other identification as determined by the committee from time to time:

"ordinary member of the committee" means a member of the committee who is not an officer of the Association under Rule 21;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of an Association is a reference--

(a) if 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.

3. *Alteration of the rules*

These Rules and the statement of purposes of the Association must not be altered except by approval by the members at a General Meeting of the Association and in accordance with the Act.

4. *Membership definitions*

Membership of the Association is under two separate classifications –

(1) ‘Full membership’ is limited to an organisation which is actively involved either as a supplier or user of wireless communications products for critical communications, either ‘Business critical’ or ‘Mission critical’ applications. This includes the sales, service, support and managed services for critical communications networks.

(2) ‘Associate membership’ is available to any other person, either as an individual or as an organisation who, in the opinion of the Committee, has a genuine interest in the promotion and well-being of the critical communications industry within Australia and its associated territories, as well as other countries in the Asia/Pacific region. Associate membership does not carry voting rights at meetings but does allow for the access and utilisation of other benefits of the Association as determined by the committee from time to time.

(3) ‘Life membership’ is a category of membership conferred by the committee in recognition of continued or exceptional service to the Association and will receive the same benefits and facilities as ‘Full members’ as per (1) above.

5. *Membership, entry fees and subscription*

(1) An organisation or person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.

(2) An application of an organisation or person for membership of the Association must-

(a) be submitted on the form set out on the ARCIA web site – www.arcia.org.au and

(b) be lodged with the responsible person of the Association, this may be the Secretary, Treasurer or Accounts person.

(3) If the committee approves an application for membership, the responsible person must, as soon as practicable-

(a) notify the applicant in writing of the approval for membership; and

(b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.

(4) The responsible person must, within 28 days after receipt of the amounts referred to in sub-rule (3), enter the applicant's name in the register of members.

(5) An applicant for membership becomes a member and is entitled to exercise the relevant rights of membership when his or her name is entered in the register of members.

(6) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(7) A right, privilege, or obligation of a person by reason of membership of the Association-

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

(b) terminates upon the cessation of membership.

(8) The annual subscription is the relevant amount set out in the Association web site – www.arcia.org.au and is payable in July in each year.

6. *Register of members*

(1) The Secretary, Treasurer or nominated responsible person must keep and maintain a register of members containing the name and address of each member

(2) The register is available for inspection free of charge by any member upon request.

(3) The list of members will usually be displayed on the Association web site and listed in the Association Annual Report which is made available to all members.

7. *Ceasing membership*

(1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to above the member ceases to be a member.

(3) Failure to pay any membership renewal when due will cause membership to lapse and the facilities of membership will be withdrawn.

8. *Discipline and cancellation of memberships*

(1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution cancel the membership and if the current membership has more than three months remaining validity refund the balance of membership.

- (2) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (3).
- (3) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 7 days after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (4) If the Secretary receives a notice under sub-rule (3), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (5) At a general meeting of the Association convened under sub-rule (4)--
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or their representative, must be given an opportunity to be heard; and
 - (d) the members present must vote on the question whether the resolution should be confirmed or revoked.
- (6) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between a member and the Association.
- (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 parties.
- (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.
- (4) The mediator must be--
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement a person who is a mediator appointed or employed by the relevant dispute settlement process under law.
- (5) A member of the Association can be a mediator.

- (6) The mediator cannot be a member who is a direct party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
 - (a) give the parties to the mediation process every opportunity to be heard; and 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.
- (9) The mediator must not determine the dispute.
- (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 relevant Act or otherwise at law.

10. *Annual general meetings*

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be--
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (5) At the discretion of the Chairperson of the meeting, an Associate member may be invited to contribute towards the debate of any item of special business but will not be permitted to exercise a vote in determining any resolution of such items.

11. *Special general meetings*

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of full members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must--
 - (a) state the objects of the meeting; and
 - (b) be signed by the full members requesting the meeting, or if electronic means are utilised, by an email string which contains the full details of the request and has been forwarded and endorsed by the relevant member organisations ; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the full members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

12. *Special business*

- (1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.
- (2) At the discretion of the Chairperson of the meeting, an Associate member may be invited to contribute towards the debate of any item of special business but will not be permitted to exercise a vote in determining any resolution of such items.

13. *Notice of general meetings*

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each full member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent--

(a) by electronic means to the address appearing in the register of members; or

(b) by notification on the Association web site or other Association publication means.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

14. *Quorum at general meetings*

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) Five members present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting. As the membership of the Association will extend to many varied and remote areas, any person who is part of any telephone conference call or any other means of 'Electronic presence' and has been recorded by the Secretary in the Minutes as being present by 'Electronic Means', then that person will form part of the Quorum for the meeting.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-

(i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and

(ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

15. *Presiding at general meetings*

(1) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

16. *Adjournment of meetings*

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12. It is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. *Voting at general meetings*

(1) Upon any question arising at a general meeting of the Association, a full member has one vote only.

(2) All votes must be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

18. *Poll at general meetings*

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

(3) Where a poll is taken, those members who are in ‘Electronic attendance’ must be given the opportunity to cast a vote where they are entitled to do so and the Minutes shall record such votes as being Proxy votes given to the Chairperson and voted as per the instructions given by the Electronic attendees.

19. *Manner of determining whether resolution carried*

If a question arising at a general meeting of the Association is determined on a show of hands-

(a) a declaration by the Chairperson that a resolution has been-

(i) carried; or

(ii) carried by consensus; or

(iv) lost; and

(b) an entry to that effect in the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20. *Proxies*

(1) Each full member is entitled to appoint another full member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

21. *Committee of Management*

(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee--

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, 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 Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

(3) Subject to section 23 of the Act, the committee shall consist of--

- (a) the officers of the Association as per rule 22 below; and
- (b) at least four but up to twelve ordinary members - each of whom shall be full members of the Association and have been elected at the annual general meeting of the Association in each year.
- (c) The committee at its discretion may appoint other persons or members to assist the committee in an 'ex officio' role and may appoint sub-committees to assist in the work of the committee. Any such sub-committee will not have the authority of the Association and will report back to the committee who will then act as they see fit in the best interests of the Association.

22. Office holders

(1) The Executive Committee of the Association shall be--

- (a) a President;
- (b) a Vice-Presidents, or if determined by the committee a second Vice-President may be elected, in that case identified as First and Second Vice-Presidents;
- (c) a Treasurer;
- (d) a Secretary, and
- (e) Executive Officer(s), in either a part-time or full-time role (refer Rule 25)

(2) The provisions of rule 23, 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 referred to in sub-rule (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of expiration of his or her election but is eligible for re-election. The periods of appointment for the relative officers will be –

- a) For President, Vice-Presidents and Treasurer a period of three years, with expiration of appointment in sequential years in order for no more than one of these officers to be due for re-election in any year.

Note – The election process shall be – President in first year of the cycle, First Vice-President in second year of the cycle, if applicable any Second Vice-President and Treasurer in the third year of the cycle.

- b) For the Secretary position, it will be due for re-election each year.
- c) Executive Officer positions are selected by the committee.

(4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment. Where a casual vacancy occurs for an Officer covered by (3) a) above, the replacement will hold office until the expiration of the term of the original appointee.

23. Ordinary members of the committee

(1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a full member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

24. Election of officers and ordinary committee members

(1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be--

(a) made in writing, signed by two full members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); Or

(b) lodged by electronic means provided that all persons involved (two nominators and the nominee) have clearly provided the identification and acceptance of the nomination procedures; and

(b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) A candidate may be nominated for more than one office, or as an ordinary member of the committee, prior to the annual general meeting.

(3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(4) 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.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

25. Executive Officer and/or Chief Executive Officer (shown as Executive Officer in the following)

(1) The Executive Officer shall be appointed by the Executive of the Association (Office holders as per rule 22.1) and can either be a full-time role or a part-time role, as determined by the Executive from time to time.

(2) The requirement for an Executive Officer will be at the discretion of the Association Officers and their decision will be relayed to the general committee as and when applicable.

(3) The Executive Officer can either be a paid employee of the Association or be provided under contract from a Full Member of the Association.

(4) The Executive Officer will fulfil the duties of the Association as determined by the Executive committee; the Executive Officer will be an 'Ex-officio' member of each sub-committee of the Association and provide support services to those committees as required from time to time.

(5) The Executive Officer will not have the power to exercise a vote in any circumstances as part of the Association, with the exception that the nominee may exercise the vote of the Full Member if under a contract role and there is no other registered vote from the Full member.

(6) The Executive committee of the Association have the power to terminate the Executive Officer at any time should they believe that either –

- a) The Executive Officer is not fulfilling the duties as identified and expected, or
- b) The Executive Officer has acted in a manner deemed to bring the Association into disrepute.

26. Vacancies

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
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

27. Meetings of the committee

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.
- (3) Each committee member is required to attend at least two-thirds of the notified committee meetings held within the year of office, either by direct attendance or by acceptable electronic means, failure to do so may result in the Association Executive declaring the committee position vacant and electing a replacement member as per Clause 23 (2).

28. Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting or by 'notice of next meeting' at the conclusion of a regular committee meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29. Quorum for committee meetings

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee, as per the General Meeting conditions, members may be regarded as present if they are attending via 'Electronic means' and can actively participate in the process of the meeting.
- (2) No business may be conducted unless a quorum is present.

- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
 - (i) in the case of a special meeting--the meeting lapses;
 - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

30. Presiding at committee meetings

At meetings of the committee-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

31. Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Where there is consensus on the outcomes of a discussion there will be no necessity for a vote on the matter.

32. Removal of committee member

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that this be provided to the members of the Association.

33. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

34. Funds

(1) The Treasurer of the Association must-

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

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

(2) All payments made by the Association shall be authorised by two members of the committee, any automatic payments withdrawn electronically shall be accepted by two members of the committee and noted by the Treasurer as part of the regular finance reports.

(3) The funds of the Association shall be derived from entrance fees, annual subscriptions, promotional partnerships (sponsors) donations and such other sources as the committee determines.

(4) The Treasurer may delegate the day to day operations of the Association finances to an accounts person, however, the ultimate responsibility still rests with the Treasurer

35. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

(a) delivering the notice to the member personally; or

(b) electronic transmission, or

(c) by regular newsletter where the member receives other notifications in this manner.

36. Winding up

In the event of the winding up of the Association, the assets of the Association must be disposed of in accordance with the provisions of any relevant Act, however, in general the remaining balance of membership for the current year should be refunded to each member, with any residual balance to be donated to a charity or used for a worthy cause as determined by the committee or any person acting as liquidator of the Association..

37. Custody and inspection of books and records

(1) Except as otherwise provided in these Rules, the Secretary (or by deputy the Accounts person) must keep in his or her custody or under his or her control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

38. Conflict of interest

The Committee shall develop and maintain a current policy regarding the management of conflict of interest between members or committee members where that conflict could lead to the best interests of the Association being compromised. The Executive team of the Committee will be responsible for drafting and reviewing the policy at regular intervals and for determining the outcomes of any perceived conflicts, always working within the aims and interests of the Association and this Constitution. Any relevant processes should maintain transparency wherever possible.