Rules and By Laws of AUUG Incorporated

NAME

1. The incorporated association shall be known as the AUUG Incorporated, abbreviated hereinafter to AUUG.

DEFINITIONS

2. (1) In these rules, unless otherwise stated:

“he”, “him” and “his” shall also be construed to mean “she”, “her” and “her” respectively;

“The Act” means the Associations Incorporation Act 1981 (Vic);

“Financial year” means the period from 1 June to 31 May;

“General Committee Member” shall mean a general member of the Management Committee;

“mail” shall imply the transmission of information in written or printed form, first-class pre-paid, via the general post or public or private courier service;

“unfinancial member” shall mean any member whose most recent term of membership has expired and who has not yet paid the subscription for the next twelve month period;

“voting member” shall mean any member entitled to cast a vote.

(2) In these Rules, a reference to the secretary of the AUUG is a reference:

(a) where a person holds office under these Rules as Secretary of the AUUG, to that person; and

(b) in any other case to the Public Officer of the AUUG.

(3) Words or expressions in these rules shall be interpreted in accordance with, and subject to, the Act as in force from time to time.

(4) If any doubt arises as to the proper construction or meaning of any clauses in these Rules, the decision of the Management Committee thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the minutes of a meeting of the Management Committee.

AIMS

3. The aims for which the AUUG is established are to promote knowledge and understanding of Open Systems including but not restricted to the UNIX system, networking, graphics, user interfaces and programming and development environments, and related standards.

For the furtherance of these aims and to achieve its purposes, the AUUG may carry out any or all of the following activities: conduct technical meetings, conferences, discussion groups, panels, lectures and other types of meeting; prepare and distribute a newsletter and other publications; collect software and distribute said software to its members for their use; verify licenses of members for the purposes of administering the services of the AUUG; subscribe to or cooperate with or affiliate with or amalgamate with other associations formed elsewhere with similar aims; accumulate assets; and establish and promote other activities not included in the above list consistent with its aims for the benefit of its members.

ELIGIBILITY FOR MEMBERSHIP

4. Any individual or organisation who subscribes to the aims of the association, and who agrees to be bound by its rules and regulations and who has not been previously expelled from the association shall be eligible to join the AUUG.

5. An application for membership shall be in writing on the form approved by the Management Committee and shall provide such information as shall from time to time be prescribed by the Management Committee.

6. (1) Membership shall become current from the date on which a valid membership application accompanied by payment of the appropriate entrance fee plus annual membership subscription is received by the Secretary. The initial membership period will extend from this date until the first renewal date (June 30 or December 31) no less than twelve months from the beginning of the membership period.

(2) Upon completion of the initial membership period and any subsequent periods, membership may be renewed for a further period of twelve months by payment of an additional annual membership subscription.

7. (1) There shall be four classes of members: Ordinary members, Institutional members, Student members and Honorary Life Members.

(2) Any natural person who is eligible to be a member may become an Ordinary Member.

(3) Any person or organisation who is eligible to be a member may become an Institutional Member.

(4) Any full-time student who is eligible to be a member may become a Student Member.

(5) Any person who is an Ordinary Member of at least five years standing and who has rendered special services to the AUUG may be elected via a ballot of the members as an Honorary Life member.

(6) If before the first day of May the Secretary receives a petition from at least twenty voting members requesting the election of a member of the AUUG to the position of Honorary Life Member, then he shall arrange a ballot of the membership on this question to be conducted in conjunction with the annual election of Officers and General Committee Members.

8. All Ordinary, Institutional and Honorary Life Members whose membership is current shall be entitled to cast a vote.

MEMBERSHIP SUBSCRIPTIONS AND FEES

9. The Management Committee shall determine before the commencement of each financial year a scale of fees for entrance to the AUUG, and for annual subscriptions for each class of members to be applied during that financial year.

REGISTER OF MEMBERS

10. (1) The Secretary shall keep and maintain a register of members in which shall be entered the full name and address of each member and the register shall be available for inspection by members at the address of the Public Officer.

(2) Nothing in the previous subsection shall entitle any member to make a copy of the register of members, except with the permission of the Management Committee, and on such terms and conditions as the Management Committee shall from time to time determine.

TERMINATION OF MEMBERSHIP

11. (1) A member may resign his membership at any time by giving notice in writing to the Secretary. No member who resigns shall have any claim for a refund of subscriptions paid.

(2) A member who has been unfinancial for more than two calendar months shall be deemed to have resigned his membership, and shall no longer be entitled to any privileges enjoyed by members.

(3) Former members who have resigned will be entitled to rejoin the AUUG on the same basis as new members joining the AUUG.

EXPULSION OF MEMBERS

12. Upon receipt of a petition so requesting from twenty or more members, or half the membership, whichever is less, the Management Committee shall call upon any member to explain any alleged misconduct, and the

Management Committee shall have power to suspend or expel any member who in its opinion has either been guilty of misconduct or has acted prejudicially to the interests of the AUUG or who has wilfully infringed any of the Rules of the AUUG.

GENERAL MEETINGS

13. The Annual General Meeting shall be held within the second half of each calendar year. The date and general location of each Annual General Meeting shall be determined at the preceding Annual General Meeting but either the date or location or both may be changed by the Management Committee if it proves impossible or highly inconvenient to meet at the location previously selected or on the date previously selected.

14. An ordinary general meeting of the AUUG shall be called by the Management Committee in conjunction with any technical meeting or conference or other function where attendance by a quarter or more of the voting members is expected by the Management Committee.

15. (1) Written notice of the time and place for each meeting and its agenda shall be mailed to each voting member of the AUUG at least four weeks before the date of the meeting.

(2) Business conducted at such meetings shall be confined to matters included in the written agenda, reports from Officers, and resolutions instructing the Management Committee to conduct a formal ballot of the membership on matters of substance. Such resolutions shall not be binding on the Management Committee unless the meeting was attended by at least twenty voting members, or half the membership, whichever is less, and the resolution was supported by at least three-quarters of the members voting.

(3) All voting members shall be entitled to cast one vote.

(4) Any voting member may award his proxy to another voting member for the period of a single General meeting providing he so notifies the Secretary in writing at least 24 hours before the appointed time of commencement of the meeting.

16. (1) Upon receipt of a petition so requesting from twenty or more members, or half the membership, whichever is less, the Secretary shall call an Extraordinary General meeting of the AUUG for a date no later than two calendar months after receipt of the petition.

(2) The business of the meeting shall be confined to matters described in the petition and to other matters specifically provided for in these rules and recorded in the written agenda sent to all members by mail at least four weeks before the date set for the meeting.

(3) If the Management Committee does not cause a a special general meeting to be held within two months after the date on which the petition is sent to the address of the Secretary, the members presenting the petition or any of them, may convene a special general meeting to be held not later than four months after the date of that petition.

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

17. (1) For each general meeting, the quorum shall be fifty members personally present and entitled to vote.

(2) If within 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.

(3) In other cases the meeting shall be deferred to a place and time determined by the Management Committee. If that meeting is to be at the same location on the following day then notice of the meeting may be given by posting a notice at the location specifying the time of the meeting and the business to be conducted no less than four hours before the time of the meeting. In any other case notice shall be given as for any other General Meeting.

18. At all general meetings of the AUUG the Chair shall be taken by the President, or in his absence, the Vice-President, or in his absence by a member elected by the meeting.

OFFICERS

19. The Officers of the AUUG shall be: the President; the Vice-President; the Secretary; the Treasurer; the Returning Officer; and the Assistant Returning Officer.

MANAGEMENT COMMITTEE

20. (1) The management and control of the business and general affairs of the AUUG shall be vested in a Management Committee consisting of nine elected members and the Immediate Past President.

(2) The elected members of the Management Committee are the President, the Vice-President, the Secretary, the Treasurer, and five General Committee Members.

(3) The position of Immediate Past President shall be held by the person who held the position of President at the end of the previous term of office, providing they have not been elected to any other position and agree to accept this position. Otherwise, the position of Immediate Past Present remains vacant for the entire term of office.

ELECTIONS

21. (1) The election of Officers and General Committee Members shall be by a postal ballot held annually.

(2) Nominations for each position shall be received by the Secretary up until the fourteenth day of April each year. Each nomination must be in writing, must name the position or positions sought, must be signed by at least three voting members, and must be countersigned by the nominated member who must be a financial voting member of the AUUG.

(3) Where only one valid nomination is received for a particular position by the close of nominations, the nominee shall be declared elected forthwith, and no ballot for that position shall be held.

(4) Any position for which no nomination is received, or which remains unfilled after the election has been conducted, shall be considered as a vacancy on the Management Committee, and handled as specified in these rules.

(5) On or before the first day of May, the Secretary shall advise the Returning Officer of all valid nominations received, and if a ballot is required shall advise him of a date no later than the fifteenth day of May for the ballot for all contested positions, and shall provide him with a list of voting members.

(6) While any Ordinary Member may be nominated to more than one office or position, no person shall be elected to more than one position. Ballots shall be determined in the following order: for President, for Vice-President, for Secretary, for Treasurer, for General Committee Members, for Returning Officer, and lastly for Assistant Returning Officer.

(7) All voting members shall be entitled to cast one vote.

22. The term of office for all Officers, General Committee Members and the Immediate Past President shall be for one year, from July 1 to June 30.

VACANCIES ON THE MANAGEMENT COMMITTEE

23. (1) The position of any General Committee Member shall be vacated if the member fails to attend any Management Committee meeting without furnishing a satisfactory explanation as to the cause of his absence, and if the Management Committee resolves that his office be vacated, or if the member ceases to be a member of the AUUG.

(2) Should the office of President be vacant, the Vice-President shall become President, and the office of Vice-President shall become vacant instead. If for this reason, or for any other, at any time any of

the other principal Officers (Vice- President, Secretary or Treasurer) be unable to continue in office for any reason, then the Management Committee shall appoint one of their number to the vacant office.

(3) Should the position of Immediate Past President become vacant, it remains vacant for the remainder of the term of office.

(4) Should a vacancy occur among the other Officers, or among the General members of the Management Committee, then the Management Committee shall appoint an Ordinary Member of the AUUG to fill the vacancy.

(5) Should a vacancy occur as the result of the creation of a new position, the vacancy shall be filled as specified in these rules.

(6) The Management Committee shall make the approval of such appointments an order of business for the next General Meeting of the AUUG if any such meeting will be held before the next election of Officers and General Committee Members.

MANAGEMENT COMMITTEE MEETINGS

24. (1) The Management Committee shall meet formally at least twice per year.

(2) Notification of time, place and agenda for each meeting shall be made in writing to each member of the Committee by the Secretary at least four weeks in advance.

(3) All members of the AUUG are entitled to be present at such meetings, and may speak when invited by the Chairman, but only members of the Management Committee may vote.

25. At meetings of the Management Committee the President shall take the chair, or in his absence, the Vice-President, or in his absence a member of the Management Committee elected by the meeting.

26. The quorum for such meeting shall be five. If a quorum is not present at the nominated time for the start of the meeting, the commencement of the meeting may be delayed for up to one hour, and if at that time a quorum is still not present the meeting shall be dissolved.

27. Resolutions of the committee shall require a simple majority of the members present and voting. The chairman shall have a casting vote in the event of a tie.

DISTRIBUTION OF INCOME

28. The income and property of the AUUG however derived shall be applied solely towards the aims and purposes of the AUUG as set out in these Rules, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend to any member of the AUUG at any time.

29. The AUUG shall not appoint a person who is a member of the Management Committee to any office in the gift of the association to the holder of which there is payable any remuneration by way of salary, fees or allowances.

30. Notwithstanding the previous section the AUUG may compensate the reasonable expenses actually incurred by any member in the conduct of the business of the AUUG under the direction of the Management Committee.

CHAPTERS

31. (1) Ten or more members of the AUUG may petition the Management Committee to form a chapter of the AUUG.

(2) General rules for the organisation, operation, obligations and privileges of chapters shall be as resolved by the Management Committee or the membership as a whole from time to time.

(3) Each chapter shall appoint a chapter committee consisting of at least a Chapter Chairman and a Secretary/Treasurer.

(4) The chapter committee may convene meetings consistent with the aims of the AUUG, but may not enter into any financial commitments on behalf of or in the name of the AUUG except with the written approval of the Management Committee.

AFFILIATION OR AMALGAMATION WITH OTHER ORGANISATIONS

32. The Management Committee may at any time seek or discuss the possibility of affiliation or amalgamation with any other organisation whose aims are similar to or compatible with those of the AUUG. No agreement for affiliation or amalgamation may be finalised until the matter has received the assent of three- quarters of the members voting in a postal ballot.

DISSOLUTION OF THE AUUG

33. (1) Upon receipt of a petition requesting the dissolution of the AUUG from twenty or more members, or half the membership, whichever is less, the Secretary shall arrange for the question to be put to the membership by ballot no later than one month after the date that he receives the petition.

(2) If three-quarters of the members voting agree, the AUUG shall be dissolved.

(3) If upon the dissolution of the AUUG there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid or applied by the Management Committee, according to a resolution of the membership at or before the time of dissolution, to any fund, institution or authority which, itself, is either a non profit company as defined by Section 3(1) of the Income Tax Act 1986 or is exempt from income tax.

CHANGES TO THE RULES

34. Changes to these Rules may be initiated at the request of a General meeting, or by the Management Committee. All proposed changes must be approved by a three-quarters majority of the votes received in a postal ballot of the members before having effect.

RIGHTS OF MEMBERS

35. (1) Each member shall be entitled to attend all meetings of the AUUG, including meetings of the Management Committee, provided any prescribed attendance fee is paid.

(2) Each member shall be sent a copy of the association’s newsletter.

(3) Each member entitled to vote in a ballot shall be sent notice in writing of all ballots and copies in writing of the annual reports of the Secretary and Treasurer.

THE SECRETARY

36. (1) The Secretary shall furnish to the Returning Officer a complete list of all voting members whenever this is required for the conduct of a ballot.

(2) The Secretary shall keep or cause to be kept full and correct minutes of all resolutions and proceedings at General meetings and Management Committee meetings of the AUUG.

(3) The Secretary shall conduct correspondence on behalf of the AUUG.

(4) The Secretary shall, during his last month of office, prepare a written report on the state of the affairs of the AUUG for distribution to the membership.

THE TREASURER

37. (1) The Treasurer shall keep or cause to be kept correct accounts and books and records showing the

financial affairs of the AUUG.

(2) The Treasurer shall notify the President and Secretary in writing of the usual location of said accounts, books and records whenever this location is changed.

(3) The Treasurer shall receive all fees and subscriptions and all other monies on account of the AUUG and provide receipts for the same. The Treasurer shall deposit all monies received into a bank account maintained by the AUUG.

(4) The Treasurer shall receive accounts for payment for services rendered to the AUUG, and as directed by the Management Committee arrange for payment from the AUUG's account.

(5) The Treasurer shall, during his last month of office, prepare or cause to be prepared a written report on the financial affairs of the AUUG for distribution to the membership.

(6) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

FUNDS

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

39. (1) Signing Officers for the AUUG's accounts shall be the President, the Vice- President, the Secretary, the Treasurer and one other General Committee Member chosen by the Management Committee.

(2) All cheques, drafts, and other orders for payment of money out of the funds of the AUUG, if for less than a limit established by the Management Committee, may be signed by only one Signing Officer.

(3) For other amounts, each such instrument must be signed by at least two Signing Officers.

SEAL

40. (1) The Common Seal of the AUUG shall be kept in the custody of the Secretary.

(2) The Common Seal shall not be affixed to any instrument except by authority of the Management Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Management Committee or of one member of the Management Committee and the Public Officer of the AUUG.

EXECUTION OF CONTRACTS

41. The Management Committee, except as otherwise provided in these Rules, may prospectively or retroactively authorise any Officer or member of the AUUG to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, except that any contract whose dollar value exceeds an amount predetermined by the Management Committee must be specifically authorised in advance by the Management Committee.

VOTING

42. (1) All voting by the members with respect to the election of Officers and General Committee Members, with respect to the election of Honorary Life Members, with respect to changes to these Rules, and all other substantive matters shall be conducted by postal ballot.

(2) Every voting member of record as of the date of entry of a ballot into the mails shall be entitled to vote in the ballot.

(3) On all questions to be put to a ballot, the Secretary shall designate a date for the ballot to be placed in the mails, and the due date shall be four weeks after that date.

(4) The Returning Officer shall nominate the address to which voters shall return completed ballot papers by mail.

(5) A ballot will not be counted if it is received after the due date or if the ballot paper does not comply with the instructions printed on it.

(6) The ballots will be received by the Returning Officer, and counted by him and the Assistant Returning Officer.

(7) The Returning Officer shall report the result of the ballot in writing to the Secretary no later than two weeks after the due date.

(8) The formal procedures of voting shall be determined from time to time by the Management Committee.