

Townsville Community Wireless Group
CONSTITUTION 2004

Approved by the by the Townsville Community Wireless Group
committee, effective from the 30th of March 2004

PART 1 - PRELIMINARY

1.1 The body described as the Townsville Community Wireless Group in this Constitution is a group of like-minded individuals that have formed together with the aim of building and operating a wireless network providing coverage to the greater Townsville/Thuringowa area. The group is strictly a not-for-profit organisation whose only purpose is to pool and coordinate the resources of individual members and to provide a coordinated administration of the network.

1.2 This Constitution is divided into Parts as follows:

Part 1	Preliminary
Part 2	Interpretation
Part 3	Objectives
Part 4	Powers
Part 5	Membership
Part 6	Governance
Part 7	Annual Elections
Part 8	Finance and Accounts
Part 9	Regulations
Part 10	Alterations to Constitution Operation
Part 11	Operation
Part 12	Distribution of Surplus Assets to another Entity

PART 2 - INTERPRETATION

2.1 In this Constitution, unless the contrary intention appears –

"Group Financial Year" means the period beginning on the 1st of March of the calendar year and ending on the preceding day of the next calendar year.

"Annual Election" means the Group election conducted annually in accordance with this Constitution and Regulations.

"Days" means clear days, including weekends and public holidays; a day is calculated by excluding the day upon which the act or event occurs and the day upon which the act or event is fulfilled.

"Regulations" means regulations made by the Group Committee in accordance with this Constitution.

"Group" or "The Group" means the Townsville Community Wireless Group.

"Group Committee" means the Elected/Appointed Committee of the Townsville Community Wireless Group constituted under this Constitution.

"Code-of-Conduct" is the rules for using the network and the behaviour expected of members who use the Townsville Community Wireless Network. It is published on the Group's website (www.townsville.wireless.org.au).

"regular meeting(s)" are the meetings of the Townsville Community Wireless Group, usually (but not exclusively) held on the last Monday of the month where at least 2 of the Group Committee are present, a quorum exists, and minutes are taken and published.

PART 3 - OBJECTIVES OF THE GROUP

3.1 The objectives of the Group are:

- (a) to facilitate the construction and maintenance of a wireless (or otherwise) network covering the greater Townsville and Thuringowa area;
- (b) to represent members of the Group in matters affecting the continuing operation or expansion of network, or of concern to group members relating to the network;
- (d) to advance the interests of the Group;
- (e) to advocate for, and where appropriate establish, operate and maintain facilities and services for the benefit of the members of the Group;
- (f) to establish and maintain a means of communication between members of the Group;
- (g) to provide for members of the Group a common meeting ground;
- (h) to provide a forum for the dissemination, discussion and debate of information and knowledge about matters of interest to the Group

3.2 The Group must apply its income and property in promoting these objectives.

PART 4 - POWERS

4.1 For the purposes of carrying out its objectives the Group may exercise any of the following powers:

- (a) to expend and invest its income;
- (b) to operate banking accounts;
- (c) to borrow money;
- (d) to enter into contracts;
- (e) to acquire, dispose and in any way deal with any property whether real or personal;
- (f) to recover money or property owing to the Group;
- (g) to operate and administer facilities and services for the benefit of members of the Group as a whole;
- (h) to set and charge membership fees;
- (i) to receive and distribute grants;
- (j) to impose penalties in accordance with the Constitution and the Code-of-Conduct;
- (k) to discipline members of the Group in accordance with the Constitution and the Code-of-Conduct;
- (l) to grant leave to members of the Group Committee;
- (m) to affiliate with properly constituted bodies; and
- (n) to generally do all things that will give effect to or further the objectives of the Group.

PART 5 - MEMBERSHIP5.1 Categories of Membership

The classes of membership of the Group are:

- (a) Financial Membership;
- (b) Non-Financial Membership;

5.1.1 Non-Financial Membership

- 5.1.1.1 A Non-Financial member of the group is a person or organisation that has not paid the Group's Network Maintenance Fee for the current Group Financial Year.
- 5.1.1.2 The person does not necessarily have to be participating directly or indirectly on the Townsville Community Wireless Network.
- 5.1.1.3 Rights of Non-Financial Membership

Non-Financial Members are entitled to:

- (a) access the network, unless banned/blocked by network administrators under the conditions of this Constitution or the Code-of-Conduct;
 - (d) attend, speak and move (but not second or vote on) motions at any meeting of the Group Committee;
 - (c) utilise the amenities and services provided by the Group;
 - (d) exercise any other rights expressly conferred upon Non-Financial Members by this Constitution or the Code-of-Conduct.
- 5.1.1.4 Non-Financial Members will by default have restricted bandwidth or access to parts of the network. The level of these restrictions is determined at the discretion of the Group Committee by way of a vote at a Group meeting.

5.1.2 Financial Membership

- 5.1.2.1 A Financial member of the group is a person or organisation that has paid the Group's Network Maintenance Fee for the current Group Financial Year.
- 5.1.2.2 The person or group does not necessarily have to be participating directly or indirectly on the Townsville Community Wireless Network.
- 5.1.2.3 Rights of Financial Membership

Financial Members are entitled to:

- (a) access the network, unless banned/blocked by network administrators under the conditions of this Constitution or the Code-of-Conduct;
 - (b) attend, speak and move or second motions at any meeting of the Group Committee;
 - (c) Nominate, stand for election, and hold a position on the Group Committee;
 - (d) utilise the amenities and services provided by the Group;
 - (d) exercise any other rights expressly conferred upon Financial Members by this Constitution or the Code-of-Conduct.
 - (e) Contribute towards the establishment of a quorum at any group meeting.
- 5.1.2.4 Financial Members will by default have elevated bandwidth restrictions or no bandwidth restrictions at group nodes. A reasonable bandwidth cap may be applied to Financial Members as a class of network user on a per-node basis under the terms of the Code-of-Conduct. The level of these restrictions is determined at the discretion of the Group Committee by way of a vote at a Group meeting.
- 5.1.3 All rights granted in this part are subject to the other provisions of this Constitution or the Code-of-Conduct.

PART 6 - GOVERNANCE

6.1 The Group Committee

There will be a Group Committee, which will be the governing authority of the Group and will have and may exercise and discharge such powers, authorities, duties and functions as are imposed upon the Group Committee or the Group by or under this Constitution.

6.2 Members of the Group Committee

The Group Committee will consist of the following members who will be elected or appointed in accordance with this Constitution.

6.2.1 Elected Office Bearers, which shall include:

- (a) President/Chairman;
- (b) Secretary;
- (c) Treasurer.

6.3 Vacation of Office

6.3.1 An elected member of the Group Committee has vacated office if that member:

- (a) is dismissed by vote at a regular Group meeting by a vote of 75% or more of the Financial Members in attendance;
- (b) delivers a signed resignation to the Secretary, or if the person is the Secretary, to the President;
- (c) is absent without leave from three (3) consecutive meetings of the Group Committee;
- (d) ceases to be entitled to exercise the rights of Financial Membership; or
- (e) dies.

6.4 Leave of Absence

6.4.1 The Group Committee may grant leave of absence to any of its members.

6.4.2 An elected member is absent without leave if that member is not in attendance at the meeting according to the conditions laid down in the Regulations.

6.4.3 A meeting of the Group Committee may grant leave of absence if a verbal or written apology is received by the meeting.

6.4.4 In an emergency where it was not possible for a member to furnish an apology, the Group Committee may resolve to retrospectively grant leave of absence on application in writing by the member at the next meeting of the Group Committee where a quorum exists and minutes are taken.

6.5 Casual Vacancies

- 6.5.1 Where the office of either the President, the Secretary, or the Treasurer becomes vacant, the Group Committee must meet as soon as possible to appoint a member to the position of Acting President, Secretary or Treasurer as the case may be until the position is filled subject to this section and the Regulations.
- 6.5.2 Where the office of any office bearer other than that of either the President, Secretary, or Treasurer becomes vacant the Group Committee may meet as soon as possible and appoint a member of the Group to act in the capacity of that office until the position is filled according to this section and the Regulations.
- 6.5.3 A person appointed under this section will have the same powers, rights and duties as if he/she had been elected to the position.

6.6 Term of office

- 6.6.1 The elected members of the Group Committee will hold office from 1 March to the preceding day the next calendar year.
- 6.6.2 Any member of the Group Committee who is not an elected member (except when relieving for an absent Group Committee Member), or any member elected at a by-election will hold office from the date of appointment or election to the last day of the Group Financial Year.

6.7 Delegation

- 6.7.1 The Group Committee may by resolution, delegate any of its powers and authorities, duties and functions (except for this power of delegation) to any person or to any committee.
- 6.7.2 A delegation may be varied or revoked by resolution of Group Committee and no delegation can prevent the exercise of any power, authority, duty or function by the Group Committee.
- 6.7.3 A power, authority, duty or function delegated by the Group Committee must be exercised or performed by the delegate in accordance with this Constitution.

6.8 Legitimacy of Proceedings

- 6.8.1 No proceedings of the Group Committee can be invalidated by reason of:
- (a) any defect in the appointment or election of a member of the Group Committee;
 - (b) the fact that a person purporting to be a member of the Group Committee by virtue of an office held by that person did not hold that office;
 - (c) the fact that a person purporting to be a member of the Group Committee was not such a member; or
 - (d) any defect in the convening or conduct of any meeting of the Group Committee after the minutes of the meeting in question have been accepted and confirmed.

6.9 Liability of officers

- 6.9.1 A member of the Group Committee is not liable to the Group for any loss or expense incurred by the Group unless the loss or expense resulted from their own wilful act or default.
- 6.9.2 The Group will indemnify and keep indemnified all members of the Group Committee against all expenses, losses or liabilities that they incur in the bona fide performance of their functions and duties as such a member.

6.10 Meetings

- 6.10.1 The Group Committee may call a regular meeting at any time.
- 6.10.2 For resolutions made at any meeting of the Group Committee, including regular meetings, a quorum must exist at that meeting. The formation of a quorum follows the following rules:
- 6.10.2.1 For any financial decisions, a quorum of seven (7) financial members must exist, and must consist of at least two (2) of the current Group Committee.
 - 6.10.2.2 For any non-financial decisions, a quorum of three (3) financial members must exist, and must consist of at least two (2) of the current Group Committee.
- 6.10.3 The Group Committee may meet at regular meetings and at any time or place of their choosing. Financial decisions cannot be made at meetings of the Committee outside regular Group Meetings unless minutes are taken and a quorum of members is present and recorded in the minutes.
- 6.10.4 General meetings of the Group membership will be held at such times and for such purposes as laid down by this Constitution and the Regulations.

6.11 Committees

- 6.11.1 The Group Committee will establish Standing Committees as required by the Regulations and for whatever other purposes may be necessary.
- 6.11.2 The Group Committee will determine the purpose, powers and duties of Standing Committees and set these out in the Regulations.

PART 7 - ANNUAL ELECTIONS

- 7.1 The election of the elected members of the Group Committee must be held annually at the last meeting before the end of the Group Financial Year.
- 7.2 The Annual Election must be held according to provisions prescribed in the and to any rules decided upon by the Group Committee.

PART 8 - FINANCE AND ACCOUNTS

- 8.1 The Group must keep accounting and associated records that correctly record and explain all transactions relating to the funds and assets of the Group.
- 8.2 The Group must keep a banking account, and statements of this account presented at regular Group Meetings by the Group Committee.

8.3 Distribution to Members

- 8.3.1 No portion of the income or property of the Group may be paid directly or indirectly to members except under Part 12 of this constitution.

8.3.2 Clause 8.4.1 does not prevent:

- 8.3.2.1 the payment in good faith of remuneration to any officer, servant or member of the Group in return for any services actually rendered to the Group or for goods supplied in the ordinary and usual way of business;
- 8.3.2.2 the payment of interest at a rate not exceeding 12% per annum on money borrowed from any member of the Group;
- 8.3.2.3 the payment of reasonable and proper rent by the Group to a member of the Group for premises leased by the member to the Group; or
- 8.3.2.4 the reimbursement of expenses incurred by any member of the Group on behalf of the Group.

PART 9 - REGULATIONS

- 9.1 Group Committee may by resolution passed at two (2) consecutive regular meetings of the Group make Regulations not inconsistent with this Constitution in respect to all matters concerning the provisions and objectives of this Constitution. Such meetings will be no less than thirty-five (35) days apart.
- 9.2 Without limiting the generality of Sub-Section (1) of this Section, the Group Committee may make Regulations in respect of:
- (a) Standing Orders and Rules of Debate
 - (b) Duties of Officers of the Group
 - (c) Duties of Management Committee
 - (d) Standing Committees
 - (e) Elections
 - (f) Group functions and activities.
- 9.3 The Group Committee may repeal, rescind, revoke, alter, vary, amend or otherwise modify any Regulations or part thereof by resolution passed at two (2) consecutive regular meetings of the Group. Such meetings will be no less than thirty-five (35) days apart, and notice of amendment must be given seven (7) days prior to the amendment being first presented to the Group Committee and such notice shall be published on to the Group Forums and the Group mailing list.

PART 10 - ALTERATION TO CONSTITUTION

- 10.1 The Group Committee may repeal, amend or otherwise modify the Constitution provided that:
- (a) notice of amendment has been given seven (7) days prior to the amendment being first presented to the Group Committee;
 - (b) notice of amendment has been published via e-mail on the Townsville Community Wireless Group mailing list; and
 - (c) the amendment is passed by resolution at two (2) consecutive meetings of the Group and there is a period of at least fourteen (14) days between the meetings.
- 10.2 This Constitution may not be altered, repealed or amended retrospectively, save that any unintentional error, misdescription, omission, typographic errors of a cosmetic nature only, may be corrected without the necessity of a special resolution in accordance with the Constitution and Regulations.

PART 11 - OPERATION

- 11.1 The Constitution, all Regulations made pursuant to it, and all decisions made by the Group Committee under this Constitution and the Regulations are binding on all members of the Group.

PART 12 - DISTRIBUTION OF SURPLUS ASSETS/EQUIPMENT TO ANOTHER ENTITY

12.1 This section applies if the Group resolves by special resolution of the Group Committee as prescribed by this Constitution to wind up the operations of the Group or is otherwise dissolved by operation of law and there are surplus assets.

12.2 The group's surplus assets may:

12.2.1 be distributed amongst the remaining financial members;

12.2.2 be distributed to third parties relying on the maintenance of the services the group provides, where a pre-existing agreement exists (as per the terms of that agreement);

12.2.3 be sold to service any debts.