

Articles Of Association of The Watch & Clockmakers of Australia

Memorandum
And
Articles of Association
Of
THE WATCH AND CLOCKMAKERS
OF AUSTRALIA

1. The name of the Association is "THE WATCH & CLOCKMAKERS OF AUSTRALIA"
2. The registered office of the Association will be situated in Sydney in the state of New south Wales.
- 3 The objects for which the Association is established are:
 - (a) Subject to Section 34 of the Companies Act 1936 to unite the various branches of the Association operating in New south Wales, Victoria, South Australia, Western Australia, Queensland and Tasmania and to carry on in the Commonwealth of Australia an Association consisting of persons
 - * engaged or who have been engaged in the practical work of watch and clock servicing and who hold qualifications from a recognized training organization or have demonstrated appropriate skills through a skills testing process.
 - * engaged in an activity which supports the watch and clock servicing industry.
 - (b) To promote unity and honest dealing , and generally to do all such things as may tend to the improvement in status, technical capability and welfare of members.
 - (c) To unite those working in the watch and clock servicing industry into one general body to improve and elevate the practical and general knowledge of persons engaged or about to engage in watch and clock repairing or who work in support of this industry.
 - (d) To issue certificates which indicate the competency or classification of members .
 - (e) To promote the consideration and discussion of all questions affecting the watch and clock repair industry, ancillary activities and allied trades.
 - (e) Subject to Section 34 of the Companies Act 1936, to purchase, take on lease or in exchange , hire or otherwise acquire any real and personal property, and in particular any land , buildings, furniture or library , and any rights or privileges which the W.C.A. may think necessary or convenient for the purpose of its objects, and to erect and from time to time maintain and alter any building required for the purpose of the W.C.A..
 - (f) To apply, petition for or promote, and to join any other body of watch and clock repairers in promoting any Act of Parliament, Royal Charter or other authority with a view to the attainment of the above object or any of them.
 - (g) Subject to Section 34 of the Companies Act 1936, to invest the moneys of the Association not immediately required upon such securities as may from time to time be determined.
 - (h) To borrow or raise or secure the payment of money in such manner as the Association shall consider expedient and particularly by the mortgage of all or any part of the property of the W.C.A. or by issue of debentures chargeable upon all or any part of the property of the Association both present and future, and to purchase redeem and pay off any such securities.
 - (i) To sell , improve , mortgage, dispose of or otherwise deal with all or any part of the property and rights of the Association.

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- (j) To operate any trust which may seem to the Association conducive to any of its objects, and which the Association may lawfully undertake or execute.
- (k) To promote watch and clock servicing and the interests of its members and benefits of membership by advertising in the electronic media, newspapers, circulars, by publication of books and periodicals and by granting prizes, rewards and donations.
- (l) To provide for and in all respect control and manage the issue of certificates as mentioned in Clause 3 (d) hereof.
- (m) To acquire any rights or privileges which the Association may regard as necessary or convenient for the purposes of the W.C.A. or for promoting the interests of horologists.
- (l) To do all such other lawful acts, deeds and things as are incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that unless expressly otherwise provided the objects specified in each of the sub-clauses of this clause 3 shall be regarded as independent objects and shall in no wise be limited or restricted by reference to or inference from the terms of any other sub-clause of this Clause 3 .

- 4. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend , bonus or otherwise however, by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member in return for any services rendered.
- 5. Every member of the association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributions amongst themselves, such amount as may be required not exceeding one dollar.
- 6. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the W.C.A. but shall be given or transferred to some other Institution or Institutions in Australia having objects similar to the objects of the W.C.A. and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the W.C.A. under or by or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the W.C.A. at or before the time of dissolution and in default thereof by the Chief Justice in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 7. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure take place. Records will also be kept of any property or equipment purchases / acquisitions, disposals or of any credits and liabilities of the association. Such accounts and records may be subject to reasonable access and shall be kept open to the inspection of the members. Once at least in every year the accounts of the association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
- 8. The liability of the members is limited.
- 9. The fourth and tenth paragraphs of this memorandum contain conditions on which the License is granted by His Excellency the Governor with the advice of the Executive Council of the State of

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New South Wales in pursuance and under the provisions of Section 34 of the Companies Act, 1936.

10. No addition, alteration or amendment shall be made to or in the Regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the relevant regulating authority with the advice of the Executive Council.

WE the several persons whose names and addresses are subscribed are desirous of being formed into a W.C.A. in pursuance of this Memorandum of Association.

NAME	ADDRESS	WITNESS
William Benjamin Henry Lister	45 Berith St Kingsgrove Watchmaker	Eric N. Rowley Solicitor
John Henry Hanman	43 De Villiers Ave Chatswood Watchmaker	Eric N. Rowley Solicitor
Jack Norman Sauber	40 Neridah St Chatswood Watchmaker	Eric N. Rowley Solicitor
John Norman Prescott	30 Huxtable Ave. Lane Cove Watchmaker	Eric N. Rowley Solicitor
John Leslie Bull	Cooper Street Strathfield Watchmaker	Eric N. Rowley Solicitor
Grey Goodare	196 Blues Pt. Rd. North Sydney Watchmaker	Eric N. Rowley Solicitor
Roy Arch Tilbury	11 Auburn Rd. Yagoona Watchmaker	Eric N. Rowley Solicitor

DATED this eleventh day of July 1950

The Companies (N.S.W.) Code
Company Limited by Guarantee

Articles of Association

Of

THE WATCH AND CLOCKMAKERS OF AUSTRALIA

1. These Articles shall be construed with reference to the provisions of the Companies (N.S.W.) Code, and any amendments thereof, and the terms used in these Articles shall, subject to Article 2 be taken as having the same respective meanings as they have when used in such Code.

2. In these Articles unless there be something in the subject or context inconsistent therewith:

"Association " means the Watch & Clockmakers of Australia.

"Branch" means a branch established in accordance with article 23.

"Council" means the Council of the Horological W.C.A. of Australasia.

"Federal Management Committee" means a Committee appointed by Council to act on its behalf in accordance with Article 69.

"Members" include Honorary Life, Fellows, Ordinary, Associate, Apprentice, Retired and Corporate and any other classification as accepted and passed by conference.

" Branch Secretary" means Secretary of a Branch

"Executive Officer" may be used to describe the Federal Secretary / Treasurer when these roles are held by one individual.

"Secretary" means the Federal Secretary of the W.C.A. appointed by the Council for the time being.

"Code" means Companies (N.S.W.) Code and any other code or Act for the time being in force in the state of New South Wales relating to companies and affecting the W.C.A..

"President" means the chairman of a branch for the time being except where applied to proceedings of the Council.

"Vice President" means vice chairman of a branch except where applied to proceedings of the Council.

"Office" means the registered office of the W.C.A.

"Month" means calendar month.

"In Writing" or "Written" shall include all modes of reproducing works in visible form.

Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

SAVINGS

3. All persons appointed under or by virtue of the Articles of Association replaced by these Articles of Association and holding office as a member of Council or a Committee at the time these articles come into force shall remain in office as if these Articles had been in force at the time when they were appointed and they had been appointed hereunder and these Articles shall apply to them accordingly.

Banking; The funds of the association shall be held in such financial institution as may be directed by the Executive Committee of each Branch. All payments shall be made by cheque which must be signed by any two officers, viz. President, Secretary, or Treasurer. All payments must be approved by the Executive Committee.

(should provision by direct debit / credit card be facilitated)

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4. All by-laws, rules and regulations made under the authority of the articles of Association replaced by these Articles of Association and being in force at the time these Articles come into force shall be deemed to have been made under the authority of these Articles of Association and references in any such laws, rules and regulations in the provisions of the said Articles so replaced shall be construed as references to the corresponding provisions of these Articles.

CONSTITUTION

5. (a) For the purpose of registration the Association is declared to consist of 2,000 members.
(b) The Council may, whenever it thinks fit register an increased number of members.
(c) The registered Office of the Association will be situated at such place as the Council may from time to time determine
(d) The federal Management Committee shall consist of the Federal President, Federal Vice President, Federal Secretary / Executive Officer or other Directors as appointed by Federal Council. The F.M.C. shall comprise of not less than three and not more than five members.

PURPOSE OF ESTABLISHMENT

6. The Association is established for the purpose expressed in the Memorandum of Association.

MEMBERS

7. The members of the association shall consist of the persons who are members of the association at the time these Articles come into force and all such other persons as may from time to time be elected and entered on the Register of Members in accordance with these Articles.

CLASSIFICATION OF MEMBERS

8. The W.C.A. shall consist of persons within the following classifications of membership-
 - (a) Honorary life
 - (b) Fellow
 - (c) Ordinary
 - (d) Associate
 - (e) Apprentice
 - (f) Retired
 - (g) Corporate

Members of those classes at the time these Articles come into force shall continue in their respective classes under and subject to these Articles.

QUALIFICATION OF MEMBERS

9. Honorary Life Members shall be such as Council may elect and who shall have distinguished service to the association or technical service to Horology.

"Each Branch may nominate for life membership one member each three years"

"No person shall be eligible to be elected an Honorary Life Member unless he shall have been a member of the association for an aggregate of 10 years at least."

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10 Fellow Members shall be members who have demonstrated to the Council or a Branch Committee special skills / knowledge of practical horology and/or a commitment to the watch and clock servicing industry through participation in recognised further education courses.

11. The only persons competent to become Ordinary Members shall be such as the Branch or Council shall in its absolute discretion decide to be bona fide watchmakers or clockmakers who have been engaged in the practical work of watch and / or clock servicing.

Competency may be determined by –

- satisfactorily completing an accredited training program conducted in any state of the Commonwealth of Australia and completion of the period stipulated by the respective award, or
- satisfactorily completing a test of competency approved by the Executive Committee of the Branch for which membership has been applied or Federal Council.

Notwithstanding anything hereinafter contained no person shall be eligible for membership unless he is a person of good repute and character proof whereof to the satisfaction of the Executive Committee of the Branch to which he is applying shall be on the applicant.

12. Associate membership may be granted to individuals who are fully engaged in the industry supporting the watch / clock repair industry

Associate membership does not confer upon such a member ?? any special rights or voting power pursuant to these Articles. Application is made to State Branch Committee or Federal Council who may decline an application for Associate membership at any time without a specified reason.

13. Apprentice Membership may be granted to any person indentured to the trade of watch / clock repairing.

Such membership is only valid until the last date of training as indicated on the Indenture document.

14. Members who have retired from active work and tender their resignation from the association by reason of age, or illness of a permanent nature, and provided that they do not enter any other trade, profession or occupation may, on payment of a fee determined from time to time by the Branch and at the discretion of the Branch Executive, be retained on the register and allowed all privileges accorded to Ordinary Members except the right to vote and to move or second motions.

Any person classified as a retired member shall be required to have been a member of the association for a period of not less than ten (10) years, and the Membership Certificate must be returned to the Branch Secretary for an appropriate endorsement before such a member can be accepted as a retired member.

15. Corporate membership may be granted to companies and organizations who are supportive of the watch and clock repair industry and wish to demonstrate their support by subscribing to the W.C.A. on an Annual Basis an amount to be determined from time to time by Council. corporate membership does not confer any special rights or voting power. A certificate may be issued yearly with year of validity superimposed. Corporate membership is only available with the Federal Body who will benefit from the total of all membership fees. Federal Council may decline to accept an application for corporate membership at any given time without giving a reason.

APPLICATION FOR ADMISSION

16.1 Applications for admission must be in such form as the Council may from time to time prescribe and the applicant must produce such evidence of his fitness to be admitted.

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The applicant should be proposed and seconded by W.C.A. members, however if the applicant is unknown to any member a President and Secretary may propose and second an application if it is supported by technical and character references.

Applications for Corporate membership must be submitted directly to Federal Council.

All applications for membership must be accompanied by one full Year's subscription and any fee if applicable.

- 16.2.(a) All persons making application for membership as Ordinary members, shall be required to have satisfied the requirements of respective State Awards. Applicants who have been trained overseas or in an area not serviced by a TAFE program may prove competence by submitting to a trade test. The association reserves the right to trade test any applicant.

Applications and the result of any trade test shall be dealt with at the next meeting of the Executive Committee of the Branch, and the recommendation of the Executive Committee shall be referred to the members at a General Meeting for acceptance or rejection.

- (b) Locally qualified tradespersons who have completed indentures may make application for Ordinary Membership, provided they have satisfied the requirements of the TAFE course may be accepted without trade test upon the unanimous recommendation of the Branch executive committee or council.
- (c) The election of an applicant shall be by ballot and granted when approved by two-thirds majority of the persons present and entitled to vote at the General Meeting. Should the application be delayed by more than one month the Branch executive may then elect the applicant by secret ballot by two-thirds majority provided however that the name of the applicant shall have been circulated to all Branch members, who shall have at least a fourteen (14) day period in which to reply prior to the date of that next meeting
- (d) In the event of an applicant for membership being refused, notice accordingly shall be sent to the applicant who shall have the right of appeal as hereunder provided and if such appeal is unsuccessful any pre paid subscriptions will be refunded, any application / examination fee may be retained by the Branch.
- (e) In the case of a application being refused the applicant shall have a right of appeal within thirty (30) days and if right of such appeal is exercised the same shall be decided by examination or otherwise as may be directed by the Executive Committee of the Branch

Where an applicant fails in one or more subjects, the Branch Executive may at its discretion re - examine him on any subject within any period of time.

- (f) Rejected applicants may make further application twelve months after the former application

- 16.3 Immediately upon signing of apprenticeship papers, apprentices may make application for apprentice membership on the application form provided by the association.

- 16.4.(a) Every applicant for Membership must have been a resident and working as a watch or Clockmaker or in support of the trade in Australia for a continuous period of at least SIX (6) months.

- (b) The name and address of each member of the association shall be included in the respective class of membership which he/she may hold, in the register of members of the Branch in that State or Territory in which he/she carries on business unless having regard to the place of such business or employment the Council or Branch is of the opinion that he/she would be more conveniently included in the membership of some other Branch, in which case he shall be included in the membership of that other Branch.

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ANNUAL SUBSCRIPTION

- 17(a) Annual subscriptions shall become due and payable in advance by every member other than Honorary Life Members and Apprentice members on the first day of July in each year. The amount of subscriptions shall be determined by the Branch from time to time.
The subscription paid by an applicant will apply from the date of acceptance as a New Member, however should any member be accepted within a period of three months before the thirtieth day of June in any year his subscription for the balance of the financial year remaining after his acceptance shall be such amount as shall be determined by the Branch . Honorary Life Members and apprentice members, shall be exempt from payment of subscriptions.
- (b) Each Branch shall contribute to the Council in respect of each Member other than Honorary Life Members and apprentice members such capitation fee as may be fixed from time to time by the Council.
- (c) In respect of an application for membership which has been refused any annual subscription which has been paid at the time of application shall be repaid to the applicant.

CERTIFICATE OF MEMBERSHIP

- 18 A certificate of Membership in such form as the council may prescribe will be issued to each member of the Watch & Clockmakers of Australia. Certificates issued will be under the seal of the Association and be signed by the President and counter-signed by the Secretary and its issue shall be recorded. The Executive Committee shall in its discretion reserve the right to define or amend the class of membership of any member to that which he/she is considered duly qualified.

Certificate issued to members remain the property of the association who shall be at liberty at any time to recall the said Certificate for cancellation.

Any person ceasing to be a member of the association shall return his/her certificate of membership to the Secretary immediately.

RESIGNATION OF MEMBERS

- 19 Any member desirous of resigning his membership shall forward his written resignation to the Secretary of the Branch of which he is a member and the committee of such Branch or the Council may accept the same. Membership will cease one month after the receipt by the Secretary of such branch of the written resignation. Notwithstanding any letter of resignation a member shall continue to be liable for payment of any subscriptions and fees then due. Any letter of resignation should be mailed to the Secretary accompanied by the certificate of membership.

Readmission of a Member: After due consideration by the Branch Executive a member may be readmitted to the Association on a two-thirds majority vote by secret ?? ballot. Any member resigning within the year of paid membership shall forfeit the dues applicable to the remainder of the financial year. Any person excluded or suspended from membership shall forfeit the unexpired portion of any membership dues or monies already paid.

FORFEITURE OF MEMBERSHIP

20. If the member of the Watch and Clockmakers of Australia :
- (a) Violates any rule, regulation or by-law of the Association, or
- (b) Fails to carry out servicing to the Watch and Clockmakers of Australia Service Standards.

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- (c) is convicted of felony or misdemeanor, or is finally declared by any Court of competent jurisdiction to have committed any fraud, or
- (d) Is held by the Council on the complaint of any member of the association or of any person aggrieved to have been guilty of any discreditable act, default or omission, or
- (e) Is adjudged bankrupt or makes an assignment of his estate for the benefit of his/her creditors generally or under any resolution of creditors or under the order of the Court or under any deed or document has his estate placed in receivership for the benefit of creditors or makes any arrangement for payment by way of a composition to creditors, or
- (f) Enters into or begins to follow any other business or occupation not in the opinion of the Council incidental to or consistent with that of horology, or
- (g) Fails to pay any subscriptions, contribution, levy or fine due and payable to the W.C.A. within three months from the date upon which the same becomes due and payable, or
- (h) Is found to be of unsound mind,

Such members shall be liable to be excluded from membership or to be suspended for any period from membership by resolution of the Branch and /or Council. Fourteen clear days notice of any resolution for exclusion or suspension shall forthwith be sent to the person affected thereby who shall be given the right to show cause as to why their membership should not be terminated.

CLAIMS UPON FUNDS BY EX-MEMBERS OR REPRESENTATIVE OF EX-MEMBERS LIABLE FOR ARREARS, ETC.

- 21 Any person ceasing by death or otherwise to be a member of the WCA shall not nor shall his estate have any claim upon or interest in the property of the WCA but this Article shall be without prejudice to the rights of the WCA to claim and receive payment of any arrears of subscriptions or other sums due from him to the WCA at the time of his ceasing to be a member. When any person shall cease to be a member his name shall be removed from the register.
- 22 Every person who is accepted into membership of the Association agrees to and will be bound by Memorandum and these Articles and the rules , Regulations and By- laws of the Watch and Clockmakers of Australia for the time being in force.

ESTABLISHMENT OF BRANCHES

- 23. The Council from time to time and at any time establish in any State of or Territory of or under the authority of the Commonwealth a Branch of the Watch and Clockmakers of Australia to be designated " Watch and Clockmakers of Australia (name of Branch)". The Committee of any such Branch or any Branch established at the date of the adoption of these Articles shall exercise the powers, authorities , duties and discretions conferred upon it and be subject to the conditions imposed upon it by these Articles and the rules, Regulations and By-laws made from time to time by the council. Branches of the W.C.A. existing at the time these Articles come into force shall be deemed to have been established by the Council under these Articles and shall be subject to the provisions of these Articles.
- 24 All members of the W.C.A. at the time these Articles come into force whose place of business or employment be in the State or Territory wherein a Branch may be established shall be deemed to be members of such Branch unless having regard to the place of business or employment of such members, if the Branch and/or Council is of the opinion that he/she could be more conveniently included in the membership of some other Branch he/she shall be included in the membership of such Branch.

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- 25 In addition to his rights, privileges and obligations as a member of the W.C.A. every member shall have rights , privileges and obligations according to his respective category of membership.
- 26 The Council may include all or any part of any State or Territory in the Branch established in some other state or Territory and may also include in any Branch any place not situated in such State or Territory.
27. The Governing body of a Branch shall be an Executive Committee consisting of nine (9) members who shall comprise a President, a Vice President, an Honorary Secretary, an Honorary Treasurer and five (5) persons who are members of the Branch. The immediate Past President may attend meetings of the Executive Committee. In addition to the powers that may elsewhere be conferred on it the Executive Committee shall have the general management and control of the affairs of the Branch. It may expend the funds of the Branch in accordance with these Articles and may do all things necessary to give full effect to these Articles and to protect and further the interests of the W.C.A.. The Executive committee shall at least meet every two (2) months and five (5) members shall form a quorum. If a quorum be not present the meeting shall lapse.
28. Any member who is in arrears in the payment of any subscriptions, contributions, levy or fine for a period of three months or longer shall be deemed unfinancial and shall be excluded from all privileges including the right to vote at any meeting or hold any office in the WCA; provided that if any member is out of work or is suffering financially and shall so notify the secretary, the Executive committee may suspend the payment of any subscription, contribution, fine or levy in such manner as the Executive Committee may think fit, and if such member omits or neglects to pay any subscriptions, contributions, fine or levy within one calendar month from the date upon which any subscription of payment so granted expires, his name may be removed from the register and from the date of his removal he shall cease to be a member without prejudice to the rights of the WCA or the Branch to receive all arrears, including the subscriptions for the year then current .
29. A Member whose name has been removed from the Register under the authority of the last preceding clause may apply at any time for reinstatement and such member shall be reinstated upon such terms and conditions as the Executive Committee of his Branch may deem fit but such Executive Committee shall not be compelled to reinstate such member and may refuse to assign any reason or grounds of refusal therefore.

FUNDS

30. The Council may from time to time levy on the funds of any Branch for any purpose which the Council shall think proper including in such purposes the making of any contribution which in the opinion of the Council should be properly made to any Branch whose revenue is insufficient to meet its commitments
31. Any Bills of Exchange, cheques or other negotiable instruments must be signed and endorsed by two appointed officers / members of the Branch Executive Committee or Federal Council.
- 32 Cheques or other negotiable instruments to be paid to the Bankers of the Council or a Branch.

GENERAL MEETINGS OF THE W.C.A.and BRANCHES

33. A General Meeting of the W.C.A. shall mean a Meeting of the members of the W.C.A. whether ordinary or extraordinary and a General Meeting of a Branch shall mean a meeting of members of that Branch. Meetings may be held by personal attendance or participation in a properly constituted telephone or video conference link.

The first general meeting shall be held at such a time not being less than one month nor more than three months after the incorporation of the WCA and at such place or using such media as the Executive may determine.

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34. An Annual General Meeting of each Branch shall be held every year at such time, place or using such media as the Committee of that Branch shall determine. Branch Annual General Meetings will be held within a period of 3 months after the expiration of the financial year of the association.
35. In every calendar year an Annual General Meeting of the W.C.A. shall be held within a period of four months after the expiration of the financial year of the association.
36. The meetings referred to in the last two preceding clauses shall be called Annual General Meetings. All other Meetings of the W.C.A. or of a Branch thereof shall be called General Meetings.
37. The Council may convene an Extraordinary General Meeting of the W.C.A. and the Executive Committee may convene an Extraordinary General Meeting of the Branch whenever the Council or Executive Committee, as the case may be, shall think fit.

Extraordinary General Meetings of the W.C.A. or of the Branches thereof may also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 242 of the Code.

38. A Member wishing to bring before an Ordinary General Meeting any motion or business not relating to the ordinary annual business of the W.C.A. or a member of a Branch wishing to bring before an Ordinary General Meeting of the Branch any motion or business not relating to the ordinary business of the Branch shall give notice in writing to the Council or Committee of his Branch as the case may be not less than 21 days before the date of the Ordinary General Meeting of the W.C.A. or 21 days before the Ordinary General Meeting of the Branch. No motion or business other than the business brought forward by such Council or Committee shall come before the Meeting unless notice is so given.
39. Not less than 14 clear days notice of every General Meeting of the Branches and not less than 30 clear days notice of every General Meeting of the W.C.A. specifying the place day and hour of the Meeting and the general nature of the business to be dealt with shall be given to the members in the manner hereinafter mentioned or in such other manner if any as may be prescribed by the W.C.A. in General Meeting but the non-receipt of the notice by any member shall not invalidate the proceedings at the General Meeting.

PROCEEDINGS AT GENERAL MEETINGS OF THE W.C.A. AND BRANCHES

40. The business of an Annual General Meeting of the WCA and of a Branch shall be to consider the statement of income and expenditure and the balance sheet and report of the Council or of the Executive Committee of such Branch respectively for the preceding year; the election of officers and auditors and the consideration of such other business as the respective Council or Executive Committee of the Branch or any member on the notice may bring before it.
41. Five members personally present for the duration of the business and entitled to vote shall be a quorum for an Annual General meeting or General Meeting of the WCA and of a Branch. Ten members personally present for the duration of the business and entitled to vote shall be a quorum for an extraordinary General Meeting of the WCA or a Branch of the WCA. No business shall be transacted at any such Meetings unless the requisite quorum is present at the commencement of the business.
42. The President or in his absence the Vice President of the WCA or in their absence a member of the Council chosen by the members present shall be entitled to take the Chair at every Meeting of the WCA.
If at any meeting no person entitled to take the Chair shall be present within 15 minutes after the time appointed for the holding of such Meeting or if all such persons present decline to take the Chair then the members present shall choose one of their number to take the Chair.

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- 43. The President of a branch or in his absence the Vice President or in their absence a member of the Committee of that Branch chosen by the members present shall be entitled to take the Chair at every General Meeting of that Branch and if at any Meeting no person entitled to take the Chair shall be present within 15 minutes after the time appointed for the holding of such meeting or if all such persons present decline to take the Chair then the members present shall choose one of their number to take the Chair.
- 44. No business is to be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place / media and at the same hour of the same day in the following week.
- 45. (a) Standing orders will apply at all meetings.
(b) Standing orders may be suspended for a stipulated period during any meeting, providing a majority of members present and entitled to vote , support a motion for suspension of Standing orders.
(c) Each motion submitted to a meeting shall be decided in the first instance by the voices, and in the case of any doubt or equality of votes the Chairman may call for a show of hands, and at a poll have a casting vote in addition to the vote to which he may be entitled as a member.
- 46. At any Meeting unless a poll is demanded by at least five members present personally and entitled to vote at the Meeting a declaration by the Chairman that the resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book as the case may be shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 47. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs (and either at once or after an interval or adjourned or otherwise) and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than question on which to poll has been demanded. The demand for the poll may be withdrawn. Any poll duly demanded on the election of a Chairman of a Meeting or on any question of adjournment shall be taken at the Meeting and without adjournment .
- 48. The Chairman of a General meeting of the WCA may with the consent of the Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.

VOTES OF MEMBERS

- 49. At any General meeting every ordinary member present in person or by proxy of attorney and entitled to vote shall on show of hands have one vote and upon a poll every ordinary member, present in person or by proxy or by attorney and entitled to vote shall have one vote.
- 50. Every instrument of proxy whether for a specified meeting or otherwise shall be as near as circumstances shall permit in the form following or to the like effect:

I.....of.....be
being a member of the Watch and Clockmakers of Australia (.....Branch) hereby
appoint.....of.....as
my.....proxy to vote for me and on my behalf at the meeting
of the W.C.A. (.....Branch)to be held on theday of
.....20..... and at any adjournment thereof.
As witness my hand this.....day of.....20.....

DRAFT VERSION

51. The vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the member or revocation of the proxy unless intimation in writing of the death or of the revocation shall have been received at the meeting of the WCA before the Member shall have given his vote.
52. No member shall be entitled to vote either personally or by proxy or as proxy for another member at any meeting of the WCA or upon any poll unless all subscriptions and other moneys due and payable by him have been paid.
53. The instrument appointing a proxy shall be under the hand of the appointer or his attorney and no person shall be appointed a proxy who is not a Member of the Watch & Clockmakers of Australia.
54. The instrument appointing a proxy shall be deposited with the Secretary of the Branch / or Federal Secretary responsible for serving notice of the meeting. The proxy is to be held by the Secretary two (2) days prior to the holding of the meeting and/or the adjourned meeting as the case may be at which the person named in such instrument proposes to vote.
55. The Secretary of the Branch of which the proxy appointor is a member shall endorse on the instrument that the appointor is a member qualified to vote at the Meeting.
56. General meetings of the WCA or Federal Council Meetings may refer any question to the Members by way of referendum. In any such case the Chairman of the Meeting directing the referendum shall ensure voting papers outlining the issues of the vote are distributed within seven days of the meeting be sent to the Members entitled to vote and the same shall be returned within such period not exceeding 28 days from the date which the referendum was directed.
The meeting calling for the referendum will appoint two scrutineers who with the Chairman of such meeting shall open the voting papers and report to the members of the WCA and/or the branch as the case may be the result of the voting and such report shall be conclusive as to the result.
57. The Watch & Clockmakers of Australia shall be managed by a Council of Directors not less than five nor more than 30 members as may be from time to time determined by a General meeting ; such members shall be elected by the Branches in manner hereinafter mentioned.
58. All Branches shall be entitled to equal representation on the council.
59. Only a Fellow , Ordinary Member or Life Member shall be eligible to represent a Branch upon the Council providing he is a qualified Watchmaker and/or Clockmaker.
60. The committee of a Branch may appoint a substitute in the place and stead of any Councillor who is unable for any reason to attend a meeting of the Council. The Secretary of the Branch shall confirm any such appointment in writing to the Federal Secretary prior to representation at any meeting.
61. The continuing members of the Council may act notwithstanding any vacancy in its body provided that not less than three (3) Branches are represented.
62. In every year all of the Directors / members of the Council shall retire from office at the Annual General Meeting.
63. The Branches shall at least 14 days before the Annual General Meeting of the WCA in each year elect nominees to fill the vacancies to be caused in the Council.
64. Councillors / Directors appointed at the Annual General Meeting must confirm their appointment by supplying such information as required by the regulatory authorities for their registration as Directors within two weeks of the date of the AGM.

DRAFT VERSION

65. If a Branch fails to nominate any representatives for Council in place of those retiring , the retiring Directors / Councillors shall be re appointed to office.
66. Any casual vacancy occurring in the Council may be filled by nomination from the Branch which nominated the Councillor causing the vacancy

REMOVAL OF DIRECTORS / COUNCILLORS

67. The Council may by ordinary resolution at any meeting remove a member of the Council from his office (fourteen days notice of the meeting and the proposal to consider his removal having been given to such member) and thereupon he shall cease to be a member of the Council.

RESIGNATION OF DIRECTORS / MEMBERS OF COUNCIL

67. A member of the Council may resign by sending in his resignation to the Council and on acceptance by the Council but not until then shall cease to be a member of the Council.

VACATION OF OFFICE OF DIRECTORS / MEMBERS OF COUNCIL

68. The office of a Director / member of the council shall ipso facto be vacated :
 - (a) if he ceases to be a member of the W.C.A. or is excluded or suspended for any period from membership, or
 - (b) If he is absent from the Council for more than three consecutive meetings unless he is prevented by illness or by absence from the state or States in which the meetings are held on business or for any like cause and reports same to the Council, or
 - (c) If he becomes an insolvent under administration, or
 - (d) If he becomes of unsound mind, or
 - (e) If he is requested in writing by the majority of the Directors / members of the Council to resign, or
 - (f) if the Director / Councillor is found to be ineligible to hold office under the rules of incorporation.
 - (g) If the Director / Councillor has any direct or indirect interest in any contract under negotiation by the WCA or participates in the profits of any contract entered into by the association. However a member may not be required to vacate office by reason being a member of any corporation firm society or association which has entered into contracts with or done any work for the WCA if the Director has declared the nature of his interest in manner required by Section 228 of the Companies (N.S.W.) Code.

A member shall not vote in respect of any contract in which he is interested in or any matter arising as a result of or relating to activity any such contract.

69. In addition to the powers and responsibilities conferred upon the Directors / Federal Council by these articles Council is required to act as directed or required with the authority of the Watch and Clockmakers of Australia.

The Council shall appoint a management committee of not less than three nor more than five of whom three shall be the Federal President, Federal Vice President and Federal Secretary / Executive Officer. The Management Committee may exercise all the powers and perform all the functions of the Council , subject however to such directions as the Council may give.

DRAFT VERSION

All members of the Federal Council shall be notified of all meetings of the Management Committee and shall receive a copy of the agenda of any such meetings . Minutes of all such meetings shall be sent as soon as practicable after such meetings to all members of Management Committee and Federal Council.

MEETING OF COUNCIL AND BRANCH COMMITTEES

70. Three members shall form a quorum of the council provided that in such quorum no less than three (3) Branches are represented. The Committee of a Branch may from time to time determine the quorum necessary for the carrying out of its business which shall not be less than three .
71. A Meeting of the Council shall be convened at any time upon the request of the Federal President or of three members of the Council. A Meeting of the Committee of a Branch shall be convened at any time upon the request of the President or Vice President or of a number of members of the Committee sufficient to form a quorum of such Committee.
72. Questions at any Meeting of the Council or of the Committee of a Branch shall be decided by a majority of votes recorded and in case of equality of votes when there are more than two members personally present at any Meeting the Chairman shall have a second or casting vote.
73. At the First Meeting of the Council held after the Annual General meeting in every year it shall elect from its members a President and Vice President for the current year. All such elections shall be by ballot. Such President and Vice President shall each respectively hold office until his successor is appointed and any vacancy occurring before such successor is appointed may be filled at a Meeting of the Council as soon as practicable after the occurrence of the vacancy of which occurrence notice shall be given to all members of the Council. The Council shall appoint any other officers deemed necessary.
74. At all meetings of the Council the President shall preside or in his absence the Vice President and in their absence the chairman of a meeting shall be elected from amongst the members of the Council and all meetings of the Committee of a Branch the Chairman / Branch President shall preside or in his absence the Vice President and in his absence the chairman of a meeting shall be elected from amongst the members of such Committee of a Branch.
75. A Meeting of the Council or of a Committee of a Branch for the time being at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions vested in it by any means whatever.
76. The Council and the Committee of a Branch may respectively appoint Committees from its members or from them and members of the WCA who are not members of the appointing Council or Committee with such powers as the appointor may prescribe provided that such powers be not in excess of its own
77. No resolution of any such Committee shall bind the WCA or Branch Committee until confirmed by the Council or Branch committee by which it was appointed unless at the time of appointment the power to do so was expressly given to such Committee.
78. All acts done at any Meeting of the Council or of a Committee of a Branch of a committee appointed by either or any person acting as a member of any such Council or Committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such person committee or person acting as aforesaid or that they or any of them were disqualified be valid as if such person had been duly appointed and qualified to act.
79. The Council or the Committee of a Branch may meet adjourn and otherwise regulate their Meetings as they shall think fit provided that the Council shall meet at least once every year and the Committee of a branch shall meet at least once every three months.

DRAFT VERSION

80. Any vacancy occurring in an Executive Committee of a Branch shall be filled by the Committee and any member so elected shall hold office until the next succeeding Branch Annual General Meeting when he shall be eligible for re-election.
- 81 any member's position on the Committee of a Branch shall be vacated:
- (a) If notice be given of a resolution by the Council for his exclusion or suspension from membership of the Watch & Clockmakers of Australia, or
 - (b) If he ceases to be a member of the WCA or be suspended for any period from membership, or
 - (c) If he is absent from three consecutive meetings of the Committee without leave of absence granted by such Committee, or
 - (d) If he tenders to the Committee his written resignation of office.

COUNCIL MAY INVITE CERTAIN PERSONS TO A SEAT ON THE COUNCIL

82. The Council may by resolution invite to any meeting of the Council the president or Chairman for the time being of any association whose objects may be similar or in part similar to those of the Watch & Clockmakers of Australia provided however that such person shall not have any right to vote.

POWERS OF COUNCIL

- 83 . The Council shall have power:
- (a) To pay the charges and expenses preliminary and incidental to the promotion formation and registration of the Watch & Clockmakers of Australia.
 - (b) Subject to Section 66 of the Companies (N.S.W.) Code to take on lease any building or offices for the purpose of the Watch & Clockmakers of Australia.
 - (c) subject to Section 66 of the Companies (N.S.W.) Code to purchase or otherwise acquire any furniture fittings books newspapers documents and other property necessary for the purpose of the Watch & Clockmakers of Australia.
 - (d) Subject to Section 66 of the Companies (N.S.W.) Code to invest any moneys of the WCA not immediately required for the purpose thereof on such securities and in such manner as it may think fit and from time to time to vary or realise such investments.
 - (e) At its discretion but subject to clause 4 of the Memorandum of Association to pay for any property rights or privileges acquired for or services rendered to the WCA either wholly or partially in cash or in bonds debentures or other securities of the WCA and any such bonds debentures or other securities may be either specially charged upon all or any part of the property of the WCA or not so charged.
 - (f) To appoint and from time to time remove the Auditor, Banker and Solicitor of the association.
 - (g) To delegate subject to such conditions as it thinks fit any of its powers to committee consisting of such members of the Council or members of the Council and members of the association as it shall think fit and to make such regulations as to proceedings of such committee as may be expedient.
 - (h) To make and from time to time amend, enlarge, revoke or introduce new regulations ancillary to but not inconsistent to the Memorandum of Association or these Articles.

DRAFT VERSION

However, any such variations shall not come into force until after being authorised at a General Meeting and if at such general Meeting a resolution shall be passed by the votes of a majority of the members present .

(i) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the WCA as it may think expedient for or in relation to any of the matters aforesaid or any of the purposes of the WCA.

(j) To open Branches subject to the Articles for the time being in force in such places in the Commonwealth of Australasia and its mandated territories as the Council may determine.

(k) In so far as the Memorandum of Association may allow to establish, institute and fund out of the funds of the WCA scholarships bursaries grants prizes and benefactions for the promotion of the study of professional matters connected with Horology.

(l) To hold and conduct classes lectures and debates on subjects of interest to Horologists.

(m) In so far as the Memorandum of Association may allow to contribute to charity out of the funds of the WCA.

(n) Subject to the Articles for the time being in force to determine who shall be entitled to sign on the associations behalf bills, notes, cheques, receipts, acceptances, endorsements, releases and documents.

(o) The council may from time to time on authorization by the members of the association carried at a General Meeting raise or borrow or secure the payment of any sum or sums of money for the purpose of the Watch & Clockmakers of Australia.

(p) The council on authorization by the members of the association carried at a General meeting may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock of the Watch & Clockmakers of Australia charged upon all or any part of the property of the WCA both present and future.

BRANCH COMMITTEES

84. At the Annual General Meeting of a Branch to be held in each year the Committee of the Branch shall retire and the members of such Branch shall elect from the members of the Branch their successors . Retiring members shall be eligible for re-election.
85. If the members of the Branch fail to at any time to elect members in accordance with Article 84 the retiring members of the Committee shall continue in office in every respect as if they had been duly appointed at the time.
86. Casual vacancies occurring in the Committee of a Branch may be filled up by such Committee by the election of a member of the Branch thereto and he shall hold office for the unexpired term for which the person in whose place he is appointed held the office.
87. At the Annual General Meeting of a Branch it shall elect from its members a President ,Vice President, Honorary Secretary, Treasurer, Honorary Assistant Secretary and five (5) members of the Committee with the abovementioned officers ex officio, and they shall be elected by ballot and such President and other officials shall each respectively hold office until a successor is appointed.

DRAFT VERSION

- (a) To be eligible to be elected to the position of President of both State or Federal body, the candidate must have served in the preceding 12 months as a member of the Executive Committee of the Branch or Federal Council (in the case of Federal President).
 - (b) On ceasing to be a member of his/her State Executive Committee an office bearer will immediately forfeit any position he/she holds on his/her state Branch and Federal Body
 - (c) Where Federal Council or a State Branch employs a person to carry out secretarial or administrative duties, such persons services may be engaged upon such conditions as the Council or Branch may determine.
88. A branch Committee shall without prejudice to any rights conferred on it by these Articles but subject to the Memorandum of Association and these Articles and any regulations made by the council for the time being in force and subject to any control which the Council is authorised to exercise have the following powers duties and discretions within the limits of its own territory:
- (a) It shall receive applications for admission as members of the WCA in such form and manner and subject to such conditions as may from time to time be prescribed by the Council, admit such persons as Members.
 - (b) It may in its discretion without being required to assign any reason therefor refuse to accept any such application as mentioned in sub-clause (a) of this Article.
 - (c) It shall forthwith notify the Federal Secretary in writing of all admissions of members made or refused by it and of all resignations and cessations of membership and shall supply such particulars as required.
 - (d) It may at its descretion appoint remove or suspend such officers clerks agents and servants of its Branch any such appointment being for permanent temporary or special services as it may from time to time think fit and it may determine their duties and fix their salaries or emoluments and may require security in such instances and to such amounts as it may think fit. It may also appoint, from time to time, the Auditors, Bankers and legal advisers of its Branch.
 - (e) It may subject to the consent and control of the council institute, conduct and defend with legal proceedings by or against the WCA or the officers thereof or otherwise concerning the affairs of the WCA in its territory.
 - (f) It may with the approval of the Council rent and furnish or purchase suitable premises for the use of its Branch.
 - (g) It may take cognisance of anything affecting the WCA or the conduct of members and shall forthwith make report thereon to the Council.
 - (h) It shall furnish each year to the Council a copy of the accounts and the report of the proceedings of its Branch and such other information as may be required for the preparation of the annual report to the regulating authority or on matters the Council may deem of interest.
 - (i) It shall receive the prescribed fees from members and the annual subscriptions and any moneys payable to its Branch and it may take and give receipts releases and other discharges therefor and for the claims and demands of its Branch.

REGISTERED ADDRESS OF MEMBERS

89. Every Member is required to notify the Branch Secretary of any change in registered address for the service of notices from the association. The Branch Secretary shall in turn notify the Federal Secretary of such place of address.

DRAFT VERSION

REGISTER OF MEMBERS

90. A register of the members shall be kept by the Council and such register shall contain in addition to those required by the Statute such particulars as the Council shall from time to time prescribe and the Secretary shall enter in the Register of members the name of every person company or corporation elected as a member and shall also remove the name of any person company or corporation who or which has ceased to be a member.

Personal information held about any member may not be disclosed to any agency or individual without the express knowledge and approval of the member.

INSPECTION OF REGISTER

91. Members may arrange to inspect the Register of Members and /or obtain a copy of personal information held about them with seven days notice. The Secretary shall not without the express authority of the Council allow any other inspection of records books or papers unless required to provide access to the regulatory authorities.

INSPECTION OF REGISTER, Etc., BY COUNCIL

92. All records books and papers shall at all times be open to inspection of the company Directors / members of the Council.

NOTIFICATION OF REGULATIONS AND BY-LAWS TO MEMBERS

93. All regulations and by-laws made by the Council shall be notified to the members seven clear days at least before they come into operation

94. In connection with the power of the Council to make revoke and alter regulations under Article 83 the following shall apply:

Where it is the intention of any Director /member of the Council to propose to make amend vary or annul any regulation or by-law of the WCA he shall do so by instrument in writing addressed to the Secretary who shall thereupon give notice in writing to each Director / member of the Council of such Member's intention.

Such notice shall be served by the Secretary upon each Director / member of the Council at least seven clear days before the meeting of the Council at which such intention is to be considered.

MEMBER MAY OBJECT TO REGULATION

95. A member personally affected by a regulation or by-law of Council which has not been adopted by a General Meeting may appear before the Council in support of any objection he may have to such regulation or by-law.

MINUTES

96. Minutes shall be made in proper books to be provided for the purpose recording all resolutions and proceedings at the meetings of the Council and of Committees and of General and Special General Meetings and of the names of those present at such meetings respectively. Every minute signed by the Chairman of the meeting to which it relates or by the Chairman of a subsequent meeting shall be sufficient evidence of the facts therein stated.

97. The Council and the Committee of a Branch shall cause minutes to be regularly entered in books provided for the purpose of the proceedings of their respective meetings and meetings of their Committees and of General Meetings of the WCA and of its Branch respectively and all the names of those present at such Council Branch and Committee Meetings. The minutes of any meeting signed by the Chairman of the succeeding meeting shall be sufficient evidence of the proceedings recorded in such minutes.

DRAFT VERSION

98. A resolution in writing signed by every member of the Council for the time being entitled to receive notice of a meeting of the members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held . Any such resolution may consist of several documents in like form each signed by one or more members of Council. Every resolution so come to and signed shall as soon as practicable be entered in the Minutes of Meetings of the Council.

CUSTODY OF COMMON SEAL

99. The Council shall have custody of the Common Seal which shall not be affixed to any instrument except by order of the council and in the presence of one member of the Council and such instrument shall be signed by such member of the Council and counter-signed by the Secretary.

ACTS OF COUNCIL NOT INVALIDATED BY DEFECT IN APPOINTMENT

100. Acts done by any meeting of Directors / members of Council or Committee of Council or by any Director / member of Council shall, notwithstanding that it is afterward discovered that there was some irregularity in the appointment of any such member, be as valid as if such member had been duly appointed to be a member of the Council or such Committee.

INVESTMENT OF FUNDS

101. Subject to Section 66 of the companies(N.S.W.) Code all funds of the WCA not immediately needed for the ordinary purposes of the W.C.A. may be invested by the Council or the Branch Executive Committee upon such security as it may deem expedient.

ACCOUNTS

102. The council shall cause accounts to be kept as provided by Clause 7 of the Memorandum of Association and shall also cause proper accounts to be kept with respect to:
- (a) All sums of money received and expended by the association and the matter in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the WCA ; and
 - (c) the assets and liabilities of the Watch & Clockmakers of Australia.
103. The accounts shall be kept at the registered office of the WCA , or at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the Executive Committee.
104. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounting records and other documents of the association or any of them shall be open to the inspection of members other than members of the Council and Executive Committee, and no member (not being a member of the Council or Executive Committee) shall have any right of inspecting any account or book or document of the WCA except as conferred by Statute or authorised by the Council, Executive Committee or by the association at a General Meeting. ??
105. The Executive Committee shall from time to time in accordance with Section 269 and 275 of the Companies (N.S.W.) Code cause to be prepared and to be laid before the W.C.A. in General Meeting such profit and loss accounts , balance sheets and reports as are referred to in those sections.

DRAFT VERSION

106. A copy of every balance sheet (including every required by law to be annexed or attached thereto) which is to be laid before the Annual General Meeting of the Branch or company shall not less than fourteen (14) days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the association.

BALANCE SHEET TO BE SIGNED BY AUDITOR

107. The Accounts shall be made up to the thirtieth day of June in each year and a Balance Sheet containing a summary of the property and liabilities of the Watch & Clockmakers of Australia on that day shall be made out. Such Accounts with all vouchers and receipts and also the Balance Sheet shall be submitted to the examination of the Auditor.

ELECTION OF AUDITORS

108. The Watch & Clockmakers of Australia at each Annual General Meeting and the Branches at each Annual General Meeting shall elect a properly qualified Auditor or Auditors to hold office until the next Annual General Meeting and their appointment remuneration rights and duties shall be regulated by Section 277,280,283 and 285 of the Companies (N.S.W.) Code and Clause 7 of the Memorandum of Association.

INDEMNITY TO AUDITORS

109. Every Director or officer of the Watch & Clockmakers of Australia or any person (whether an officer of the association or not) employed by the Watch & Clockmakers of Australia as Auditor shall be indemnified out of the funds of the Watch & Clockmakers of Australia against all liability incurred as such Director / Councillor , officer or auditor in defending any proceedings, whether civil or criminal , in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 535 of the Companies (N.S.W.) Code in which relief is granted to him by the Court.

APPEALS

110. Any member who may be aggrieved by any decision of a Committee of a Branch may appeal to the Federal Council of the WCA subject to the following rules:
- (a) Notice of appeal shall be submitted in writing to the Federal Secretary within fourteen days of the decision of the said Committee together with a statement in writing of his grounds of appeal and reason in support thereof.
 - (b) The Secretary shall cause a copy of such documents to be forwarded by post to each Director /member of the Council together with a voting paper and shall fix a time within which such voting papers shall be returned.
 - (c) At the expiration of such period or such extended period as the Federal Secretary may decide upon the Secretary shall notify such member of the result of such ballot without disclosing the number of votes . The decision of the majority of the members of the Council voting on such Appeal shall be final and a Certificate of the Secretary shall be conclusive. Provided that any member of the Council may require the matter to be dealt with at a meeting of the Council, and in such case the matter shall be so dealt with in lieu of following the above procedure and the decision of the majority of the Council present at the meeting shall be final.

ALTERATION TO THE ARTICLES.

111. Subject to the provisions of Clause 10 of the Memorandum of Association these Articles or any of them may be altered by special resolution of the association passed according to the provisions of the Companies (N.S.W.) Code.
112. A Director / member of the Council may subject the provisions of Clause 4 of the Memorandum of Association hold any other office in the association except that of Auditor in conjunction with the office of Director / member of the Council.

DRAFT VERSION

113. Directors / members of the Council may be repaid travelling expenses when engaged in the business of the Watch & Clockmakers of Australia

NOTICES

114. In every or any case in which a notice is by these Articles directed or authorised to be given the same may be served by the WCA upon any member personally or by serving it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address or by electronic mail or facsimile transmission.
115. Notices sent by post shall be deemed to have been served on the day two days following that on which the envelope or wrapper containing the notice is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed according to the name and address entered into the register and posted in a Post Office or other public postal receptacle.
Electronic mail or facsimile messages will be deemed to have been served on the day of transmission – a record of transmission is to be maintained.

WINDING UP

116. The Watch & Clockmakers of Australia shall be wound up voluntarily whenever a Resolution as prescribed by the Companies (N.S.W.) Code is passed upon which that Act provides that the Company may be wound up voluntarily.

STANDING ORDERS

1. The Chairman of any meeting shall have complete control. If any member objects to the ruling or decision of the Chairman, such objection must be made immediately in the form of a motion that the ruling or motion be disagreed with. Such motion if seconded shall be put to the Meeting.
2. Speeches must be strictly relevant to the matter being discussed.
3. All notices of Motion and Resolutions shall be moved and seconded.
4. A Member proposing a resolution or motion may speak for ten (10) minutes. A Proposer of a Resolution, Motion or Amendment, moreover, shall have right of reply at the conclusion of discussion. The reply to be subject to a time limit of six (6) minutes. The time allowed for subsequent speakers shall be seven (7) minutes.
5. A motion may be amended as follows :-
 - (a) By striking out words.
 - (b) By inserting words,
 - (c) By striking out words and inserting or substituting others,
 - (d) By adding words to the Motion
6. All amendments shall be relevant to the Motion, otherwise the Chairman shall not except them.
7. Should a further amendment to the motion be desired, the Chairman shall accept it as a Foreshadowed Amendment which shall be debated after the first amendment has been dealt with.
8. A speaker may be granted an extension of time amounting to fifty (5) per cent of the original time, by vote on a show of hands.

DRAFT VERSION

9. Any member may rise to a point of order, when he must state concisely what is the alleged point of order without further speech .
10. Any resolution or Motion (or Motion or resolution as amended) may be re-committed or re-introduced to the meeting for debate at any time during the proceedings thereof, if notice thereof , signed by at least eighty (80) per cent of the members present, is given to the Chairman.
11. All members shall be resolved by a show of hands , unless a ballot is: (a) Required under the Constitution . (b) Directed by the Chairman. (c) Agreed to by a motion (without debate) by a majority of members present and entitled to vote .
12. Any notice of Motion not receiving the majority required shall not be accepted for further consideration for at least ninety (90) days.
13. Nominations for election of officers and appointment to committee of the association and any sub-committee shall be without comment.
14. In the event of a ballot being required for any committee , two (2) scrutineers shall be appointed and a returning officer if considered necessary.
15. These standing orders shall not over-rule any clause of the Constitution .
16. When a proposition or motion is deadlocked ie; equal states for, and equal states against - the vote will favour the States totalling the greatest membership , that is the group number of members
