

# CONSTITUTION

of the



## ROYAL AUSTRALIAN AIR FORCE STAFF COLLEGE ASSOCIATION, INC.

## **INTERPRETATION**

1. In this Constitution, unless the context otherwise requires:
  - a. 'Member' means Graduate Member, Associate Member, or Honorary Member.
  - b. 'The Executive' means the Executive Committee of the Association duly constituted to manage the affairs of the Association.
  - c. The terms 'Secretary' and 'Treasurer' mean the persons duly elected to these offices, or any other persons appointed to act in these offices by the Executive should a vacancy occur through retirement, resignation, dismissal or temporary absence.
  - c. 'Association' means the RAAF Staff College Association Incorporated.
  - e. 'Year' means the Association year which is from 1 July to 30 June in the next succeeding year.
  - f. 'Month' means a calendar month.
  - g. 'Act' means the ACT Associations Incorporation Act 1991.
  - h. 'Regulation' means the ACT Associations Incorporation Regulations – Schedule.
  - i. Words importing the singular number only shall include the plural number, and vice-versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

## **NAME**

2. The name of the Association is the 'Royal Australian Air Force Staff College Association Incorporated'. The short title is RAAFSCA.

## **CENTRAL OFFICE**

3. The Central Office of the Association is situated in Canberra in the Australian Capital Territory.

## **OBJECTIVES**

4. The Objectives of the Association are:
  - a. to foster friendship, communication and understanding between members;
  - b. to maintain the unique bond of professionalism and camaraderie established through Staff College participation; and
  - c. to promote a continuing awareness within the RAAF and elsewhere of defence issues and of aerospace power in particular.

## **PATRONAGE**

5. Serving or retired senior RAAF officers may be invited to be Patrons of the Association.

## MEMBERSHIP

6. The Association shall be constituted of Graduate Members, Associate Members and Honorary Members.

### MEMBERSHIP ELIGIBILITY

7. The following persons shall be eligible for membership:

a. As Graduate Members:

All graduates of RAAF Staff College or of similar institutions as approved by the Executive,

b. As Associate Members:

Non-graduate members of the Directing Staff of the RAAF Staff College or of similar institutions as approved by the Executive,

c. As Honorary Members:

Persons who have rendered distinguished service to the RAAF Staff College Association.

The Executive may, at its discretion, prescribe conditions of membership in respect of one or more of the foregoing categories of members; in particular, the Executive may waive or vary the subscription payable and associated privileges.

### MEMBERSHIP ADMINISTRATION

#### Appointment to Membership

8. In respect of persons specified in paragraphs 7.a and 7.b above, membership is dependent upon the individuals concerned informing the Secretary in writing of their desire to join the Association.

9. In respect of persons specified in paragraph 7.c above, members shall be elected by the Executive on the nomination of a member of the Executive seconded by another.

#### Subscriptions and Other Payments

10. **Subscriptions.** Except for Honorary Members a subscription will be paid on appointment to Membership. This subscription will cover Membership of the Association until the Member resigns or otherwise ceases to be a Member.

11. **Other Payments.** The Association tie and any other memorabilia appropriate to the Association (when held) will be available for purchase by Members.

#### Disciplining of Members

12. Where the Executive is of the opinion that a member -

- a. has persistently refused or neglected to comply with a provision of these rules; or
  - b. has persistently and wilfully acted in a manner prejudicial to the interests of the Association,
- any action contemplated is to accord with the procedures promulgated in Regulation 15 (Rule 9).

### **Right of Appeal of Disciplined Member**

13. A member may appeal to the Association in general meeting against a resolution of the Executive which is confirmed under Regulation 15 (Subrule 9(4)), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect. The Executive is to process any such appeal in accord with the procedures promulgated in Regulation 15 (Rule 10).

### **THE EXECUTIVE COMMITTEE**

14. The business and the affairs of the Association shall be under the management of an Executive committee.

#### **Composition**

15. The Executive shall consist of:

- a. a President,
- b. a Vice-President,
- c. a Secretary, and
- d. a Treasurer.

16. The Executive may from time to time appoint Members to assist officers of the Executive and the Members so appointed may attend meetings of the Executive as appropriate but they shall not have power to vote by virtue of their appointment.

#### **Election of the Executive**

17. **Election Procedure.** At each Annual General Meeting of the Association an Executive committee shall be elected for the ensuing year. Candidates, who must be financial Members, shall be nominated in writing by two (2) Members of the Association and every Member so nominated shall indicate on the form of nomination a willingness to serve. All members of the Executive, being eligible and subject to re-election annually, may serve for an indefinite period. Nominations shall be lodged with the Secretary at least seven (7) days before the date of the Annual General Meeting. In the event of there being more nominations than vacancies for the Executive the matter shall be decided by election at the Annual General Meeting. Notwithstanding anything herein before mentioned, if there shall be no more nominations lodged than vacancies, those nominations shall be deemed to be duly elected by the members and nominations for any remaining vacancies may be made at the Annual General Meeting. Candidates so nominated shall either be present or have signified in writing their willingness to stand. If these shall be more than the remaining vacancies, the matter shall be decided by election at the Annual General Meeting and if not, any vacancies still remaining shall become casual vacancies.

18. **Casual Vacancies.** Casual vacancies that may occur during the year shall be filled by the Executive by appointment and persons so appointed shall retire at the next succeeding Annual General Meeting but shall then be eligible for election in the normal manner.

#### **Meetings of the Executive**

20. **Frequency.** The Executive shall meet at least twice each year on such dates and at such times as the President or his representative shall decide.

21. **Quorum.** At meetings of the Executive three Members present at the meeting shall constitute a quorum.

### **Voting and Decisions**

22. Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined by a majority of the votes of members of the Executive or sub-committee present at the meeting.
23. Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
24. Subject to clause 22 the Executive may act notwithstanding any vacancy on the Executive.
25. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a sub-committee appointed by the Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or sub-committee.

### **GENERAL MEETINGS, INCLUDING ANNUAL GENERAL MEETINGS**

26. **Notice Paper of a General Meeting.** Excepting for requisitioned General Meetings, at least twenty one (21) days notice shall be given to Members by despatch of the Notice Paper for the General Meeting in written or electronic form. The non-receipt by any Member of such notice shall not invalidate the proceedings of the Meeting.
27. **Quorum and Adjournment of General Meeting:**
- a. If half an hour after the time appointed for a General Meeting, a quorum of ten percent (10%) of financial Members living within a 20 kilometer radius of the venue for the Meeting is not present, the meeting shall stand adjourned until the same time of day in fourteen days time. If a quorum is not present at the subsequent meeting, the Members present shall be considered to form a quorum.
  - b. The Chairman at any General Meeting may with the consent of the Meeting adjourn such Meeting from time to time or place to place, but no business shall be transacted at such subsequent Meetings other than the business left unfinished at the Meeting from which the adjournment took place.
28. **Chairman.** The President shall take the Chair at the General Meeting or, in his absence, the Vice-President may preside. In the absence of the Vice-President any Executive Member present may be elected by the Members present to preside and while so presiding shall have all the powers and perform all the functions of the President.
29. **Voting at General Meetings:**
- a. Only Members present in person shall be entitled to vote at any General Meeting and each Member present other than the Chairman shall have only one vote.
  - b. Except as prescribed in Clause 51 for alterations to this Constitution, a simple majority of those voting shall carry the issue; and
  - c. In the case of an equality of votes, the Chairman shall have a casting vote.

### **Date of Annual General Meeting**

30. The Annual General Meeting of the Association shall be held within five (5) months of the end of the Association's previous financial year.

### **Requisition for General Meetings**

31. The Executive shall on a requisition in writing by at least ten (10) Members convene a General Meeting to deal with such business as is set out in the requisition. At least seven (7) days notice shall be given to Members in written or electronic form of a General Meeting specifying the business covered by the requisition which is to be considered at the Meeting. The non-receipt by any Member of such notice shall not invalidate the proceedings of the Meeting. Ten percent (10%) of financial Members living within a 20 kilometer radius of the venue for the Meeting shall constitute a quorum.

### **Rights of Members**

32. Subject to this Constitution all Members shall be entitled to attend and vote at all General Meetings and attend all other functions of the Association. Honorary Members and Honorary Affiliate Members may attend functions unless the Executive shall decide to the contrary; also they may be invited to General Meetings but shall not be entitled to vote or to hold office.

## **ADMINISTRATION**

### **Finance**

33. **Banking.** An account in the name of the Association shall be opened at an appropriate branch of a recognised financial institution as approved by the Executive and the moneys received by the Association shall be paid into this account and disbursements made from it. Cheques and other documents relative to this account shall be signed by such officers as the Executive shall from time to time decide.

34. **Petty Cash Advance.** An advance on the imprest system may be made to the Secretary and to any other officer approved by the Executive of such amount as the Executive may from time to time decide.

### **Source of Funds**

35. The funds of the Association shall be derived from subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

36. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

37. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt

### **Funds Management**

38. Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Executive determines.

39. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Executive, being members of the Executive authorised to do so by the Executive.

### **Duties of the Treasurer**

40. The Treasurer shall keep the accounts of the Association and shall be responsible for the prompt banking of all moneys received and for such disbursements as the Executive may from time to time approve. The Treasurer shall as soon as possible after the thirtieth day of June in each year prepare a Statement of Accounts.

### **Honorary Auditor**

41. A suitably qualified person shall be appointed as Honorary Auditor at the Annual General Meeting. The Auditor shall examine the books and accounts of the Association and shall report on the truth and fairness of the Statement Of Accounts and Balance Sheet which shall be presented to each Annual General Meeting.

### **Duties of the Secretary**

42. The Secretary shall be responsible for the general administration of the affairs of the Association and shall act in such manner as the Executive may from time to time direct. The Secretary shall keep Minutes of the meetings of the Executive and the Association and other such records as the Executive shall decide. The Secretary may be assisted by such other Members as may be decided by the Executive.

43. **Custody of Books.** Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

44. **Inspection of Books.** The records, books and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a member of the Association at any reasonable hour.

### **Common Seal**

45. The common seal of the Association shall be kept in the custody of the Secretary.

46. The common seal shall not be affixed except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Executive or of one (1) member of the Executive and the Secretary.

### **Members Resigning**

47. A Member may resign by giving notice in writing to the Secretary, such resignation being accepted subject to the return to the Association of any books or other property in the possession of the retiring Member, or replacement thereof, and to payment of all outstanding dues.

### **Effect of Cessation of Membership**

48. A person ceasing to be a Member shall forfeit all rights to and claims upon the funds and privileges to which, as a Member of the Association, the person may be entitled.

### **Powers of the Executive**

49. In addition to those powers mentioned elsewhere the Executive shall have the power to:
- a. make by-laws under this Constitution and to alter, amend or rescind the same, such by-laws shall have full force and effect provided they are not inconsistent with this Constitution;
  - b. approve ordinary expenditure of funds of the Association;

- c. decide the depreciation rate for the property of the Association; and
- d. appoint honorary staff and committees not elsewhere mentioned.

#### **Amendments to By-laws**

50. No alteration to the by-laws of the Association shall be made by the Executive unless proposals for such alteration submitted to the Executive shall be passed by a majority of two-thirds of the Executive present and voting.

#### **Amendments to the Constitution**

51. No alteration shall be made to this Constitution except on a proposition submitted to a General Meeting of the Association and approved by a majority of at least three quarters of those Members present and voting. No alteration or amendment of the Constitution shall be made except by a special resolution at an Annual or Extra-Ordinary General Meeting of the Members of which twenty-one days notice shall be given in written or electronic form by the Secretary to the Members, such notice shall state the exact nature of the proposed alteration or amendment. The non-receipt by one or a minority of Members of the notice of such a Meeting shall not invalidate the proceedings of the Meeting.

#### **Logo of the Association**

52. The Logo of the Association shall be that of the former RAAF Staff College.

#### **Insurance**

53. The Executive shall insure any property of the Association against loss and/or damage by fire, explosion, lightning, storm, flood, water, and/or theft.

#### **Indemnity**

54. Any Member of the Association shall be indemnified out of the funds by the Association against all reasonable losses and expenses incurred in the discharge of any duties imposed upon the Member or Members by the Executive except such loss or expense as shall happen by the wilful neglect or default of such Member or members.

#### **Incorporation**

55. The Association is incorporated in accordance with the Australian Capital Territory Associations Incorporation Act 1991.

#### **Trustees**

56. The property of the Association shall be vested in three (3) Members as Trustees, such Trustees being elected by the Members in General Meeting. The Trustees shall not be personally responsible for any loss or damage to the property of the Association except where such loss or damage may have been caused by their wilful neglect. They shall deal with the property of the Association as directed by resolution of the Executive, or as required by the provisions of the Trustee Ordinance 1957 in the Australian Capital Territory.