



**AUSTRALIAN FLYING CORPS AND
ROYAL AUSTRALIAN AIR FORCE
ASSOCIATION (NEW SOUTH WALES
DIVISION) Inc.**

CONSTITUTION

**Approved by Annual General Meeting of Association on 7 May
2015**

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Part 1. Preliminary

1. Name

- (1) The name of the association shall be the Australian Flying Corps and Royal Australian Air Force Association (New South Wales Division) Incorporated, hereinafter referred to as the association.

2. Short Titles

- (1) The short titles of the association shall be RAAF Association (NSW Division) Inc., or Air Force Association NSW.

3. Office

- (1) The division office shall be situated in such place in New South Wales as state council shall from time to time decide.

4. Definitions

- (1) In this constitution and the bylaws:

action means a decision or an act or thing done or suffered or purported to have been done or suffered by the association or member of the association.

air force means the Australian or an allied air force and includes the air element of an Australian or allied naval or military force, as well as the reserve, trainee, and cadet forces related to the air force or air element.

allied means a nation-state with which the Government of Australia is acting or has acted to preserve international peace.

appropriate technology means any technology that enables participation by text or oral or audio-visual communication or any other technology that may become a societally accepted means of communication.

association means the legal entity registered in the State of New South Wales as the Australian Flying Corps and Royal Australian Air Force (New South Wales) Inc. that implements the objectives and includes the incorporated branches when acting on their behalf as prescribed in this constitution and the bylaws.

authorisation means the action taken by the association to certify that a TIP-trained member is ready to provide the services and/or the support pursuant to the relevant legislation in accordance with the VITA protocols and the VITA indemnification insurance policy to members and other persons.

ballot means secret ballot.

branch means an unincorporated branch that is subject to this constitution and an independently incorporated branch of the association that is governed by its own constitution subject to the principle prescribed in clause 2.(4) and the provisions of clause 77, and is linked at the national, divisional and branch levels in a mutually supportive, information-sharing, and coordinating unitary network.

bylaw means a standing rule to prescribe the governance of the association that is subordinate to but consistent with and amplifies the content of this constitution.

conflict of interest means:

- (a) the member holds an income-earning office in the association; or
- (b) the member has a direct or indirect interest in any contract or proposed contract with the association.

councillor means an ordinary or life member who has been elected or appointed to the state council.

Director-General means the Director-General of the Department of Services, Technology and Administration or a successor public office.

division means the whole membership of the association including those members that subject to this constitution and the bylaws act on behalf of and coordinate the activities of the association.

legislation means the *Defence Act 1903*, the *Veterans' Entitlements Act 1986*, the *Safety Rehabilitation and Compensation Act 1988*, and the *Military Rehabilitation and Compensation Act 2004*, and predecessor and amended and successor legislation.

life of understanding to affiliate means the period from the time both parties enter in writing into the understanding until the time of receipt in writing by the association of the termination of the understanding.

member means a person who pursuant to clause 11 has been entered in the register as a member in a class of membership prescribed in clause 7.

needs means the objective and subjective, physical and psychological support that to the extent reasonable facilitates a member and his/her family's healthy, balanced and fulfilling life.

observer means a person who is invited by the convening member to be present at an association meeting but does not have the right to vote.

national council means the national council of the Australian Flying Corps and Royal Australian Air Force Association Inc.

office holder means an ordinary or life member of the association who has been elected at a general meeting or appointed to hold office under this constitution and the bylaws.

practitioner means a member trained and authorised to provide services and/or support in the manner prescribed by the VITA protocols and the VITA professional indemnification insurance policy.

present means any member who attends in person or participates in by appropriate technology any meeting of the association.

public officer means the member who performs the duties of public officer as prescribed in the Act.

register means the register of members prescribed in this constitution.

secretary means:

- (a) the person holding office under this constitution as the secretary of the division or a branch of the association, or
- (b) if no person holds that office the public officer of the association.

services means the provision by a practitioner of advice to and/or the facilitation of claims and/or applications and/or advocacy on behalf of a member.

special general meeting means a general meeting of the association other than an ordinary or annual general meeting called as and for the purposes prescribed in this constitution.

state council means the office-bearers and elected or appointed councillors acting together on a matter and in the manner prescribed by the Act, the Regulations, this constitution, the bylaws and resolutions made by members in general meeting or councillors in state council from time to time.

sub-committee means the office-holders or councillors and elected and appointed or nominated members or non-members with specialised knowledge or skills acting together to progress a matter for which the state council has made a delegation.

support means the provision by a practitioner of advice and/or the facilitating of a member's access to the welfare activities of an appropriate organisation.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

TIP means the Training and Information Program.

understanding means the instrument by which another organisation enters in writing into affiliation with the association that prescribes the terms by which the affiliated parties agree they shall be bound.

VITA means the Veterans Indemnity and Training Association.

VITA protocols means the rules and code of ethics that govern the way in which the association and practitioners are required to provide the services and support so as to be covered by the VITA indemnification insurance policy.

- (2) In this constitution, a reference to:
- (a) the association includes a reference to the division and all unincorporated branches; and
 - (b) state council or state council executive includes a reference to a branch committee or a branch committee executive; and
 - (c) secretary, treasurer or public holder includes a reference to these office holders in the division and any unincorporated branch of the association; and
 - (d) a function includes a reference to a power, authority and duty; and
 - (e) the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and
 - (f) the association is a reference to the legal entity including incorporated branches when the association is acting on their behalf; and
 - (g) the division is a reference to a branch; and
 - (h) a function of state council is a reference to a function of a branch committee; and
 - (i) the state council executive is a reference to a branch executive; and
 - (j) a function of a state council office holder or councillor is a reference to a function of an office holder or member of a branch committee.
- (3) Pursuant to the *Associations Incorporation Act (NSW) 2009* s25 where this constitution fails to address a matter referred to in Schedule 1 of the Act the provisions of the model constitution with respect to the matter shall be taken to form part of this constitution.
- (4) Where a clause in this constitution is in conflict with a clause in the constitution of the Australian Flying Corps and the Royal Australian Air Force Association Inc. then the latter clause shall apply as if it were a clause of this constitution and the former clause will be of no force or effect provided that this clause will not apply:

- (a) if its application would but for this proviso remove the sovereignty of the association; or
 - (b) render this constitution in breach of any provision of the *Associations Incorporations Act 2009 (NSW)* or the related Regulations or any amending Act or Regulation.
- (5) The provisions of the *Interpretation Act 1987* or any amending Act or Regulation that from time to time shall apply to and in respect of this constitution in the same manner as those provisions would apply if this constitution were an instrument made under that Act.
- (6) Any queries as to interpretation of the constitution, the bylaws or similar matters shall be referred to state council.

5. *Objects*

- (1) The Objects of the Association are to:
- (a) meet the needs of members and their dependents, especially those who are ill or incapacitated;
 - (b) preserve the memory of comrades and veterans who have died;
 - (c) develop the association to ensure its continued relevance; and
 - (d) secure the means to further these objects.

Part 2. Membership

6. *Eligibility for membership*

- (1) A person is eligible to be a member of the association if the person:
- (a) is a natural person over the age of eighteen (18) years; and
 - (b) is or has been a member of an air force or the air element of a defence force;
or
 - (c) has a family member connection with a person described by the criteria above; or
 - (d) has an interest in military aviation; or
 - (e) is able and willing to further the association's objects.

7. Classes of membership

- (1) The following classes of membership shall be available:
 - (a) ordinary member.
 - (b) life member.
 - (c) service member.
 - (d) honorary member.
- (2) **Ordinary member.** An ordinary member pays an annual membership fee and shall be entitled to all the rights, obligations, privileges and benefits of membership including specifically the right to nominate or accept nomination for office; and vote on the business transacted during the association's ordinary general, annual general and special general meetings.

Note: Although the fully subscribed class of membership is no longer available, those members who hold that status shall retain all the rights, obligations, privileges and benefits of an ordinary member except the obligation to pay an annual membership subscription.
- (3) **Service member.** A service member shall be a serving member of the RAAF including the RAAF Reserve or of an allied air force or air element of a defence force, and be entitled to:
 - (a) obtain the support of a practitioner, and participate, with their family, in all Association activities on a cost-recovery basis; but
 - (b) not pay an annual membership fee and not be entitled to vote at any meeting.
- (4) **Life member.** A member who has been made a life member of the association shall have all the rights, obligations, privileges and benefits of ordinary membership but shall not be required to pay any annual membership subscription. A member is conferred life membership in accordance with this constitution on the vote at an annual or special general meeting of the majority of ordinary members as prescribed in the Act, and shall have all the rights, obligations, privileges and benefits of an ordinary member but does not pay an annual membership fee.
- (5) **Honorary member.** An honorary member:
 - (a) shall be a person who in the opinion of members is entitled to such distinction, for whom membership would be meaningful and helpful to the association and may be admitted as an Honorary Member for three years; and
 - (b) be voted to hold honorary membership by the majority of members at an annual general meeting; but

- (c) shall not pay an annual membership fee and not be entitled to vote or hold office; and
- (d) be entitled to participate in all association activities on a cost-recovery basis; and
- (e) at the end of a three year period of honorary membership an honorary member may be considered for re-conferral of honorary membership.

8. *Limits on members in classes of membership*

- (1) The association may by special resolution resolve that the number of members in any class of membership other than ordinary and service membership shall be limited.

9. *Application for membership*

- (1) An application for membership and any subsequent appeal against rejection of an application must be made in accordance with the bylaws.
- (2) The association may accept or seek further information from the applicant before considering or reject an application for membership.
- (3) A person whose application for membership is rejected shall have the right of appeal to:
 - (a) state council where the application is rejected by a branch of the association; and
 - (b) national council where the application, or an appealed application, is rejected by state council.
- (4) The decision of national council shall in all cases be final.

10. *Membership subscription and capitation*

- (1) The annual membership subscription and the amount to be paid as capitation to the association from each member's annual subscription shall be determined from time to time by resolution at a general meeting and such determination shall take effect at the beginning of the next financial year.

11. *Register of members*

- (1) The association shall establish and maintain a register of members of the association.
- (2) Access to the register shall be permitted in accordance with the *Privacy and Personal Information Protection Act 1998 (NSW)*.

12. Membership Entitlements Not Transferable

- (1) A right, privilege, obligation or benefit of membership shall not be transferable or transmissible to any other person, and shall terminate on the cessation of membership.

13. Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association pursuant to clause 16.

14. Suspension of membership

- (1) The membership of a person who fails to pay the annual subscription under clause 10. (1) shall be suspended.

15. Dealing with a complaint against a practitioner

- (1) Should a complaint be made against a practitioner the state council shall immediately give notice of the complaint to the practitioner concerned and to the VITA committee.

16. Dealing with complaints by and against members

- (1) A member may make a complaint to the state council only on the grounds that another member has refused or neglected to comply with a provision of the constitution or has acted willfully in a manner prejudicial to the interests of the association.
- (2) The state council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the state council decides to deal with a complaint the state council must give notice of the complaint to the member concerned, and give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the state council in connection with the complaint, and take into consideration any submissions made by the member in connection with the complaint.
- (4) To deal appropriately with a complaint the state council must observe the member's right to natural justice.
- (5) The state council may by resolution expel a member against whom a complaint has been substantiated; or suspend a member against whom a complaint has been substantiated for the period of time determined by the state council.

- (6) If the state council expels or suspends a member the secretary must within seven (7) days after the action is taken give written notice to the member, identifying the action taken, the reasons given by the state council for having taken that action; and the member's right of appeal under clause 17.
- (7) The expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution; or if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under subclause 16.(5) whichever is the later.

17. *Right of appeal of disciplined member*

- (1) A member may give notice to the secretary of intention to appeal to a general meeting of the association against a state council resolution of expulsion or suspension under sub-clause 16.(5).
- (2) On receipt of a member's notice in writing to appeal a resolution pursuant to sub-clause 17.(1), state council shall advise the member in writing of that reasonable period of time within which the member shall lodge the appeal in writing with the secretary.
- (3) Members shall determine the matter by a majority of ballots cast by members present and entitled to vote.

18. *Resolution of disputes*

- (1) A dispute between members as members of the association, or between a member and the association, which has not been resolved by internal mediation shall be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If such dispute is not resolved by mediation within three (3) months of the referral to a community justice centre it is to be referred to arbitration under the *Commercial Arbitration Act 1984*.

19. *Affiliated membership*

- (1) Pursuant to clause 81 a person who is a member of an organisation that has entered into an understanding to affiliate with the association shall for the life of the understanding enjoy all the rights, privileges, obligations and entitlements of an ordinary member of the association except for the obligation to pay the annual subscription to the association and the right to vote at meetings of the association.
- (2) A member of an organisation that is affiliated with the association shall donate to the cost of association activities in which they and their dependents participate, and

may pay an administration fee for services or support provided by a practitioner up to the amount prescribed in the VITA protocols.

Part 3. State council

20. Powers of the state council

- (1) Subject to the Act and the Regulation, this constitution, the bylaws and any resolution passed by the association in general meeting or by special resolution, state council is to control and manage the affairs of the association, and may exercise all functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members; and has power to perform all such acts and do all such things as appear to state council to be necessary or desirable for the proper management of the affairs of the association.

21. Composition and membership of state council

- (1) The state council is to comprise the office-bearers of the association and not more than five (5) councillors elected at an annual general meeting.
- (2) The office-bearers of the association are to be the president, two (2) elected vice-presidents, the treasurer, and the secretary, with the proviso that the same person may hold the offices of secretary and treasurer, or a vice-president may hold the office of either secretary or treasurer.
- (3) A member who was appointed a life-vice-president before the date of registration of this constitution shall not in that capacity be a member of state council but shall be eligible to be elected or appointed as an office-bearer or councillor in the same manner as other members of the association, and otherwise on the resolution by a majority of members of state council or a sub-committee may be invited to attend state council or sub-committee meetings as an observer.
- (4) Each member of the state council is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election or appointment but shall be eligible for re-election.

22. State council executive

- (1) The state council executive shall comprise the elected or appointed president, two vice-presidents, secretary and treasurer.
- (2) The state executive shall be responsible for the day-to-day conduct of the affairs of the association, and for implementing the members' directions as resolved at a general meeting.

23. Election of state council members

- (1) A person nominated as a candidate for election as an office-bearer or a councillor must be a member of the association.
- (2) A candidate's nomination for election as an office-bearer or councillor must be made in writing. It must be signed by two (2) members as nominator and seconder; and be signed by the nominee as proof of consent to the nomination; and be received by the secretary at least seven (7) days before the date of the annual general meeting at which the election is to take place.
- (3) If the secretary receives insufficient nominations to fill all vacancies on the state council, the candidates nominated are taken to be elected, and additional nominations may be received at the annual general meeting, with the proviso that if insufficient additional nominations are received at the annual general meeting any remaining vacancies are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled a ballot is to be held.
- (6) Any ballot for the election of office-bearers or councillors is to be conducted at the annual general meeting in such usual and proper manner as the state council may direct.

24. Casual vacancies – office holder or member of state council or the public officer

- (1) A casual vacancy in the state council or state council executive and in the office of public officer shall occur if an office-holder or member of state council or the public officer:
 - (a) resigns from office, membership of state council or as public officer; or
 - (b) ceases to be a member of the association; or
 - (c) is removed from office as prescribed in clause 27; or
 - (d) is absent without the consent of state council from three (3) consecutive meetings of state council; or
 - (e) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Commonwealth); or
 - (f) becomes a mentally incapacitated person; or
 - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or

- (h) is prohibited from being a director of a company under Part 2D.6 of the Corporations Act 2001 (Commonwealth).
- (2) Should a casual vacancy occur in the state council or the state council executive, subject to the constitution and the bylaws, the state council shall have power to appoint a member of the association to fill the vacancy; and the member so appointed shall hold office until the conclusion of the annual general meeting following the date of appointment.

25. Register of state council members

- (1) Pursuant to the *Associations Incorporation Act (NSW) 2009* s29.(1) the association shall keep and maintain a register of committee members.

26. Vacation of office - conflict of interest

- (1) Pursuant to the *Associations Incorporation Act (NSW) 2009* s31, without limiting the operation of clause 21 and clause 24 and the bylaws, the office of a member of council shall become vacant for the period that a conflict of interest exists.

27. Removal of members of state council

- (1) The members of state council may by majority vote remove any office-bearer or other member of state council from office before the expiration of the member's term of office, and may appoint another member of the association to fill the casual vacancy until the expiration of the term of office of the person so removed.
- (2) If the member so removed wishes to appeal the resolution to remove them from office, they shall make representation in writing to the secretary or the president and such representation shall be considered at the next meeting of the state council.
- (3) If the resolution to remove from office is rescinded, the member shall continue to hold office.
- (4) If the resolution to remove from office is confirmed, and the removed member wishes to take the matter further, it shall be dealt with as a dispute between the member and association.

28. Delegation by state council to sub-committee

- (1) The state council may by instrument in writing delegate to a sub-committee the power to exercise the functions specified in the instrument, other than this power of delegation, and a function which is a duty imposed on the state council by the Act or by any other law.

- (2) The instrument of delegation must name the sub-committee, and nominate the association member/s and other person/s with specialised knowledge and/or skills who comprise the sub-committee, and must specify the terms of delegation, including:
 - (a) the state council function(s) the sub- committee is to exercise; and
 - (b) conditions or limitations on the exercise of the function(s) delegated; and
 - (c) the time or circumstances in which the delegation is to be exercised.
- (3) While its delegation remains unrevoked, a sub-committee may exercise the delegation from time to time in accordance with the terms of delegation, and may meet and adjourn as it thinks proper.
- (4) The state council may despite delegation to sub-committee continue to exercise any function, with the proviso that the sub-committee is to be informed if state council intends to exercise the function.
- (5) The state council may by instrument in writing revoke wholly or in part any delegation under this clause.

29. Force and effect of decisions

- (1) Any act by the state council or the state council executive or a duly appointed sub-committee shall be valid and effectual despite any defect later discovered in the appointment or qualification of a state council or state council executive or sub-committee member.
- (2) Any act by a duly appointed sub-committee shall be valid and effectual despite any defect later discovered in the appointment or qualification of a sub-committee or member of the sub-committee has the same force and effect as if it had been or had been purported to have been done or suffered by the state council.
- (3) Subject to this constitution the state council or state council executive or a sub-committee may act despite any vacancy.

30. Responsibilities - secretary, treasurer and public officer

- (1) The responsibilities of the secretary, treasurer and public officer shall be set out in the bylaws.

31. Public officer

- (1) The public officer shall be appointed by state council provided that the person is 18 years of age or older and is a resident of New South Wales.
- (2) The public officer shall be the official contact for the association.

Part 4. Meetings - general

32. Properly constituted meeting

- (1) A meeting is properly constituted if the requisite notice as prescribed in this constitution has been given, and the prescribed quorum is present at the meeting.

33. Place and time of meetings

- (1) Subject to clause 49 in respect of special general meetings, the association shall meet on such date, at such places and at such times as the state council executive shall decide.

34. Frequency of meetings

- (1) The state council and state council executive must each meet not less than 3 times each 12 months.

35. Notice

- (1) The secretary shall give at least the following notice before the date fixed for the holding of a meeting:
 - (a) special resolution: 21 days' notice.
 - (b) annual general meeting: 28 days' notice.
 - (c) ordinary general meeting: not less than 5 days' notice.
 - (d) state council or state council executive meeting: not less than 48 hours' notice.
- (2) The notice of meeting must nominate the date, time and location of the meeting, and specify the business and order of business to be transacted, and include any written submissions to be considered.
- (3) A member wishing to bring any business before a meeting shall give notice in an acceptable form to the secretary who must include that business in the notice of the next meeting.
- (4) The business transacted at the meeting shall only be the business in the notice of the meeting.

36. Presiding member

- (1) The president or in the president's absence a vice-president is to preside as chairperson at a general meeting.

- (2) If the president and the vice-president(s) are absent or unwilling to preside, the members present must elect one of their number to preside as chairperson at that meeting.

37. Quorum for meetings

- (1) The following number of members present and entitled to vote shall constitute a quorum for the transaction of business:
 - (a) division general meeting: 25 members.
 - (b) branch general meeting: 5% of members, but not less than three (3) members.
 - (c) state council meeting: one-half of elected or appointed members of council.
 - (d) state council executive meeting: 3 members of the state council executive.
- (2) No association meeting is to transact any item of business unless a quorum is present throughout the period the meeting considers the item.
- (3) If a quorum is not present within an hour after the notified time the meeting shall be postponed.
- (4) The date and time and place that the postponed meeting shall convene shall be determined by the presiding member or in the event a presiding member is not present by the members present and entitled to vote.
- (5) If a quorum is not present at the postponed meeting the meeting shall be dissolved.

38. Adjournment

- (1) The presiding member may adjourn a meeting only if the meeting is properly constituted, and the majority of members present and entitled to vote consent to the adjournment.

39. Voting

- (1) A member shall not vote at any meeting unless they are financial.
- (2) Each member present including the presiding member has one (1) vote, provided that in the event of a tied vote the presiding member shall have a second or casting vote.
- (3) Except for the passing of a special resolution pursuant to clause 40, all matters arising at a meeting shall be determined by a majority of votes of the members present and eligible to vote.

40. Voting - special resolution

- (1) The association shall only pass a special resolution in the way prescribed in the Act.
- (2) Pursuant to the *Associations Incorporation Act (NSW) 2009* s39 the passage of the special resolution shall require the vote of 75% of the members present and entitled to vote.

41. Voting – use of technology

- (1) The association may use any technology that reasonably enables members to participate in the proceedings of a meeting.
- (2) A ballot taken by the use of technology shall be conducted as prescribed in the bylaws.

42. Postal and proxy votes not permitted

- (1) Postal and proxy voting are not permitted at or for any meeting of the association.

Part 5. Annual general meetings

43. Annual general meetings

- (1) The association's annual general meeting is subject to the Act.

44. Annual general meetings - holding of

- (1) The association must hold its annual general meetings within 6 months after the close of the association's financial year, or at such later time as the Director-General may allow or is prescribed by the Regulations.

45. Annual general meeting - convening notice

- (1) The Secretary shall send the convening notice of the annual general meeting not less than twenty-eight (28) days before the nominated date.

46. Annual general meeting - notice of business

- (1) Notice of the annual general meeting shall include the business to be transacted mandatorily pursuant to clause 47, including:
 - (a) the names of nominees for the elections,
 - (b) the names of members proposed to be authorised as practitioners,
 - (c) any background papers relating to motions or other matters to be considered.

47. Annual general meeting - business of

- (1) The business of the annual general meeting shall include:

- (a) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that annual general meeting;
- (b) receive reports on the activities of the association during the last preceding financial year;
- (c) receive and consider any financial report required to be submitted to members under the Act;
- (d) elect the association office-holders and members of the state council for the ensuing year;
- (e) following election of the members of state council, authorisation of signatories pursuant to clause 59;
- (f) authorise practitioners as prescribed by the VITA protocols;
- (g) appoint an auditor;
- (h) consider any motions which have been properly submitted; and
- (i) consider any general business of which due notice has been given.

Part 6. Special general meetings

47. Special general meeting - convening

- (1) The state council may convene a special general meeting at such date, time and place as it thinks fit.

48. Special general meeting - requirements under the Act or the constitution

- (1) The state council must convene a special general meeting to resolve matters as required under the Act, or as prescribed by this constitution and the bylaws.
- (2) The Associations Incorporation Act (NSW) 2009 s36.(1) prescribes that:
 - (a) the notice must specify the terms of the special resolution, and
 - (b) that the resolution is intended to be passed as a special resolution, and
 - (c) to be passed the special resolution must be supported as stipulated in clause 39(1) of the Act.

49. Special general meeting - convening by requisition of members

- (1) Pursuant to the *Associations Incorporations Act (NSW) 2009* the state council must convene a special general meeting on written requisition by at least five per cent

(5%) of the number of members entitled to vote, and must convene the meeting within one (1) month of receipt of the requisition.

- (2) The written requisition must state the purpose for which the special general meeting is requested, and must be signed by all the members making the request, and must be lodged with the State Secretary.
- (3) The written requisition may be a single document or may comprise several documents in a similar form each signed by one or more of the members making the requisition.

50. *Special general meeting – failure to convene on requisitioning by members*

- (1) If the state council fails to convene a special general meeting as prescribed by clause 49 above, any one or more of the requisitioning members may give notice to all members to convene a special general meeting to be held not later than three (3) months after the date of the notice.

51. *Special general meeting - no other business to be transacted*

- (1) At a special general meeting no business other than that set out in the notice shall be transacted.

Part 7. Financial

52. *Not-for-profit status - application of assets*

- (1) The association shall do nothing that may jeopardise its status as a not-for-profit association.
- (2) The association's assets and income shall be applied solely to further the association's objects, as the state council determines subject to any resolution passed in general meeting.
- (3) None of the association's assets or income whatsoever shall be distributed in whole or in part or directly or indirectly to any member of the association except as:
 - (a) bona fide compensation for any service actually rendered to the association or for goods supplied in the ordinary way of business, or
 - (b) reimbursement of reasonable travelling and sustenance expenses incurred by a member when furthering the objects of the association, or
 - (c) interest on a personal loan to the association paid at a rate not exceeding the interest rate that the association's bankers charge for the time being, or
 - (d) reasonable and proper rent for premises leased to the association.

- (2) No member of state council shall be appointed to any salaried position of the association or position of the association paid by fees and no remuneration or other benefit in money or in kind shall be given by the association to any member of state council.

53. *Financial year*

- (1) The association's financial year is a 12 month period commencing on 1 January after the expiration of the previous financial year and ending on the following 31 December.

54. *Insurance*

- (1) As a minimum, the association is to effect and maintain the following insurances:
 - (a) voluntary workers insurance, and
 - (b) public liability, and
 - (c) directors and officers indemnification, and
 - (d) practitioners' indemnification insurances pursuant to the VITA protocols.
- (2) an incorporated branch shall be responsible as prescribed in the Act for effecting and maintaining:
 - (a) public liability insurance, and
 - (b) directors and officers indemnification insurance.

55. *Liability - members*

- (1) The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs charges and expenses of winding up the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 10.(1).

56. *Indemnity – offices of the association*

- (1) Every member of state council or sub-committee, and every elected or appointed office-holder, auditor and trustee shall be indemnified by the association and it shall be the duty of state council to ensure that no cost, loss or expense arising from any contract, act or deed done within the scope of the authority and discharge of duties conferred by this constitution shall be borne personally by any of the persons described above.
- (2) Unless occasioned willfully or by disregard for the provisions of this constitution no member of state council or sub-committee, and no elected or appointed office-holder, auditor or trustee shall be answerable or responsible for any act, receipt,

omission, neglect or default of any member or person notwithstanding any receipt or document signed or act done or loss or damage suffered by the association.

57. Funds – source

- (1) The funds of the association are to be derived from:
 - (a) grants,
 - (b) donations,
 - (c) sponsorship,
 - (d) in-kind support,
 - (e) entrance fees and members' annual subscriptions, and
 - (f) subject to any resolution passed by the association in general meeting such other sources as the state council determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must as soon as practicable after receiving any money issue an appropriate receipt.

58. Funds - management

- (1) The Treasurer shall keep a correct account of all moneys received and expended and shall under no consideration pay, lend or otherwise appropriate any of the association's funds to any member or for any cause or purpose whatsoever except as authorised by state council.
- (2) All electronic transfers of funds, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the state council so authorised in the minutes of the annual general meeting at which they were elected to state council.
- (3) Should a signatory cease membership of state council the state council shall appoint a signatory for the period to the next annual general meeting.

59. Signatories

- (1) Pursuant to the *Associations Incorporation Act (NSW) 2009* s36.(1):
 - (a) the public officer is, by virtue of that office, an authorised signatory for the association, and
 - (b) at least two additional members of state council shall be authorised as signatories.

60. Treasurer - books posted up

- (1) The Treasurer shall keep the books posted up and have them ready at all times to lay before or hand over to state council upon demand.

61. Books and records - property of the association

- (1) The minutes, books, financial records and any other deeds, policies, certificates, correspondence or other documents of the association shall be and remain the property of the association.
- (2) If for any reason at any time any such documents are not in the possession of or under the control of the state council they shall upon written demand signed by an authorised representative of the association be handed over to the state council by the person for the time being having custody of such documents.
- (3) Pursuant to the *Associations Incorporation Act (NSW) 2009* s28.(5) within 14 days after vacating office, a former member of state council must ensure that all documents in their possession that belong to the association are delivered to the public officer for delivery to their successor.

62. Custody of books and records – public officer

- (1) Except as provided at clause 63, the public officer shall keep in his custody or under his control all records, books and documents relating to the association.

63. Custody of financial books and records - treasurer

- (1) The Treasurer shall be responsible for the custody and control of the association's financial records and books of account.

64. Inspection of registers, books, records etc

- (1) Subject to the *Privacy and Personal Information Protection Act 1998 (NSW)* and the bylaws, the following shall be open to members' inspection:
 - (a) the registers of the association's members and of state council members, and
 - (b) the association's records, books and financial documents, and
 - (c) this constitution, and
 - (d) minutes of all state council and sub-committee and general meetings.

65. Audit of annual financial statement

- (1) As prescribed by the Regulation, the annual financial statement and revenue account of the association shall be duly audited.

66. Auditor - appointment of

- (1) The auditor of the association shall be appointed at an annual general meeting.

67. Auditor – qualification and independence of

- (1) The auditor shall be appropriately qualified and independent of the association and shall not be a member of state council or closely related to any member of state council.

68. Auditor - information from the treasurer

- (1) The treasurer shall provide all information required by the auditor, and shall prepare an annual income and expenditure statement and an annual balance sheet up to the end of the financial year of the association.

69. Auditor - report to annual general meeting

- (1) The auditor shall examine all accounts, vouchers, receipts, books and other relevant records for the financial year and shall furnish a report thereon to the annual general meeting of the association.

70. Auditor - attendance at annual general meeting

- (1) The auditor shall be entitled or may be invited to attend and to speak at the annual general meeting of the association.

71. Auditor - casual vacancy of

- (1) If the auditor becomes incapable of or disqualified from acting, or in the case of a vacancy by death, resignation or otherwise, the state council shall appoint another auditor to fill the office until the next annual general meeting.

72. Appointment of trustee

- (1) Should a non-incorporated branch have assets or property that are subject to the *Trustee Act 1925*, the branch shall appoint a trustee(s) as prescribed in the *Trustee Act 1925*.

73. Financial report to national council

- (1) The annual financial reports duly audited shall be sent to the treasurer of the national council within thirty (30) days of the annual general meeting of the association.

Part 8. Branches

74. Establishment of a Branch

- (1) State council may from time to time establish a branch either consisting of members bound together by kindred interests or in any district of New South Wales.

75. Application to Form a Branch

- (1) An application to form a branch shall be made in writing to the state council by not less than ten (10) members of the association.
- (2) On approval by state council of such an application, the members concerned shall take the actions stipulated in the bylaws.

76. Governance and management – unincorporated branch

- (1) This constitution is the constitution of all unincorporated branches within the association.
- (2) Each branch shall be responsible for the conduct and management of its own business affairs, property and assets.
- (3) Each branch shall elect or appoint a branch committee which shall meet to exercise the powers, authorities and discretions prescribed in this constitution.
- (4) The branch members shall meet in general meeting not less than once per year acting in accordance with and resolving the matters prescribed in this constitution.
- (5) A branch that is unable to govern or manage its affairs in accordance with this constitution may seek the assistance of the State council

77. Governance and management – incorporated branch

- (1) If a branch incorporates under the *Associations Incorporation Act (NSW) 2009*, it shall be independently and fully responsible for its own governance and management, and no liability shall be incurred by the association for any act of that branch.
- (2) The provisions of clause 77.(1) notwithstanding, the association permits an independently incorporated branch to enjoy the title of branch of the association with the proviso that the independent branch shall do nothing that is prejudicial to the good standing of the association.
- (3) Should an independently incorporated branch do any action that prejudices the good standing of the association, the association shall immediately after becoming aware of the action give notice pursuant to clause 18 that it intends to investigate the action and on passage by members of a special resolution to progress the matter as a dispute.

78. *Winding up a branch*

- (1) If a branch ceases to function or if a majority of its members vote in a general meeting to wind up the branch and fail to make a determination on the disposal of its assets, state council shall have the authority to take control of the property and assets of the branch.

Part 9. Honours and awards

79. *Honours and awards available*

- (1) The following honours or awards shall be available:
 - (a) National level:
 - (i) National President's Commendation. Pursuant to s29(a) of the national constitution, where a member has performed outstanding service to the association over a period of ten (10) years or has provided exceptional service by performing a particular task or project of direct value in achieving the association's objects, the member may be nominated for the award of the national president's commendation.
 - (ii) Certificate of Merit. Pursuant to s30(a) of the national constitution, where a member has performed not less than seven (7) years meritorious service of direct value in achieving the association's objects and has been a financial member for a period of ten (10) years, the member may be nominated for the award of the certificate of merit.
 - (iii) Testimony of Appreciation. Pursuant to s31(a) of the national constitution, where a person is entitled to recognition for services to the association, the person may be nominated for the award of the testimony of appreciation. For the purpose of this clause a 'person' shall be deemed to include a member or non-member of the association, or another association, or an organisation or a corporation.
 - (b) State level:
 - (i) Life Membership. A member who has been financial for an aggregate period of fifteen (15) years or more and has performed at least ten years outstanding service to the association may be nominated for the distinction of life membership.
 - (ii) Certificate of Appreciation. A member who has performed meritorious service to the association may be nominated for the award of the certificate of appreciation.

- (iii) Long Service Awards. A member of the association who has been financial for an aggregate period of 15, 25, 35, 45 and 50 years and each ten years thereafter shall be eligible for the long service award on completion of each of those periods of service.

Part 10. Miscellaneous

80. *Change of name, objects and constitution*

- (1) Change of the association's name, objects or constitution shall be resolved only by special resolution and require the majority prescribed in the Act.
- (2) The public officer shall be responsible for making an application to the Director-General for registration of a change in the association's name, or objects, or constitution.

81. *Affiliation*

- (1) On the majority of members' vote at general meeting, the association shall invite or approve a request for affiliation by any organisation of ex-air force personnel that has similar objects to, and offers membership rights, obligations, privileges or benefits similar with those of, the association.
- (2) The affiliation shall take effect on the entry of both parties into an understanding in writing that is mutually acceptable to the majority of the members of each party, and be liable to termination at a time and in the manner pursuant to the understanding.

82. *Service of notices*

- (1) Unless the contrary is proved, a notice is taken to have been given or served as follows. For a notice:
 - (a) given or served personally: on the date it is received by the addressee; and
 - (b) sent by pre-paid post: on the date it would have been delivered in the ordinary course of post; and
 - (c) sent by facsimile or other electronic transmission:
 - (i) on the date it was sent, or
 - (ii) if the transmitting machine produces a report indicating a later date, on that date.

83. Compliance with relevant legislation

- (1) The association shall comply with the provisions of the following Acts and the related Regulations or all amending Acts or Regulations that shall be applicable from time to time, including but not limited to:
 - (a) *Privacy and Personal Information Protection Act 1998 (NSW)*.
 - (b) *Charitable Fundraising Act 1991*.
 - (c) *Australian Charities and Not For Profit Commission Act 2012*.

84. Authorisation of practitioners

- (1) All practitioners must be trained in the manner prescribed by the VITA protocols and assessed by the association as competent to provide services and support to members of the association and other persons on behalf of the association.
- (2) All practitioners must be authorised by the association before being indemnified under the VITA professional indemnification insurance policy.
- (3) The association shall at a general meeting of the association resolve to authorise a practitioner.

85. Bylaws

- (1) The association may at a state council meeting resolve to create, amend or rescind bylaws to ensure the good governance of the association.
- (2) The bylaws shall have the same force and effect as this constitution provided that wherever an inconsistency exists this constitution has precedence.

86. Implementation planning

- (1) The association may at a general meeting of the association resolve to create, amend or rescind a five year rolling strategic plan. Such plan will detail how the objects of the association will be progressed, the intermediate outcomes to be achieved, the milestones for achievement of each intermediate outcome, and the periodicity of review.
- (2) The association may at a general meeting of the association resolve to create, amend or rescind an annual business plan and budget to define the specific actions to be taken, the financial and other resources allocated, the person(s) responsible for the action(s), and the key performance indicators in furtherance of the five year strategic plan.

87. Dissolution

- (1) In the event of the association being dissolved the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be

transferred to another organisation with similar purposes that is not carried on for the profit or gain of its individual members.

- (2) Should the association be dissolved the association shall do nothing before or during or intend to do after the dissolution anything that may jeopardise the association's not-for-profit status.