



CONSTITUTION
OF THE
AIR FORCE ASSOCIATION –
SOUTH AUSTRALIAN DIVISION
INCORPORATED
(Incorporated 2nd January 1947)

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**AIR FORCE ASSOCIATION –
SOUTH AUSTRALIAN DIVISION
INCORPORATED**

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AIR FORCE ASSOCIATION –
SOUTH AUSTRALIAN DIVISION
INCORPORATED
CONSTITUTION

PREAMBLE

1. As a not for profit organisation, The Air Force Association Ltd is the peak veterans support organisation for Air Force and ex-Air Force members and their families in Australia. As the peak body, it is recognised by Government and other veterans' organisations as the representative organisation for serving and ex-serving members, with a primary goal of providing assistance to fellow members. It does this through its four principal roles of Advocacy, Assistance, Commemoration and Heritage and Camaraderie.
2. As one of the oldest veteran support organisations, the Air Force Association has been influential in advocating for ex-RAAF members' needs resulting from service in World War 1, World War 2, post war Southeast Asia, peacekeeping operations and in more recent years, the high operational tempo of today's modern Air Force. Originally called the Australian Flying Corps Association, a Division was established in South Australia in 1930. With the advent of World War 2 and the return of RAAF members the title of the AFC Associations throughout Australia were changed to Air Force Associations in 1943.
3. In 1984 the name of the association changed to the RAAF Association. This was followed in 1995 by the National Council adopting the title of the Australian Flying Corps and Royal Australian Air Force Association Incorporated. In 2017 the Association reverted to Air Force Association.
4. The Air Force Association is a federation of seven separate Divisions, one in each state and the ACT, with a governing Board. A total of 41 branches have been established at various times within the South Australian Division, but at the date of this Constitution only four continue to exist.

PART 1 - PRELIMINARY

NAME

1. The name of the Association shall be:

AIR FORCE ASSOCIATION – SOUTH AUSTRALIAN DIVISION INCORPORATED

Hereinafter referred to as "this Association"

SHORT TITLE

2. The short title of this Association shall be:

AFA (SA)

DEFINITIONS

3. In this Constitution:
 - (1) "Advocate" means to put a case on someone else's behalf/publicly recommend or support;
 - (2) "Air Force" means the Royal Australian Air Force;
 - (3) "Air Force Family" means serving and ex-serving members of the Air Force and their

dependants;

- (4) "Division" means a State Division of the Air Force Association Limited;
- (5) "Financial member" includes an ordinary member, a Life Member, and a Fully Subscribed Member;
- (6) "National Board" means the National Board of the Air Force Association (AFA) Limited;
- (7) "National Executive" means the Executive of the National Board of the Air Force Association Limited;
- (8) "The Act" means the *Associations Incorporation Act 1985* and the Regulations made under that Act;
- (9) "Well-being" means the experience of health, happiness, and prosperity.

INTERPRETATION

4. In this Constitution:

- (1) Every word in the singular number includes the plural and vice versa;
- (2) Every word implying a particular gender includes the other genders; and
- (3) Unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.
- (4) Unless the contrary intention appears, a requirement that a notice or document is forwarded will be met if it is sent to the person or body by post to the registered address or sent by electronic means in a form by which it can readily be read and reproduced.

OBJECTS AND PURPOSES

5. The objects and purposes for which this Association is established are, for the benefit of and in the interest of members, to:
- (1) Advocate for and support the Well-being of all members of the Air Force Family.
 - (2) Support the Air Force, its history, heritage and traditions.
 - (3) Honour the life, service and memory of Air Force members.

POWERS

6. The powers of this Association shall include all of the powers conferred by Section 25 of the Act PROVIDED THAT such powers are exercised in the interests of this Association and its members, in furtherance of the objects and purposes of this Association as set out in this Constitution.

RESPONSIBILITY OF THIS ASSOCIATION

7. This Association is a division of the Air Force Association Limited and is subject to the applicable rules prescribed from time to time by the National Board.

APPLICATION OF ASSETS

8. The income and assets of this Association shall be applied solely towards the attainment of the objects of this Association, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of this Association **PROVIDED THAT** any member of this Association may be paid or reimbursed for expenses properly incurred on behalf of the Association.

PART 2 - MEMBERSHIP

MEMBERSHIP CLASSES

9. (1) Subject to this Constitution, persons of good character may apply for membership of this Association in one of the following membership classes:
 - (a) Ordinary member.
 - (b) Life member.
 - (c) Service member.
 - (d) Corporate member.
 - (e) Honorary member.
 - (f) Associate member.
 - (g) Junior member.
- (2) The membership type called Fully Subscribed Member is no longer available but some current members are still fully subscribed members. From 1977 to 1998 financial members of this Association who were declared Totally and Permanently Incapacitated were able to be admitted into this membership type. They have the same status, rights and obligations of an ordinary member but are not required to pay an annual subscription.

ORDINARY MEMBERSHIP

10. (1) A person of good character may apply on the nomination form to be an ordinary member of this Association.
- (2) To be admitted as an Ordinary Member the person must:
 - (a) Be 18 years of age or over;
 - (b) Have completed and submitted the membership application form in writing;
 - (c) Subscribe to the Objects/Purposes (found on the application form);
 - (d) Have formally agreed in writing to follow the rules of this Association;
 - (e) Have paid the annual subscription (if any) set from time to time by State Council; and
 - (f) Be accepted as an ordinary member by State Council.
- (3) Each ordinary member has the right to vote; the right to be given notice of and attend general meetings and be heard at general meetings; the right to access accounting records and other documents of this Association in accordance with clause 68 of this Constitution; and the right to nominate and hold office in this Association.

LIFE MEMBERSHIP

11. (1) Any member who has provided conspicuous and valuable services to this Association may be recommended by State Council for the distinction of Life Membership.
- (2) Whenever it is proposed that Life Membership be conferred on a member, a notice of such proposal supported by a written recommendation setting out the history in and service to this Association by the member proposed, shall be forwarded at any time to the State Secretary for consideration by State Council.
- (3) State Council shall consider all such proposals for Life Membership and shall forward to the National Board in writing its recommendations for endorsement of an award of Life Membership in the case of those proposals it has approved.

- (4) In the event that a proposal for Life Membership be not approved by State Council for endorsement by the National Board, the proposal may be resubmitted at a later date to State Council for fresh consideration.
- (5) The total number of awards of Life Membership granted to members of this Association in each year shall be as prescribed from time to time by the National Board.
- (6) In the case of a member becoming a Life Member, he shall have the rights and obligations of an ordinary member, other than the obligation to pay an annual subscription or levy.

SERVICE MEMBERSHIP

12. (1) A person serving in the Australian Defence Force may, during that service, apply to be a Service Member of this Association.
- (2) A person serving in an Allied Defence Force as a Liaison or Exchange Officer to the Australian Defence Force may, during that service and attachment, apply to be a Service Member of this Association.
- (3) A Service Member is not required to pay an annual subscription fee and is not entitled to vote or hold office.

CORPORATE MEMBERSHIP

13. (1) A business operating within Australia may apply to State Council to be a Corporate Member.
- (2) The nominated representative(s) of a Corporate Member may attend any General Meeting or event, can speak at a general meeting with the permission of the Chair but not be entitled to vote or hold office.

HONORARY MEMBERSHIP

14. (1) Any person who, in the opinion of State Council, is entitled to such distinction, for whom membership would be meaningful and helpful to this Association, may be admitted by State Council as an Honorary Member for such time as State Council may determine.
- (2) Any Honorary Member:
 - (a) Must be 18 years of age or over;
 - (b) Shall not pay an annual subscription or levy;
 - (c) Has no right to vote and no right to be elected as an office bearer but may be heard at meetings of this Association with the permission of the Chair; and
 - (d) Has all of the other rights and obligations of membership as found in this Constitution and in the By-laws.

ASSOCIATE MEMBERSHIP

15. (1) A person who is not eligible for any other class of membership may apply on the nomination form to be an associate member of this Association.
- (2) An Associate Member:
 - (a) Must be 18 years of age or over;
 - (b) May not pay an annual subscription or levy, as determined from time to time by State Council;
 - (c) Has no right to vote and no right to be elected as an office bearer but may be heard at meetings of this Association with the permission of the Chair; and

- (d) Has all of the other rights and obligations of membership as found in this Constitution and in the By-laws.

JUNIOR MEMBERSHIP

16. (1) Young persons between the ages of eight and eighteen years who are members of Australian Air Force Cadets, The Australian Air League or similar youth organisations and other young persons interested in aviation, may apply to be enrolled as Junior Members of this Association.
- (2) The rights and obligations of Junior Members shall be as declared from time to time by the National Board.

PART 3 – MEMBERSHIP CONSIDERATIONS

APPLICATION FOR MEMBERSHIP

17. (1) Any person desiring to be a member of this Association must apply on the prescribed form of application to the State Council or Branch Committee, as the case may be.
- (2) An applicant must declare that he or she will abide by the provisions of this Association's Constitution and By-laws/
- (3) State Council or a Branch Committee shall have power to accept or reject an application whether the applicant has complied with the requirements in Part 2 or not. Members of State Council or a Branch Committee are not required, nor can they be compelled to provide, any reason for rejection. Any person refused admission to membership by State Council or a Branch Committee may appeal to the National Board against the decision and the decision of the National Board shall be final.
- (4) Upon a proposal for membership being properly submitted and accepted and the applicant paying the required subscription, the person named in the form of application shall, as soon as possible, be notified in writing of acceptance.
- (5) The State Council or a Branch Committee shall cause the applicant's name and address to be entered in the Register.
- (6) An applicant becomes a Member and is entitled to exercise the rights of membership when the applicant's name is entered in the Register.
- (7) If an applicant is rejected for membership, the applicant must be notified in writing as soon as practicable.

MULTIPLE MEMBERSHIP

18. (1) An ordinary member may be a member of more than one Branch of this Association.
- (2) A Multi Member, except one who is a Life Member, shall pay to each additional Branch of which he is a member, an annual fee which shall be retained by the Branch. This annual fee shall be twenty-five percent (25%) of the annual subscriptions as from time to time determined by State Council.
- (3) Subject to sub-clause (4), a Multi Members shall be entitled to all rights, benefits and privileges and be subject to all obligation of membership in the Branch in which Multiple Membership has been granted.
- (4) This Association may by Special Resolution passed at an Annual General or Special Meeting of members (which resolution may be rescinded or varied from time to time) resolve not to admit Multiple Members.
- (5) A financial member of another Division of the Air Force Association may be recorded as a Multiple Member of this Association. No subscriptions will be collected or paid in respect of the member.

GENERAL REGISTER

19. (1) A record (called the General Register) of all members of this Association shall be kept by the State Secretary and such General Register shall contain the name, address, date of commencement of membership, and such other particulars of each member as State Council may from time to time require.
- (2) Members must provide this Association with the details required by the Association to keep the register complete and up to date.

ANNUAL SUBSCRIPTIONS

20. (1) Annual subscriptions are payable for membership classes as set out in this Constitution at the rate from time to time prescribed by State Council **PROVIDED HOWEVER THAT** any admitted to membership after 30 September in any year may pay a sum equivalent to one hundred percent (100%) of the annual subscription to cover the balance of the year in which he joins and the next ensuing year.
- (2) Each annual subscription shall be payable in advance by each member on or before 1 January in each year commencing 1 January and expiring on 31 December next following **PROVIDED HOWEVER THAT** a member shall be deemed to be in default so as to cease to be a member of this Association until after the last day of March in each year.
- (3) State Council shall pay to the National Board not later than sixty days after receipt of each annual subscription a capitation fee equivalent to twenty-five percent (25%) thereof in respect of each member whose name is entered on the General Register of this Association.
- (4) State Council shall pay to any properly constituted Branch as a capitation fee, twenty-five percent (25%) of each subscription paid by each member to this Association and whose name is entered on the register of such Branch.
- (5) Where a Branch receives a subscription from a member it shall pay to State Council seventy-five percent (75%) of such subscriptions and retain twenty-five percent (25%) of such subscription by way of capitation fee.

RIGHTS OF MEMBERS

21. (1) Each Member has:
- (a) The rights conferred on the Member according to the membership type the Member is admitted to;
 - (b) The right to notice of meetings and to attend general meetings of all types as someone who can speak and vote or someone who can attend and observe as well as speak, providing leave to do so is granted by the Chair; and
 - (c) The right to access certain documents;
 - (d) In certain membership types, the right to nominate to hold formal roles in this Association and thus be part of the Association's governance framework; and
 - (e) The right to not be oppressed.
- (2) In some cases, each member has access to certain benefits offered at the time membership was taken out or subsequently offered by an amendment to this Constitution or by-laws.

OBLIGATIONS OF MEMBERS

22. (1) Each Member must:

- (a) Treat all staff, contractors and representatives of the Association or branch (as the case may be) with respect and courtesy at all times;
 - (b) Maintain and enhance the standards, quality and reputation of both the Association and branch (as the case may be);
 - (c) Not act in a manner unbecoming of a member or prejudicial to the objects or the interests or reputation the Association or branch (as the case may be); and
 - (d) Pay any required annual subscriptions.
- (2) This Constitution forms a contract between each of the members and the Association or branch (as the case may be) and each member is bound by this Constitution and By-laws.

RESIGNATION

23. A member may resign his membership by sending his resignation in writing to the State Secretary or the Secretary of the Branch in which he is enrolled or may tend the resignation verbally to an officer of State Council or the said Branch, at the same time returning his membership badge.

SUSPENSION AND EXPULSION

24. (1) Any member who has infringed this Constitution or By-laws, including the non-payment of his annual subscription as and when due, or who is acting or who has acted in a manner considered by the State Council to be contrary to the interests of this Association may, either on the initiative of State Council or on consideration of a report made thereto by any members of this Association, be expelled from membership of this Association, or be suspended for such period as State Council may think fit.
- (2) In particular, any member may be expelled whom State Council considers to be a member of or associated with any body or organisation, any of whose objects or activities are inconsistent with or subversive to the social, political or governmental institutions of the Commonwealth of Australia, or to have expressed views in sympathy with such objects or activities.
- (3) State Council alone, shall have power to deal with any charge against a member involving the penalty of suspension or expulsion, at a Special Meeting of State Council convened for the purpose by not less than twenty-one days' notice in writing to such member, specifying the nature of the charge and the time and place of such State Council meeting and notifying that the member may attend such meeting for the purpose of being heard in defence of such charge, and PROVIDED HOWEVER THAT suspension or expulsion shall be effected only if seventy-five percent (75%) of State Council members are present and not less than Seventy-five percent (75%) of the votes exercised are in favour of the motion to suspend or expel. A member so expelled shall forfeit all claim to a return of the money paid by him to this Association by way of subscription. A member suspended or expelled from this Association by State Council may within fourteen days after the date of his suspension or expulsion appeal from the decision of State Council to the National Executive.
- (4) A Branch Committee may suspend a member against whom a charge has been preferred, for a period not exceeding sixty days, when a hearing by State Council is pending.
- (5) Membership of any Honorary Member may be cancelled by resolution of State Council for any cause which State Council may think fit and without giving any reason.
- (6) No member or person whose membership has been suspended or cancelled shall be entitled to commence or prosecute any action or legal proceeding for defamation against any member of this Association who made a complaint, or who gave evidence thereon (verbally or in writing), or who exercised any power or duty as an executive

officer or as a member of State Council, or as a member of any committee, it being a condition of membership of this Association that all complaints, notices, letters evidence and other matters arising under or incidental to any complaint, and the hearing and determination thereof, and all proceedings and utterances at any State Council meeting, Branch Committee meeting and General and Special Meetings in connection therewith, shall be privileged and protected accordingly, and should an action or legal proceedings be taken as aforesaid, this rule may be pleaded as an absolute bar thereto.

- (7) A member may not be expelled under this clause unless the member has been afforded natural justice.

REINSTATEMENT

25. (1) Any suspension or expulsion may be at any time revoked or modified by State Council.
- (2) No person shall be reinstated on any Register until he has paid all arrears of subscriptions which would have become due had he remained a member PROVIDED HOWEVER THAT State Council may in its absolute discretion waive or reduce the amount payable.

RESOLUTION OF INTERNAL DISPUTES

26. (1) Disputes between members (in their capacity as members) of this Association, and disputes between members and this Association shall be subject and be decided upon by mediation.
- (2) State Council may establish procedures governing the hearing and determination of disputes, protests or complaints by or against members and any other matter involving the enforcement of this Constitution and By-laws.
- (3) All proceedings relating to cases falling under this clause must be conducted according to the rules of natural justice.

LAPEL BADGES

27. (1) A badge shall be issued to every member but such badge shall be returned to State Council upon the holder ceasing to be a member.
- (2) Any member losing his badge may be issued with a new badge at a cost to be fixed by State Council.
- (3) Any member whose badge has been damaged may, upon returning the badge to the State Secretary, be issued with a new badge at a cost to be fixed by State Council.
- (4) A Life Membership badge shall be presented to each member becoming a Life Member.

PART 4 – ASSOCIATION AWARDS

DISTINGUISHED SERVICE AWARD

28. (1) This Association, in addition to any awards made by the National Board, shall have a State award known as the Distinguished Service Award. Any member whom this Association desires to honour other than granting the distinction of Life Membership, or the award of a Certificate of Merit may be awarded a Distinguished Service Award. This award can be conferred at any time.
- (2) A Distinguished Service Award shall only be awarded to a member who has given outstanding service to this Association over a period of at least ten years, except in special cases. All proposals for such award shall be made by a written

recommendation, setting out the history in service to this Association or a Branch given by the member proposed for the award. All such recommendation may be received by State Council at any time.

- (3) Distinguished Service Awards shall be granted on the recommendation of the State Executive to State Council, provided that any such recommendation is then approved, and the awards are confirmed by a Special Resolution of State Council. Distinguished Service Awards may be awarded at any time.

CERTIFICATE OF MERIT

29. (1) Any member whom this Association desires to honour other than by granting the distinction Life Membership may be recommended by State Council for the award of a Certificate of Merit.
- (2) The provisions of Clause 11 sub-clauses (3), (4), (5) and (6) shall apply to proposals for the award of a Certificate of Merit **PROVIDED HOWEVER THAT** in all cases the words "Life Member" shall read "a Certificate of Merit".

TESTIMONY OF APPRECIATION

30. (1) A person (and for the purpose of this clause the word "person" shall be deemed to include an Association, Corporation, member, or non-members) whom this Association desires to honour in recognition of his service to this Association, may be awarded a Testimony of Appreciation by the National Board.
- (2) The Provisions of Clause 11 sub-clause (4) and (5) shall apply to proposals for the award of a Testimony of Appreciation **PROVIDED HOWEVER THAT** in all cases the words "Life Membership" shall read "a Testimony of Appreciation".

FIFTY YEAR CERTIFICATE

31. Fifty Year Certificate. This award is issued by the National Board on the recommendation of State Council. State Council is to maintain a record of service for all State members and advise the National Board of the name and periods of service that establishes the qualifying time for the award. Qualifying time need not be continuous.

PART 5 - ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS OF MEMBERS

ANNUAL GENERAL MEETINGS

32. (1) The Annual General Meeting of financial members of this Association shall be held each year in the month of October.
- (2) The State Council shall fix the place, date, and time of the Annual General Meeting. At least twenty-one days' notice of the meeting, in writing, shall be given to all members, together with a specific invitation to attend and vote at the meeting, with copies of the notice being given to all Branch Secretaries. The notice shall include the Agenda, and the nominations received for positions on the State Council and for Auditors and any Notice of Motion received. Such notices may be forwarded direct to members, or by arrangement with Branches, may be forwarded by Branch Secretaries to all members of their Branches.
- (3) The business to be conducted at each Annual General Meeting shall include: -
 - (a) Confirmation of the minutes of the (a) previous Annual General Meeting, and of any Special General Meeting held since that meeting.
 - (b) Presentation and consideration of the Annual Reports and Financial Statements, and their adoption or otherwise.

- (c) Election of members of State Council for the ensuing year.
 - (d) Endorsement of Auditors for the ensuing year.
 - (e) Consideration of any matters of which Notice of Motion has been given in accordance with this Constitution; and
 - (f) Any other General Business.
- (4) Nominations for position on State Council, and any Notices of Motion to be considered at an Annual General Meeting shall be in writing and must be received by the State Secretary at least four weeks before the date of the Annual Meeting. Such nomination must be signed by two financial members and by the member nominated. Notices of Motion must clearly set out the motion to be moved with the reasons for presenting it and must be signed on behalf of a Branch Committee, or by at least ten financial members.
 - (5) The State President, or in his absence, a State Vice President, shall be chairman at all Annual General Meetings, and shall be entitled to a deliberative vote, and in the event of an equality of votes, to a casting vote.
 - (6) All matters for decision at an Annual General Meeting shall be properly proposed and seconded and shall be decided on a show of hands unless a poll is requested by at least ten percent of the members present.
 - (7) If more nominations for position on State Council are received than are required, the election for those positions shall be decided by a ballot conducted by two scrutineers appointed by the meeting.
 - (8) Proxy or postal votes shall be permitted at any Annual General Meeting of this Association if received by the Secretary two weeks before the scheduled meeting.
 - (9) At the Annual General Meeting or Special General Meeting of this Association at which this Constitution is adopted by the members, all positions on State Council shall be declared vacant, and thenceforth the management of the business and affairs of this Association and the control and custody of its funds shall be vested in the State Council elected at that meeting.

SPECIAL GENERAL MEETINGS

33. (1) Special General Meetings of financial members of this Association shall be called by the State Council whenever it considers matters of sufficient importance have arisen which it considers warrant the calling of such a meeting, or whenever a requisition in writing, signed by at least fifteen financial members or 5% of the current financial members of the Association, whichever shall be the lesser, or whenever such a requisition from at least two Branches, for such a meeting and specifying clearly its objectives, is received by the State Secretary.
- (2) All Special General Meetings shall be called for a date within two months from the State Council decision to call such a meeting, or from the date of receipt by the State Secretary of a requisition in writing as prescribed in the preceding sub-clause.
- (3) The State Secretary shall forward notice of every such Special General meeting to all financial members of this Association, giving at least twenty-one clear days' notice specifying clearly the place, date and time of the meeting, and the objective and business to be discussed at the meeting. Only the business so specified may be dealt with at the meeting. Such notices may be forwarded direct to members, or by arrangement with Branches, may be forwarded by Branch Secretaries to all members of their Branches.
- (4) The quorum at all Special General Meetings shall be fifteen financial members, or 5% of the current financial membership of the Association, whichever shall be the lesser, present and voting in person. If a quorum is not present within fifteen (15) minutes of

the time for which the meeting has been called, those present shall fix a place, date, and time for another meeting to be held in its place, and those present at the replacement meeting shall constitute a quorum for that meeting.

- (5) The State President, or in his absence, a State Vice President, shall be Chairman at every Special General Meeting, and shall have a deliberative vote, and in the event of an equality of voting, a casting vote. If the President and Vice Presidents are all absent the member's present shall elect one of their number to be Chairman of the meeting.
- (6) Any amendment to, or replacement of this Constitution shall only be made after authorisation at an Annual General Meeting, or at a Special General Meeting called for that purpose, and then only after the passing of a resolution specifying the amendments by a majority of two thirds of those present and voting in person.

PART 6 - STATE COUNCIL

COMPOSITION AND ADMINISTRATION

34. (1) The State Council of this Association shall consist of:
 - (a) State President
 - (b) Two State Vice Presidents
 - (c) State Secretary
 - (d) State Treasurer
 - (e) Up to five other State Councillors
- (2) The State President, State Secretary and State Treasurer shall retire at the Annual General Meeting every year, but shall be eligible for re-election.
- (3) The two State Vice-Presidents shall each hold office for two years, retiring at the Annual General Meeting at the end of their second year on State Council, but shall be eligible for re-election.
- (4) All State Councillors other than President, Secretary and Treasurer shall hold office for two years, retiring at the Annual General Meeting at the end of their second year on State Council, but shall be eligible for re-election.
- (5) Regardless of subclauses (3) and (4), a State Vice-President or other State Councillor may be elected for only one year if necessary to facilitate staggered terms of office.
- (6) The State Vice-Presidents, State Secretary and State Treasurer may all hold more than one office on State Council.
- (7) All positions on State Council shall be honorary, but members shall be entitled to reimbursement of out-of-pocket expenses approved at a meeting of State Council.
- (8) The office of a member of State Council shall become vacant if that member:
 - (a) Dies.
 - (b) Submits a written resignation to State Council, which accepts the resignation, provided that such acceptance shall not be unreasonably withheld.
 - (c) Is absent from three consecutive State Council Meetings without consent of state Council;
 - (d) Becomes bankrupt or makes an arrangement with creditors;
 - (e) Becomes mentally ill and incapable of handling his or her own affairs;
 - (f) Ceases to be a financial member of this Association;
 - (g) Holds an office of profit in this Association;
 - (h) Is directly or indirectly interested in any contract or proposed contract with this

Association; or

- (i) Is removed from office by a Special Resolution of State Council, provided that the member shall be entitled to appeal to a Special General Meeting of members of this Association called for the purpose
- (9) A vacancy in State Council may be filled by the Council and the member so appointed shall hold office until the next Annual General Meeting.
- (10) State Council shall have and exercise such powers and discretions as are necessary to carry out the objects and powers of this Association set out in this Constitution, Including: -
 - (a) Managing responsibly the business and affairs of this Association for the benefit of, and on behalf of, members of this Association.
 - (b) Ensuring that correct financial accounts and administrative records showing the financial position, assets and liabilities, membership lists and other relevant information are maintained.
 - (c) Effecting and maintaining all insurances that this Association, is required by law to maintain or are necessary to safeguard the Associations interest.
 - (d) Ensuring that financial accounts and administrative records showing the financial position, assets and liabilities, membership lists and other relevant information are maintained.
 - (e) Carrying into effect all resolutions which have been passed at an Annual General Meeting of the Association.
 - (f) Whenever necessary, interpreting fairly and objectively the provisions of the Constitution.
- (11) Notwithstanding that a State Council member shall be a registered member of a Branch, he or she shall at all times act for the benefit of this Association and all of its members generally whilst in the execution of his or her duties as a State Councillor.
- (12) State Council shall hold a meeting not less than six times in each calendar year, at such times and places as it shall determine.
- (13) A meeting of State Council shall be called by the State Secretary on the instructions of the State President or at the written request of any five members of State Council. Written notice of such meeting shall be given to all State Council members at least seven days prior to the meeting unless all members agree to waive such notice.
- (14) The State President, or in his absence, a State Vice- President, shall preside at all meetings of State Council. If at any meeting neither the State President nor a State Vice President is present at the time appointed for the meeting, the members present shall choose one of their number to chair the meeting.
- (15) At meetings of State Council the number of Council Members whose presence is required to constitute a quorum is:
 - (a) if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
 - (b) if the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.
- (16) If a quorum is not present within fifteen minutes after the appointed time for a meeting, those present shall fix a date and time for another meeting to be held in its place, and those present at the adjourned meeting shall constitute a quorum for that meeting.
- (17) All questions and resolutions at State Council meetings shall be decided by a majority of the votes of those members present. The Chairman shall have a deliberative vote and in the event of an equality of voting, a casting vote.

- (18) The State Council may delegate to the State Executive the administration of the day-to-day affairs of this Association. In doing so it shall define the powers and responsibilities thus delegated to the State Executive and shall amend or modify these from time to time as it considers necessary or desirable.

STATE EXECUTIVE

35. (1) The State Executive shall consist of:
- (a) The State President
 - (b) Both State Vice-Presidents
 - (c) The State Secretary
 - (d) The State Treasurer
- (2) The State Executive shall be responsible for the efficient administration of the day-to-day business and affairs of this Association, and for carrying into effect the decisions and directions of the State Council. State Executive shall meet as often as may be necessary to discharge its responsibilities, and to maintain and uphold this Constitution and By-laws.
- (3) Whilst the State Executive shall be responsible to, and subject to the directions of State Council, no such direction shall invalidate any prior actions of the State Executive in carrying into effect such decisions and directions of the State Council which were within authority previously delegated to it by the State Council, and were carried out in good faith.
- (4) With the prior approval of State Council, the State Executive may delegate to one or more of its members, or to sub-committees' appointed by State Executive and chaired by one of its members, such of its functions as it sees fit, provided that such delegation is accompanied by a clear definition and communication of the authority and responsibility's involved.

DELEGATION BY STATE COUNCIL TO SUB-COMMITTEES

36. (1) State Council may delegate to one or more sub-committees, consisting of at least one member of State Council, and such other members of this Association as State Council sees fit, the exercise of such of the functions of State Council as it may specify from time to time by formal resolution, other than:
- (a) The power of delegation, and
 - (b) A function which is a duty imposed on State Council by the Act, or by any other law or authority.
- (2) The authority and responsibility' delegated to such sub-committees together with the purpose and objectives of such delegation shall be clearly defined and communicated to each sub-committee at the time of delegation.
- (3) Any function delegated to sub-committee under this clause, may be exercised by the sub-committee until the delegation is revoked or the terms of the delegation are amended by State Council.
- (4) A sub-committee may meet and adjourn as it thinks proper.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause shall have the same force and effect as if it had been done or suffered by State Council itself.
- (6) The Chairman of each sub-committee appointed by State Council shall report upon the progress and status of his sub-committee's project to each meeting of State Council.

BY-LAWS

37. (1) State Council shall have power from time to time to make By-Laws that are not inconsistent with this Constitution for the efficient working of the Association, and to alter, amend or rescind any By-Law as may be necessary.
- (2) A record of all By-Laws shall be maintained by the Secretary and shall be available for inspection by members.

PART 7 - BRANCHES

ESTABLISHMENT BY STATE COUNCIL

38. (1) State Council may from time to time establish a Branch consisting of members of this Association with kindred interests in any district in South Australia.
- (2) A Branch shall consist of at least ten members unless otherwise determined by State Council.
- (3) Upon receipt by the State Secretary of an application to form a Branch, State Council shall consider the application, and may give permission for the Branch to be formed.
- (4) The decision of State Council as to the formation of a Branch, its name, or any matter relating thereto shall be final.
- (5) Any Branch so formed shall upon formation be bound by this Constitution and By-laws and shall be established for the objects set out herein until such time as the Branch has its own constitution approved.
- (6) Any queries which may be raised by Branches as to admission of members, interpretation of rules or similar matters shall be referred to State Council. That part of this Constitution Governing State Council may, where applicable, also govern each Branch.
- (7) State Council may at any time in its discretion excise from any Branch formed in any district or town, any portion thereof, and add such portion to any other Branch, or include it in a new Branch **PROVIDED THAT** no such action shall be taken without prior consultation with the Branch or Branches concerned.
- (8) On the establishment of a Branch by State Council, the Branch shall be issued with a Charter by State Council, which establishes and constitutes the Branch as a Branch of the Air Force Association – South Australian Division.
- (9) A Branch established and constituted by a Charter under sub-clause 8 will remain a Branch of the Air Force Association – South Australian Division until such time as the Charter is withdrawn by State Council or surrendered by the Branch.

RESPONSIBILITY OF UNINCORPORATED BRANCHES

39. (1) If a Branch has not become an incorporated association under the provisions of the *Associations Incorporation Act 1985*, this Constitution and By-laws shall apply in all respects to that Branch.
- (2) Each Branch shall be responsible for the conduct and management of its own business affairs, property and assets, and State Council shall not have any control over such property and assets of a Branch, unless State Council determines that special circumstances have arisen which, to protect the interests and reputation of the Association justifies State Council becoming involved, and if necessary, taking control of the property and assets of that Branch while such special circumstances continue to exist. Such action by State Council shall only be taken following a resolution to do so has been passed at a State Council meeting by a majority of two thirds of its members present and voting.

- (3) Clauses 40 to 48, 50 to 55, 57 and 58, 60 and 61, 63, 66 and 68 do not apply to a Branch that is incorporated under the *Associations Incorporation Act 1985*.

PROVISIONAL BRANCH COMMITTEE AND INAUGURAL MEETING

40. (1) On receipt of State Council permission to form a Branch, a provisional Branch Committee shall be formed, consisting of a Chairman, a Secretary and at least three other members, who shall advertise as widely as possible that a Branch of this Association is being formed, and then shall call together an inaugural meeting of the members and intending members of this Association.
- (2) At such an inaugural meeting, the members present shall elect a Branch Committee consisting of a Branch President, at least one Vice-President, a Secretary, and a Treasurer, and up to ten other members.

ELECTION OF BRANCH COMMITTEE

41. (1) The President, Vice-President, Secretary and Treasurer of Branch Committees shall retire annually, but all other members of the Branch Committees shall retire each second year. Subject to the provisions of clause 40 of this Constitution, they shall all be eligible for re-election.
- (2) No salaried officer of any Branch shall be eligible for membership of any committee.
- (3) All retiring members of Branch Committees shall retain office until the election of their successors, or until they fail to be re-elected or they vacate their office in accordance with the provisions of clause 42 of this Constitution.
- (4) No person shall be elected to a Branch Committee unless he is a financial member of this Association at the time of his election.
- (5) The election of members of a Branch Committee whenever there is a contest for any position on the Committee shall be by secret ballot. The procedure for nomination of candidates for election, the mode of voting, the appointment of a returning officer and scrutineers, the declaration of a poll and generally as to all matters connected with elections shall be in accordance with the branch constitution, or if there is no Branch Constitution, with this Constitution.

VACANCIES AND REMOVAL FROM OFFICE

42. The office of a member of a Branch Committee shall be declared vacant by such Branch Committee or by State Council: -
 - (1) Upon death.
 - (2) If he sends to the Branch Committee his written resignation of the office.
 - (3) If he be absent from three consecutive meetings of the Branch Committee without the consent of such Committee.
 - (4) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (5) If he becomes mentally ill, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (6) If he be requested in writing by all the other members for the time being of the Branch Committee to resign, or if his office be declared vacant by Special Resolution of such Branch Committee **PROVIDED THAT** if he be so requested to resign or if his office be so declared vacant, he shall be entitled to appeal to a General Meeting of the members of his Branch.
 - (7) If he ceases to be a member of this Association, or

- (8) If his subscription be overdue for three months after the first day in January in any year.
- (9) Any vacancy in a Branch Committee may be filled at and by a meeting of the Branch Committee held as soon as practicable after the occurrence of the vacancy, and the member so appointed shall hold office until the next Annual General Meeting.

POWERS AND DUTIES OF BRANCH COMMITTEES

43. (1) The Committee of each Branch shall exercise the powers, authorities and discretions conferred on it, and be subject to the conditions imposed upon it by this Constitution, the Branch Constitution, and by any By-laws of the National Board or State Council.
- (2) A Branch Committee, in addition to any rights conferred on it by this Constitution and subject to any control which the National Board or State Council is thereby authorised to exercise shall have the following powers, duties and discretions regarding the affairs of the Branch.
- (3) It may at its discretion appoint such secretaries, officers, clerks, agents and servants of its Branch, for such duties and at such remuneration as it deems fit, and may require such security as it deems necessary and may at any time suspend or dismiss such secretaries, officers, clerks, agents or servants. It shall also from time to time appoint Bankers and Auditors and may appoint legal advisers to its Branch.
- (4) It may institute conduct, defend, compound or abandon any legal proceedings by and against its branch or the officers thereof or otherwise concerning the affairs of its Branch, and may compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against its Branch.
- (5) It may rent or purchase and furnish suitable premises for use by its Branch, and may sell or otherwise dispose of such assets.
- (6) It may take cognisance of anything affecting this Association or the conduct of members, and may report thereof to State Council

BRANCH EXECUTIVE

44. (1) The President of the Branch, the Vice-President(s), the Secretary and the Treasurer, or those appointed for the time being to act in their stead, shall constitute the Executive of such Branch and the Executive shall have the power to add to their number.
- (2) The Branch Executive shall carry into effect the directions of the Branch Committee, shall maintain this Constitution, and shall exercise such further powers as may be delegated to it by the Branch Committee.
- (3) The Branch Executive shall superintend such conduct and business affairs of this Association as may be delegated to it by this Constitution or State Council. It shall, however, be subject to any direction consistent with the provisions of this Constitution which may be given by a majority of the members of the Branch Committee, but such direction shall not invalidate any prior and otherwise valid action of the Branch Executive.

BRANCH COMMITTEE MEETINGS

45. (1) Each Branch Committee shall hold a Committee Meeting at least once in every three months at such time and place as it may determine. However, a Branch Committee Meeting may be called at any time by the Branch Secretary on the instructions of the President or of any three members of the Committee and at least four days' notice to each Committee member. Such notice may be waived, however, provided all members of the Committee consent to the waiver.
- (2) The Branch President or in his absence, a Vice-President, shall preside at all Branch Committee meetings. In the absence of both the President and Vice-President at the

time appointed for a Committee meeting, the Committee members present shall elect one of their number to be chairman of the meeting.

- (3) A quorum at Branch committee meetings shall be one third of the number for the time being constituting such Committee.
- (4) Any questions or resolution submitted to any meeting a Branch Committee shall be decided by a majority of the votes of the Committee members then present. The Chairman shall have a deliberative vote, and in the event of an equality of votes, a casting vote.

BRANCH ANNUAL GENERAL AND ORDINARY GENERAL MEETINGS

46. (1) Each Branch shall hold an Annual General Meeting of members of the Branch once in every year at such time and place as the Branch Committee shall determine.
- (2) In addition to the Annual General Meeting, each Branch may hold an Ordinary General Meeting or a Special General Meeting at any time, at which recommendations or directions may be made by the members to the Branch Committee.
- (3) At least twenty-one days before an Annual, Ordinary or Special General Meeting of a Branch, the Branch Committee shall notify all members of the time and place of the meeting and state the nature of the business to be transacted.
- (4) The quorum at a Branch Annual, Ordinary or Special General Meeting shall be such number as the Branch Constitution provides, or the Branch committee shall decide.
- (5) A Special General Meeting of a Branch may be called by the Branch Committee at any time it thinks fit, but shall also be called upon receipt by the Branch Secretary of a requisition in writing signed by at least five percent of the current financial members of the Branch, stating the purpose of the meeting and the resolution(s) proposed to be put to the meeting. The meeting shall be convened for the purpose specified and for no other purpose.

BRANCH TRUSTEES

47. (1) There shall not be more than three Trustees of each unincorporated Branch. The first Trustees shall be appointed by the Branch Committee and the property of the Branch other than cash, (which shall be under the control of the Treasurer) shall be vested in them to be dealt with as the Branch Committee shall from time to time direct by resolution, of which any entry in the Minutes Book shall be conclusive evidence. The Trustees shall be indemnified against risk and expense out of the Branch's property. The trustees shall hold office until death or resignation, or until removed from office by resolution of the Branch committee, who may for any reason which may seem sufficient to a majority of them present and voting at any meeting, remove any Trustee or Trustees from the office of Trustee.
- (2) If by reason of any such death, resignation, or removal it shall be necessary or expedient to the Branch Committee that a new or additional Trustee or Trustees be appointed the Committee shall by resolution nominate the person or persons to be so appointed. For the purpose of giving effect to such nomination, the President of the Branch is hereby nominated to appoint a new Trustee or Trustees of the Branch under the provisions of the *Trustee Act 1936* (as amended), and he shall by deed duly appoint the person or persons so nominated by the Branch Committee and the provisions of the said Act shall apply to any such appointment.
- (3) Any statement of fact in any such Deed of Appointment shall, in favour of a person dealing bona fide and for value with the Branch or the Branch Committee, and in favour of the Registrar-General, Crown Solicitor or other person registering or certifying title, be conclusive evidence of the fact so stated.

DISPOSAL OF ASSETS

48. If a Branch has ceased to function or votes in favour of winding up and has not or does not make any determination as to disposal of the Branch's assets subject to the provisions of Clause 8 of this Constitution, State Council shall have authority to determine what shall be done with the assets of the Branch.

PART 8 - GENERAL PROCEDURES

DIVISIONAL TRUSTEES - APPOINTMENT AND REMOVAL

49. The State Council may appoint Trustees to hold property on behalf of this Association generally. The State Council may at any time remove a Trustee or Trustees appointed by it and appoint a new Trustee or Trustees in the place of any Trustee or Trustees so removed, or of any Trustee or Trustees who may die or resign.

SPECIAL RESOLUTION

50. (1) A resolution is a Special Resolution if it is passed by a majority comprising not less than two thirds of the financial members present and voting in person at any Annual or Special General Meeting of the Association, a Branch, or State Council, providing that not less than twenty one days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this Constitution.
- (2) A Special Resolution must be passed by an Annual or a Special General Meeting of this Association, or of a Branch, or by a meeting of State Council, as the case may be, to give effect to any of the following matters: -
- (a) A change of the name of this Association, or of a Branch thereof,
 - (b) A change to the Constitution of this Association, or of one of its Branches,
 - (c) A change of this Associations' objects,
 - (d) To voluntarily wind up this Association and distribute its property and assets,
 - (e) A change of the venue and/or date of an Annual General Meeting as previously determined by an Annual General Meeting,
 - (f) The removal from office of a member of State Council, and
 - (g) In respect of such other matters as are specified in this Constitution, a quorum must be present at the General Meeting.

MINUTES OF MEETINGS

51. At all meetings of this Association, State Council or a Branch, minutes shall include:
- (1) All appointments of office-bearers and members of such State Council or Branch Committee,
 - (2) The names of members present at all such meetings, and
 - (3) Proceedings at all such meetings

ADMISSION TO MEETINGS

52. No person other than financial members shall be admitted to any meeting except in accordance with this Constitution, or with the express approval of the Chairman of the meeting concerned.

VOTING AND ELECTIONS

53. (1) A member must be a financial member to be entitled to vote on any question or to be reckoned in a quorum.
- (2) On a show of hands, every financial member present in person or by proxy and entitled to vote shall have one vote.
- (3) The Chairman shall have a deliberative vote and in the event of an equality of votes, a casting vote, which shall be cast in the negative.
- (4) All votes shall be given personally and voting by proxy is permitted but only where provided for under this Constitution. Where proxy voting is permitted, a member shall be entitled to appoint another financial member as his proxy provided the proxy is given on the form prescribed for the meeting and it is properly completed and signed by the giver.
- (5) A motion or amendment proposed and seconded at any meeting shall be put by the Chairman and decided by a majority of the members present on a show of hands and the declaration of the Chairman as to the majority shall be final, unless a poll be forthwith demanded by not less than five financial members present and entitled to vote at the meeting PROVIDED THAT no poll shall be taken as to the appointment of a Chairman or of scrutineers or the adjournment of a meeting. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than that on which the poll is demanded.
- (6) If a poll is demanded at any meeting, it shall be taken by straight voting and not by preferential voting and the Chairman shall declare the time and place for conducting the poll and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (7) At an Annual General Meeting at which a vote for the election of office-bearers of this Association or a Branch, or for the election of members of State Council or a Branch Committee is held, the names of the candidates for election to any office shall appear on or be written on to the ballot paper in the order in which they are drawn by lot. In the event of a tied vote for any position, the elected person shall be the candidate whose name is the first drawn by lot.
- (8) At a meeting of State Council at which recommendations are to be made:
- (a) to the National Board for Life Membership, the awards of Certificate of Merit, or Testimony of Appreciation; or
- (b) for the Distinguished Service Award;
- these matters maybe decided by ballot of the State Council members present at the meeting.

SCRUTINEERS

54. At any meeting at which a poll has been demanded, the members present shall appoint two scrutineers, who shall open and examine the voting papers, report to the members the result of the voting and hand to the Returning Officer a properly prepared and signed statement of the voting. Such report shall be conclusive as to the result of the poll and the scrutineers' report shall be tabled at the meeting.

RETURNING OFFICER

55. Elections conducted in accordance with this Constitution shall be conducted by a Returning Officer appointed by the members present at the meeting, who shall report to the members the result of the election.

PART 9 - FUNDS

SOURCE OF FUNDS

56. The funds of this Association shall be derived from the subscriptions of member donations, grants, fundraising activities and such other sources as may be approved by State Council.

MANAGEMENT OF FUNDS

57. (1) All moneys when received on account of this Association by State Council, State Executive or a Branch Committee, shall be paid into a banking account of this Association or Branch, as the case may be. Such bank shall be determined by State Council or the Branch Committee.
- (2) This Association and each Branch, as the case may be, shall authorise the expenditure of its own revenue.
- (3) All cheques, bills of exchange, promissory notes and other negotiable instruments made payable to the Association or a Branch shall be endorsed or accepted on behalf of the Association or Branch as determined by State Council, or the Branch Committee. All cheques drawn on their respective bank accounts by the Association or a Branch shall be signed by at least two signatories who are members of and authorised by State Council or the Branch Committee, as the case may be.
- (4) Funds not required short term for ordinary purposes by the Association or a Branch may be invested in bank fixed deposits or other securities authorised by law as Trustee investments, as authorised by State Council or the Branch Committee. No member of state Council or a Branch Committee shall be answerable for any loss which may arise from such investments, unless such loss is due to his wilful neglect or default.
- (5) No accounts payable by the Association or a Branch shall be paid until first authorised by State Council or the Branch Committee unless otherwise specifically determined by State Council or the Branch Committee, in which case such payments shall be ratified by a specific resolution at the next meeting of State Council or the Branch committee following such payments.

DUTIES OF THE TREASURER

58. (1) Subject to clause 57 of this Constitution, the State or Branch Treasurer, as the case may be, shall take charge of all moneys belonging to this Association or a Branch and shall within seven days of its receipt deposit such moneys to the credit of this Association or the Branch, as the case may be, with their respective bankers.
- (2) The State and each Branch Treasurer shall keep a correct account of all moneys received and paid and he shall not, for any reason, lend or otherwise appropriate any funds of this Association or any Branch to any member, or for any cause or purpose whatsoever, unless first authorised to do so by State Council or the Branch Committee, as the case may be.
- (3) The State or Branch Treasurer shall keep the financial accounts current and have them ready when necessary to present the accounts or reports to State Council or the Branch Committee. He shall co-operate with the Auditor and provide him all information that he may reasonably request. He shall prepare an annual Balance Sheet, where appropriate, or an annual Funds Statement and an Annual Income and Expenditure Statement up to the end of each financial year of this Association or Branch, as the case may be.
- (4) The State Treasurer shall provide a financial report to each State Council meeting summarising the financial position of the Association.
- (5) Any irregularities concerning the finances of this Association or a Branch must be

reported to State Council or the Branch Committee at its next meeting by the person knowing of the irregularity.

FINANCIAL YEAR

59. The financial year of this Association shall end on the thirtieth day of June each year and members annual subscriptions shall be due on the immediately succeeding first day of January.

ACCOUNTS, AUDITS AND REPORTS

60. (1) The Annual Financial Statements and Revenue Accounts of this Association duly audited, shall be forwarded to the Treasurer of the National Board within fourteen days after the Annual General Meeting of this Association.
- (2) Auditors of this Association and those of its Branches shall be appointed at each Annual General Meeting. They shall conduct an audit, at regular intervals not exceeding twelve months, of all relevant accounts, books and records and shall report thereon to members at each Annual General Meeting.
- (3) No Auditor shall be a member of, or closely related to, a member of State Council or a Branch Committee.
- (4) Except where the current Auditor of this Association or a Branch resigns, or advises the State Branch Secretary that he will not seek re-election, nomination of an Auditor to replace the current one must be received by the State or Branch Secretary at least twenty one days prior to the Annual General Meeting and a copy of such nomination shall be sent to the current Auditor at least seven days prior to the Annual General Meeting of this Association or Branch as the case may be. The current Auditor shall be entitled to attend and speak at such Annual General Meeting if he wishes.
- (5) In the event that an Auditor is incapable of acting, resigns, or is disqualified, State Council or a Branch Committee, as the case may be, shall appoint another Auditor to fill the office until the next Annual General Meeting.
- (6) Copies of the Branch Revenue Account, Balance Sheet or Funds Statement, and the Auditors Report, whenever applicable, together with reports on the activities of the Branch during the preceding year, shall be available to all members of such Branch prior to or at each of its Annual General Meetings. A copy of such documents shall be forwarded to State Council within seven days after such Annual Meeting.

PART 10 - MISCELLANEOUS

DUTIES OF THE SECRETARY

61. (1) The State Secretary shall be responsible to the State Executive and State Council for the proper conduct of the office of this Association and the supervision of any paid staff.
- (2) The Secretary or other authorised officer of each Branch shall forward to the State Secretary a register of the financial members of the Branch and such other information as State Council may reasonably require from time to time, together with a monthly list of additions and deletions from the Branch membership.
- (3) The State Secretary and each Branch Secretary shall be responsible for custody of the Common Seal, Minute Books, correspondence, deeds and documents of title to Association or Branch assets, as the case may be, and shall perform such other duties as may be determined by State Council or Branch Committee.

COMMON SEAL

- 62 The Common Seal of this Association shall only be used with the authority of State Council

and every document to which the Seal is affixed shall be signed by the State President or a State Vice-President and countersigned by the State Secretary or other member of State Council authorised for the purpose.

ASSOCIATION MINUTE BOOK, RECORDS ETC

63. Minute Books, financial records, deeds, correspondence and other documents of this Association and any Branch shall remain the property of the Association or Branch respectively and if at any time they are not in the possession of or under the control of the State Council or Branch Committee, the State or Branch President shall take the steps necessary to ensure that they are returned to proper custody as soon as possible.

PUBLIC OFFICER

64. State Council shall ensure that a person is at all times appointed as the Public Officer of the Association. Such Public Officer shall be the State Secretary or another member of the State Council. The State Council may at any time remove the Public Officer and appoint a new Public Officer.

MEMBERS LIABILITY

65. The members of this Association shall have no liability to contribute towards the payment of debts and liabilities of this Association or the costs, charges and expenses of the winding up of this Association except to the amount of any unpaid membership subscriptions.

INDEMNITY

66. (1) Every member of State Council or a Branch Committee and every employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as a member of State Council or a Branch Committee or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (2) The Association must indemnify every member of State Council or a Branch Committee and every employee against all damages and losses (including legal costs) for which any such member or employee may be or become liable to any third party in consequence of any act or omission:
- (a) In the case of a Council or Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Council or Branch (as the case may be); and
 - (b) In the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Council or Branch (as the case may be).

AMENDMENT OF CONSTITUTION, OBJECTS OR NAME

67. This Constitution or its statement of objects and powers, or the name of this Association may only be amended by Special Resolution passed by a majority of two thirds of the members present and voting at any Annual or a Special General Meeting of this Association at which notice of the proposed amendment shall have been properly given in accordance with this Constitution.

ACCESS TO BOOKS

68. The books and registers of this Association shall be kept at the Head Office by the State

Secretary. All such books shall be open to inspection by any financial member at a suitable time arranged with the State Secretary. This clause shall, where applicable, apply to the books of a Branch, which shall be similarly open for inspection. Application for an appointment to inspect shall be made in writing to State Council or to the Branch Committee, as the case may be.

COPIES OF CONSTITUTION AND BY-LAWS

69. Each financial member on application to the State Secretary or to the Secretary of the Branch in which he is registered, shall be entitled to receive one copy of this Constitution and any By-laws in force.

PAYMENT ETC. OF OFFICE-BEARERS AND MEMBERS

70. A member of State Council shall not be appointed to any salaried office of this Association or any office of this Association paid by fees and no remuneration or other benefit in money or money's worth be given by this Association to any member of State Council except:
- (1) Repayment of out-of-pocket expenses.
 - (2) Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by this Association's Bankers for money lent to this Association, and
 - (3) Reasonable and proper rent for premises leased to this Association.

ORDINARY GENERAL MEETINGS

71. In addition to Annual General and Special General Meetings of members, this Association may at any time hold Ordinary General Meetings of members. At least seven days' notice of such Ordinary General Meetings shall be given to all members, notifying the time and place of the meeting and stating the nature of the business to be transacted thereat. Such notices of meetings may be forwarded direct to members, or by arrangement with Branches, may be forwarded by Branch Secretaries to all members of their Branch.

AFFILIATION OF ORGANISATIONS

72. (1) State Council may invite, or approve a request from, any organisation having objectives compatible with, or ancillary to, the objects of this Association to be affiliated with this Association.
- (2) The affiliation shall take effect on the entry of both parties into a Memorandum of Understanding in writing that is mutually acceptable, and be liable to termination at a time and in the manner pursuant to the Memorandum.

DISSOLUTION

73. (1) If at any General Meeting of members a resolution is passed by a majority of the financial members present, that this Association be dissolved, a Special General Meeting of members of this Association shall be held within two months thereafter, at which not less than one quarter of financial members must be present.
- (2) At such Special General Meeting, if a resolution for dissolution of this Association is passed as a special resolution, i.e. in this instance, by a majority of at least two thirds of the financial members present and voting, the State Council shall proceed to dissolve the Association.
- (3) The State Council shall realise the property of this Association, and discharge all of its liabilities. The State Council shall then pay the balance of this Association's funds to one or more associations or clubs considered by State Council to have objects similar to or consistent with the objects of this Association, in such proportions as the State

Council shall decide, **PROVIDED THAT** any such association or club shall be a non-profit organisation, and **PROVIDED FURTHER THAT** no portion shall be distributed directly or indirectly to any member of this Association. Upon completion of such payment or payments this Association shall be deemed to have been dissolved.

- (4) Proxy voting is permitted at any Special General Meeting of members called for the express purpose of voting on whether this Association be dissolved.