



***Air Dispatch Association
Of Australia (Inc)***

ABN No. 82 580 295 387

INC Y1200406

CONSTITUTION

APRIL 2016

AIR DISPATCH ASSOCIATION OF AUSTRALIA INCORPORATED

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THE AIR DISPATCH ASSOCIATION OF AUSTRALIA INCORPORATED

Constitution and Rules of the Air Dispatch Association of Australia Incorporated (ADAA)

1 INTERPRETATION

(1) In this Constitution and Rules—

Act means The Associations *Incorporation Act 2009*.

The expression “present” means:

- (a) at a Management Committee meeting, see rule **15.6**; or
- (b) at a general meeting, see rule **24.3.(2)**.

(2) A word or expression that is not defined in this Constitution and Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

The Act prevails if The Associations rules are inconsistent with the Act—see section 1B of the Act.

2 NAME/STRUCTURE

(a) *The Name of the Incorporated Association: Air Dispatch Association of Australia Incorporated (The Association)*

(b) *The structure will be made up of a Management Committee, Sub-committees as and when required, ordinary members, Associate and Complimentary Members, and, where appointed, life members.*

(c) *The Association is affiliated with the Vietnam Veterans’, Peacekeepers and Peacemakers Association of Australia (NSW Branch) Incorporated, which in turn is a member of Vietnam Veterans’ Federation Incorporated.*

3 OBJECTS

The objects of The Association are:

(1) To take over the rights and assets of the unincorporated Air Dispatch Association of Australia.

(2) To promote, maintain and foster military corps spirit and comradeship amongst members in an atmosphere of friendship and informal mutual respect.

(3) To provide members with information from time to time relating to changes in legislation which affects their rights and entitlements to pensions and benefits through the Department of Veterans Affairs or other Government or non-government agency as may arise.

4 POWERS

(1) The Association has the powers of an individual.

(2) The Association may

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) do other things necessary or convenient to be done in carrying out its affairs.
- (d) take over the funds and other assets and liabilities of the present unincorporated association known as the Air Dispatch Association of Australia (the *unincorporated association*).

5. MEMBERSHIP

5.1 Eligibility - Ordinary Membership:

There is only one class of ordinary membership which will be extended to all personnel who satisfy the following conditions:

- (1) Members and ex-members of RAASC, RACT and RAAOC units who have been directly involved in air delivery.
- (2) Members and ex-members of other Australian Armed Service Units and Corps who are qualified air dispatchers.
- (3) Members and ex-members of other Australian Armed Services who have been regularly associated with air delivery units of Allied armed services.

5.2.1 Members' Liability

The liability of Members of The Association to contribute towards the payment of debts and liabilities of The Association or the costs, charges and expenses on the winding up of The Association is limited to the amount which represents his/ her due and unpaid membership fee at the date of winding up.

5.2.2 Membership Entitlements not transferrable

The rights, privileges or obligations which a person has as a result of being a member of The Association may not be transferred or transmitted to another person and terminates on the member ceasing to be a member

5.3 Classes of Members

The Membership of The Association consists of

- (a) Ordinary members,
- (b) Life Members as awarded and appointed from time to time,
- (c) Honorary Members,
- (d) Complimentary Serving Members and
- (e) Associate Members.

5.3.1 Ordinary Membership:

The number of ordinary members is unlimited. There is only one class of ordinary membership which will be extended to all personnel who satisfy the conditions as set out in Rule 5.1 above.

5.3.2 Life Membership

Life Membership may be extended to members, including honorary members, of The Association who have given not less than five years continuous outstanding service in an elected or honorary role to The Association. Nominations for life membership may only be presented and approved by secret ballot at an Annual General Meeting with 75 percent majority in favour, following one month's notice of the nomination.

5.3.3 Honorary Membership

Honorary membership will be extended to widows/widowers and children, including step-children of deceased ADAA Members and may be extended to other selected individuals with the approval of the Management Committee. Honorary members will not have voting rights nor are they required to pay subscriptions.

5.3.4 Complimentary - Serving Membership

Complimentary – Serving Members is membership awarded to all personnel who are posted to the strength of 176 Air Dispatch Squadron and any of its sub-units and Air Movements Training and Development Unit and any of its sub-units. It includes personnel from other Australian Armed Services who may from time to time be actively assigned to a position with the aforementioned units with duties that are consistent with the duties of the Air Dispatch Units.

Membership under this category will be automatic, will not require subscription and shall not have voting rights.

If in the event that a Serving Member under this category subscribes to membership of The Association, that member shall then, subject to approval by the Management Committee, be granted Ordinary Membership.

5.3.5 Associate Members

Associate membership will be accepted for like Associations of foreign countries that are allies to the Commonwealth. They will not have voting rights and will not be required to make subscriptions.

The members of foreign associations will be accepted as Associate members, will not have voting rights and will not be required to pay subscriptions. They may not become Ordinary Members of the Association. Like Associations of foreign countries MUST have the same values and the membership is drawn from the same origin as is The Association.

6. AUTOMATIC MEMBERSHIP

A person who, on the day The Association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Management Committee, agrees in writing to become a member of the incorporated association, must be admitted by the Management Committee,

- (a) to the equivalent class of membership of The Association as the member held in the unincorporated association; or
- (b) if there is no equivalent class of membership, as an ordinary member.

7. NEW MEMBERSHIP

- (1) An applicant for Membership of The Association must complete the Application Form and it must be approved by the Management Committee
- (2) An application for Membership must be:
 - (a) in writing; and
 - (b) signed by the applicant; and
 - (c) supported by payment of the prescribed annual subscription; and
 - (d) in the form decided by the Management Committee.

8. MEMBERSHIP FEES AND SUBSCRIPTIONS

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)
 - (a) is the amount decided by the members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the Management Committee decides.
- (2) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

9. ADMISSION AND REJECTION OF NEW MEMBERS

- (1) The Management Committee must consider an application for membership at the next committee meeting held after it receives;
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The Management Committee must ensure that, as soon as possible after the applicant applies to become a member of The Association, and before the Management Committee considers the application, the applicant is advised whether or not The Association has public liability insurance.
- (3) The Management Committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership for which the applicant has applied.
- (5) The Secretary of The Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

- (6) In the event that a member whose membership has terminated/lapsed, a new written application must, at the discretion of the Management Committee, be provided with reasons why membership lapsed or terminated and why membership should be reinstated.

10. WHEN MEMBERSHIP ENDS

- (1) A member may resign from The Association by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at:
 - (a) the time the notice is received by the Secretary; or
 - (b) a later time if stated in the notice but subject to sub-rule 2(c) below.
 - (c) The resignation of a member of The Association is not effective until all monies due and payable by him/her to The Association are paid. Any Association property, real or otherwise, in the custody of the member intending to resign, must be returned before the resignation becomes effective.
- (3) The Management Committee may terminate a member's membership if the member;
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 3 months; or
 - (d) conducts or has conducted himself or herself in a way considered to be injurious or prejudicial to the character or interests of The Association.
- (4) Before the Management Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the Committee must give the member a written notice of the decision.
- (6) Notwithstanding the above sub-rules of Rule 10, the Management Committee may at its sole discretion accept immediate termination of membership of a member by a majority vote of the Committee members present.
- (7) In the event that a member resigns or fails to renew his/her membership at the next prescribed renewal date, in order to avoid having his/her membership terminated under Rule 10(3)(d) by the Management Committee, it will have the same effect as having had his/her membership terminated by the Management Committee. In the event of this occurring, an application for renewal of membership for the member will not be considered.

10.1 Appeal against Rejection or Termination of Membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of his/her intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

10.2 General Meeting to Decide Appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.
- (6) If a person whose appeal is scheduled to be heard at a general meeting, fails to attend the meeting in person or by written submission, the appeal is rejected and no further correspondence will be considered.

11 REGISTER OF MEMBERS

11.1 Register to be kept

- (1) The Management Committee must keep a register of members of The Association and be kept confidential.
- (2) The register must include the following particulars for each member:
 - (a) The full name of the member,
 - (b) The postal or residential address of the member,
 - (c) The date of admission as a member,
 - (d) The date of death or time of resignation of the member,
 - (e) Details about the termination or reinstatement of membership, and
 - (f) Any other particulars the Management Committee or the members at a general meeting decide.
- (3) Details of a member may not be shown or disclosed to another member or other person-without the subject member's prior approval.

11.2 Prohibition on use of Information on the Register of Members

- (1) A member of The Association must not
 - (a) use information obtained from the Register of Members of The Association to contact or send material to another member of The Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact or send material to another member of The Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by The Association.

12.1 APPOINTMENT OF PUBLIC OFFICER

The Public Officer must be an individual residing in the state of the registered address of The Association and who is a member of the Management Committee.

12.2 APPOINTMENT OR ELECTION OF SECRETARY

- (a) The Secretary must be an individual who is a member of the Association elected by The Association as Secretary, or:
 - (i) a member of The Association's Management Committee,
 - (ii) another member of The Association, or
 - (iii) another person.
- (b) If The Association has not elected an interim officer as Secretary for The Association before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for The Association within one (1) month after incorporation.
- (c) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for The Association within one (1) month after the vacancy happens.
- (d) If the Management Committee appoints a person mentioned in rule 12(2)(a)(ii) as secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- (e) However, if the Management Committee appoints a person mentioned in rule 12(2)(a)(ii) as secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- (f) If the Management Committee appoints a person mentioned in rule 12(2)(a)(iii) as secretary, the person does not become a member of the Management Committee.
- (g) In this rule *casual vacancy* on a Management Committee means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

13 REMOVAL OF SECRETARY

- (1) The Management Committee of The Association may at any time remove a person appointed by the Committee as the Secretary.
- (2) If the Management Committee removes a secretary who is a person mentioned in rule 12(2)(a)(i), the person remains a member of the Management Committee.

- (3) If the Management Committee removes a secretary who is a person mentioned in rule 12(2)(a)(ii) and who has been appointed to a casual vacancy on the Management Committee under rule 12(5), the person remains a member of the Management Committee.
- (4) A Secretary who was elected at a general meeting may be removed from the position only by a general meeting

14 FUNCTIONS OF SECRETARY

The Secretary's functions include, but are not limited to:

- (a) calling meetings of The Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with The President of The Association;
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents relating to The Association; and
- (d) maintaining the register of members of The Association.

15 MANAGEMENT COMMITTEE

15.1 Membership of Management Committee

- (1) The Management Committee of The Association consists of a president, treasurer, and any other members The Association members elect at a general meeting.
- (2) A member of the Management Committee, other than a secretary appointed by the Management Committee under rule 12(1)(a)(iii), must be a member of The Association.
- (3) At each Annual General Meeting of The Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of The Association may be appointed to fill a casual vacancy on the Management Committee under rule 21(2)(c)

15.2 Electing the Management Committee

- (1) A member of the Management Committee may only be elected as follows:
 - (a) any 2 members of The Association may nominate another member (the *candidate*) to serve as a member of the Management Committee;
 - (b) the nomination must be
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held;
 - (c) each member of The Association present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Management Committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person;
 - (a) is a financial member of The Association
 - (b) is an adult; and
 - (c) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of The Association for at least 7 days immediately preceding the Annual General Meeting.
- (4) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised whether or not The Association has public liability insurance.

15.3 Resignation, Removal or Vacation of Office of Management Committee Member

- (1) A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at
 - (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A committee member may be removed from office at a general meeting of The Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the committee member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A committee member who has been removed from office has no right of appeal against his/her removal from office under this rule.
- (6) A member immediately vacates the office of committee member in the circumstances mentioned in section 64(2) of the Act.

15.4 Vacancies on Management Committee

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of The Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of committee members is less than the number fixed under rule 24(2) as a quorum of the Management Committee, the continuing members may act only to call a general meeting of The Association.

15.5 Functions of Management Committee

- (1) Subject to these rules or a resolution of the members of The Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of The Association.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to The Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) The Management Committee may exercise the powers of The Association to
 - (a) raise or secure the payment of amounts in a way the members of The Association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by The Association in any way, but not including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of The Associations property, both present and future; and
 - (c) to invest in a way the members of The Association may from time to time decide.

15.6 Meetings of Management Committee

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 4 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Management Committee must not vote on a question about a contract or proposed contract with The Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

- (9) The President is to preside as chairperson at a Management Committee meeting.
- (10) If there is no president or if The President is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.

15.7 Quorum for and adjournment of Management Committee meeting

- (1) At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members, form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee;
 - (a) the meeting is to be adjourned for at least one (1) day; and
 - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

15.8 Special Meeting of Management Committee

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, The President must call the meeting.
- (3) A request for a special meeting must state:
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

15.9 Minutes of Management Committee Meetings

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

16. APPOINTMENT OF SUBCOMMITTEES

- (1) The Management Committee may appoint a subcommittee consisting of members of The Association considered appropriate by the committee to help with the conduct of The Association's operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

17. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Sub-rule (1) applies even if the act was performed when;
 - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

18. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by one (1) or more members of the committee.

19. FIRST ANNUAL GENERAL MEETING

The first Annual General Meeting must be held within 6 months after the end date of The Association's first reportable financial year.

20. SUBSEQUENT ANNUAL GENERAL MEETINGS

Each subsequent Annual General Meeting must be held

- (a) at least once each year; and
- (b) within 6 months after the end date of The Association's reportable financial year.

21. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATIONS AND PARTICULAR LEVELS 2 AND 3 INCORPORATED ASSOCIATIONS

- (1) This rule applies only if The Association is;
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of The Association:
 - (a) receiving The Association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the Management Committee;
 - (d) for a level 1 incorporated association, appointing an auditor or an accountant for the present financial year;
 - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies, appointing an auditor, an accountant or an approved person for the present financial year.

22. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER INCORPORATED ASSOCIATIONS

- (1) This rule applies only if The Association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of The Association
 - (a) receiving The Association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Management Committee;
 - (d) appointing an auditor, an accountant or an approved person for the present financial year.

23. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 3 INCORPORATED ASSOCIATIONS

- (1) This rule applies only if The Association is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of The Association

- (a) receiving The Association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the Management Committee.

24. GENERAL MEETINGS

24.1 Notice of General Meeting

- (1) The Secretary may call a general meeting of The Association.
- (2) The Secretary must give at least 14 days notice of the meeting to each member of The Association.
- (3) If the Secretary is unable or unwilling to call the meeting, The President must call the meeting.
- (4)(a) The Management Committee may decide the way in which the notice must be given and
 - (b) The person issuing such notice must obtain an up to date listing of members who are entitled to vote immediately prior to issuing a Notice of Meeting, and only members who are entitled to vote may be issued with the Notice of meeting.
 - (c) In the event of a meeting being adjourned or postponed, the effective date for eligibility to vote is the date on which the first notice was issued.
- (5) However, notice of the following meetings must be given in writing
 - (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision
 - (i) to reject the person's application for Membership of The Association; or
 - (ii) to terminate the person's Membership of The Association;
 - (b) a meeting called to hear and decide a proposed special resolution of The Association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

24.2 Quorum for and Adjournment of General Meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of The Association's last general meeting plus 1.
- (2) However, if all members of The Association are members of the Management Committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or The Association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or The Association;
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub-rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

24.3 Procedure at General Meeting

- (1) A member who is entitled to take part and vote must be present at the meeting to take part and vote in a general meeting in person.
- (2) At each general meeting,
 - (a) the President is to preside as chairperson; and
 - (b) if there is no president or if The President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

24.4 Voting at General Meeting

- (1)(a) Subject to Sub (b) below, at a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
 - (b) Notwithstanding Sub Clause (a) above, at the discretion of the Management Committee, a postal vote may be implemented to determine the outcome of any issue or proposal to be resolved at a General or Annual General Meeting if determined by the Management Committee to be relevant, but subject to exclusion under Clause 10, for the input of all financial members.
 - (c) Upon distribution, all ballot papers be sequentially numbered
- (2) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
 - (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date on which the person calling the meeting gives notice of the meeting to the membership
 - (4) The method of voting is to be decided by the Management Committee.
 - (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
 - (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
 - (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

24.5 Special General Meeting

- (1) The Secretary must call a special general meeting by giving each member of The Association notice of the meeting within 14 days after
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by
 - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) at least the number of ordinary members of The Association equal to double the number of members of The Association on the Management Committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in sub-rule (1)(b) must state;
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the Secretary
 - (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in sub-rule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, The President must call the meeting.

24.6 Minutes of General Meetings

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes,
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of The Association that is a general meeting or Annual General Meeting, verifying their accuracy.
- (3) If asked by a member of The Association, the Secretary must, within 28 days after the request is made;
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member a copy of the minutes of the meeting.

- (4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

25. PROXY VOTING

Proxy voting is not allowed at a General or Annual General Meeting under the NSW Office of Fair Trading Constitution, therefore is not allowed under this Constitution for any meeting.

26. BY-LAWS

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of The Association.
- (2) A by-law may be set aside by a vote of members at a general meeting of The Association.

27. ALTERATION OF RULES

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at an annual general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the President.

28. FUNDS AND ACCOUNTS

- (1) The funds of The Association must be kept in an account in the name of The Association in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of The Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by The Association must be made by cheque or electronic funds transfer.
- (5) The cheque must be signed by any 2 of the following
- (a) The President;
 - (b) The Vice President;
 - (c) The Secretary;
 - (d) The Treasurer;
 - (e) Any one (1) of 3 other members of The Association who have been authorised by the Management Committee to sign cheques issued by The Association.
- (6) However, one (1) of the persons who signs the cheque must be The President, the Secretary or The Treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Management Committee meeting. Approval is given for certain expenditure by the Management Committee:
- | | |
|----------------------|---|
| President: | Mailing of notices as required. |
| Secretary: | Mailing of notices, and correspondence as required. |
| Treasurer: | Mailing of notices and correspondence as required, purchase of awards approved by the Management Committee. |
| Newsletter Editor | Cost of preparation and distribution of the Association's Newsletter. |
| Merchandise Officer: | Mailing of merchandise to members. |
- (10) The payee of a cheque may not be an authoriser or signatory of the cheque.
- (11) No Honorariums are to be paid to any Committee Member or other person in any circumstances whatsoever.
- (12) Where a biller/supplier has facilities for Electric Funds Transfer (EFT) and prior approval of the expense has been given by the Management Committee either in meeting or other secure recordable method, the Treasurer may use EFT to pay accounts.

29. GENERAL FINANCIAL MATTERS

- (1) On behalf of the Management Committee, The Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of The Association must be used solely in promoting The Association's Object and exercising The Association's Powers.

30. DOCUMENTS

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of The Association.

31. FINANCIAL YEAR

The end date of The Association's financial year is December 31, in each year.

32. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This rule applies if The Association
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of The Association.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to The Association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In the event that a suitable like association does not exist as determined by the Management Committee in its sole discretion, the income and assets will be transferred to a national charity as considered appropriate by the Management Committee.
- (5) In this rule *surplus assets* see section 92(3) of the Act...

THE AIR DISPATCH ASSOCIATION OF AUSTRALIA INCORPORATED (The Association)

33. BY-LAWS OF THE ASSOCIATION

In promulgating these by-laws attention should be paid to section 26 of the constitution of The Association:

33.1 Membership Application and Re-instatement

Membership commences when the Secretary has received a properly completed application in the form as approved by the Management Committee accompanied by the prescribed application fee (if applicable) and Annual Subscription and the Management Committee has given its approval of the application and membership.

The Application Fee and Annual Subscription shall be the amount as determined by the Management Committee from time to time. The annual subscription shall be for one year plus, if applicable, a proportionate part of one year in whole months to the next renewal date.

If in the event that a member allows his/her membership to lapse beyond the “period of grace” as defined in rule 10(3), the Application Fee (if applicable) is payable as well as the annual subscription as defined above.

33.2 Standards of Dress and Behaviour:

- (1) For the comfort of all, and for the reputation of the Air Dispatch Association of Australia, all members and their guests are expected to present a clean, neat and tidy appearance.
- (2) Members and their guests are expected to conduct themselves with a standard of behaviour that will bring no discredit upon themselves, fellow members or The Association.
- (3) Any member of the Management Committee or any member acting on behalf of the Management Committee or The Association must at all times act honestly and transparently in dealing with matters of the Association. Failure to do so may result in termination of membership under Rule 10(3) and any other relevant rule of The Constitution. At the discretion of the Management Committee, action may be taken to recover any property or funds lost to the Association.

33.3 Association Activities and Social Functions:

Social functions must be entirely self-funding, except that the Committee may approve an appropriate subsidy where association funds permit.

Members may bring guests to social functions at their own expense.

Members will be held responsible for the appearance and conduct of their guests. Guests are not to remain at a function after their host has departed the function.

34. ASSOCIATION FUNDS:

34.1 Administration Fund:

Upon joining The Association each member will be required to pay an application fee (if applicable) and annual subscription. Thereafter an annual subscription will be due and payable by each member to the Treasurer by not later than 30th June each year.

If the Committee deems it necessary or appropriate, the Annual Subscription may be increased or decreased as it may determine from time to time.

Members will be deemed "un-financial" unless their subscription is received by the due date. A period of grace of 3 months will be granted. At the end of the period of grace, members who remain un-financial will be removed from the register of members in accordance with Rule 10.3 (c). They will no longer receive a copy of The Association's newsletter "Clipped Wings".

The administrative fund will pay for association expenses such as petty cash, correspondence, printing and stationery, postage and telephone, newsletter production, moderate subsidies to members group social activities; recoverable deposits on orders for association merchandise.

No member shall act in any matter or incur any expenditure other than that pre-approved under Rule 28(9), on behalf of The Association without prior approval of the Management Committee.

34.2 Condolence Fund:

The Treasurer will maintain a reserve fund of one hundred dollars to cover the cost of wreaths, letters of sympathy, cards and the like.

The Committee is authorized without the approval of a general meeting; to spend a maximum of one hundred and fifty dollars at any one time for matters outside the parameters of the administrative fund.

34.3 Accounting:

The Treasurer shall maintain a single entry book of accounts to record all income and expenditure. It may be divided into sub-accounts at the Treasurer's discretion. Vouchers will support all entries. The Treasurer will present a statement of affairs at Committee meetings and Annual General Meetings.

The Treasurer on behalf of the Committee shall maintain a statement cheque account. Cheques will require two signatures from those appointed signatories.

The Treasurer is authorized to pay the accounts of The Association as they fall due. It is appropriate for the Treasurer to seek covering approval for the expenditure at the next available meeting.

All payments must have corresponding approval within The Association's minutes and the payee of a cheque may not be a signatory on that cheque.

34.4 Fundraising:

In addition to members' subscriptions to the administrative fund, it may be necessary within the Committee's discretion to levy members from time to time for specific onetime costs. Such costs could be repairs to association equipment etc. other fundraising activities may be adopted as necessary for the benefit of members. Nothing in the foregoing will prevent the Management Committee from organizing such events as it deems necessary to assist in pursuing the aims of The Association.

WELFARE MATTERS:

Regrettably the ADAA is neither professionally qualified nor is it organised and equipped to provide representatives or material support to members or their dependants in matters relating to pensions or other private matters. However The Association will endeavour to keep members advised of relevant matters from time to time in The Association's newsletter.