



CONSTITUTION

of the

REGIONAL AVIATION ASSOCIATION OF AUSTRALIA LIMITED

ABN: 23 008 568 054

Adopted At A Meeting Of Members on
17 November 2022

COMPANY CONSTITUTION
OF THE
REGIONAL AVIATION ASSOCIATION OF AUSTRALIA LIMITED

A.C.N. 23 008 568 054

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COMPANY CONSTITUTION

OF THE

REGIONAL AVIATION ASSOCIATION OF AUSTRALIA LIMITED

A.C.N. 23 008 568 054

1. INTERPRETATION

1.1. In this Constitution, unless the contrary intention appears, the following words shall have the following meanings:-

"ASA" means Airservices Australia and any successor to that body;

"Air Operators Certificate" and "AOC" mean a current Air Operators Certificate issued either by the CASA or, in respect of any jurisdiction other than Australia, by the government department or statutory agency responsible for the certification of safe air operators in that jurisdiction.

"Associate" means the same as the definition in Part 1.2 of the Corporations Act;

"Associate Member" means a Member of the Association within the category described in clause 3.11 of this Constitution;

"Affiliate Member" means a Member of the Association within the category described in clause 3.18 of this Constitution;

"Association" and "RAAA" mean the Regional Aviation Association of Australia Ltd;

"Australian Dollars" and "A\$" means the lawful currency of Australia.

"Board" means the Board of Directors of the Association;

"CASA" means the Australian Civil Aviation Safety Authority and any successor to that body;

"Chair" means the chair of the Board duly elected by the Board from time to time in accordance with clause 6.1 of this Constitution;

"Chief Executive Officer" means the chief executive or the managing director of the Association for the time being, however so called;

"Code of Conduct" means the RAAA code of conduct for Members to be developed and maintained in accordance with clause 5.39;

"Corporations Act" means the Corporations Act 2001 (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Association;

"Director" means a member of the Board of Directors of the Association from time to time;

"Government" means all levels of government in Australia, including, federal, state and local government;

"GST" means goods and services tax.

Commented [MH1]: Numbering. 3.4 refers to Affiliate Members

Commented [MH2]: Numbering. 3.5 refers to Honorary members

Commented [NW3]: Inserted for an abundance of caution.

Commented [MH4]: Numbering. Election of the Chair is covered in 6.1

Commented [NW5]: We have inserted this definition given the changes to clause 3.36.

Commented [NW6]: Introduced to add clarity to the RAAA purpose

Commented [NW7]: Introduced as not previously defined.

"Honorary Member" means a Member of the Association within the category described in clause 3.26 of this Constitution;

Commented [MH8]: Numbering. 3.6 refers to Rights and Obligations

"Member" means and includes an Ordinary Member, an Associate Member, an Affiliate Member, an Honorary Member of the Association and any other category of member determined by Board in accordance with clause 3.1;

Commented [MH9]: Can we include a provision in the constitution such that the Board may create any additional category of member e.g Student

"Month" means calendar month;

Commented [J10]: No need. The board may alter the constitution as required at any time.

"Ordinary Member" means a Member of the Association within the category described in clause 3.2 of this Constitution;

Commented [NW11]: This is not entirely accurate. An amendment to the constitution undertaken by the board still requires 75% approval at an EGM or AGM. If the approval is obtained, the board can amend the constitution to include a new membership group.

"Permanent Sub-Committee" means a sub-committee of the Board appointed at any time or from time to time pursuant to this Constitution;

The Board may pass by-laws at any time and a code of conduct.

"Person" means and includes a company, a firm and an individual;

"Reasonable" means as determined appropriate by the Board;

~~"Regional airline" means a person who carries on business on a continuing basis as an air carrier based in Australia and operates on a scheduled basis within Regional Australia pursuant to the terms of a current Air Operators Certificate issued under the Civil Aviation Act, 1988 (Commonwealth) and regulations;~~

Commented [NW12]: Definition not used. "Regional Aviation Industry Participant" could be added, but our view is it is probably better not to do so to retain flexibility.

"Regional Australia" means non-metropolitan, rural and remote Australia;

"Register of Members" means the register that is required to be made and maintained under Clause 3.50 of this Constitution;

Commented [MH13]: Numbering. There is no 3.9.5. however 3.8.4 refers

"Regulatory Authorities" means ASA, CASA and any Government authority or body responsible for overseeing legislation regulating aviation operations in Regional Australia;

"Representative" means the representative from time to time of a Member that, being a firm or company, is obligated under clause 3.32 of this Constitution to designate a representative to the Secretary;

Commented [MH14]: Numbering. 3.6.2 refers

"Secretary" means the corporate secretary of the Association ~~for the time being~~ from time to time;

Commented [NW15]: Altered to ensure consistency with other definitions

"Temporary Sub-Committee" means a temporary sub-committee of the Board appointed at any time or from time to time pursuant to this Constitution;

"the RAAА office" means the registered office for the time being of the Association;

~~"the RAAА register" means the register of Members kept in pursuance of Section 168 of the Corporations Act;~~

Commented [NW16]: Definition not used

"year" means calendar year;

1.2. ~~expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to any mode of faithfully recording, transmitting or reproducing words in a visible form including physical, electronic or other media;~~

Commented [MH17]: Confirm this includes electronic form including text, emails and the like

1.3. ~~In this Constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention.~~

Commented [NW18]: The examples have been removed to give flexibility for future media

Commented [J19]: Agree we need to include electronic means such as emails and SMS

- [1.3.1. words importing the singular include the plural \(and vice versa\);](#)
- [1.3.2. references to any unspecified currency, including '\\$' and 'dollars' shall be references to the lawful currency of Australia;](#)
- [1.3.3. words indicating a gender include every other gender;](#)
- [1.3.4. the word "person" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture \(whether incorporated or unincorporated\), a partnership, a trust or any other recognized entity or body with a legal persona;](#)
- [1.3.5. where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;](#)
- [1.3.6. words that are gender neutral or gender specific include each gender; and](#)
- [1.3.7. the word "includes" in any form is not a word of limitation.](#)
- [4.2-1.4. Unless the context indicates a contrary intention, in this Constitution:](#)
 - [4.2.1-1.4.1.a reference to a clause is to a clause of this Constitution; and](#)
 - [4.2.2-1.4.2.a reference to this Constitution is to this Constitution \(and where applicable any of its provisions\) as modified or repealed from time to time.](#)
- [4.3-1.5. Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments \(however described\) issued under it.](#)
- [4.4-1.6. Unless the context indicates a contrary intention:](#)
 - [4.4.1-1.6.1.an expression in a provision of this Constitution that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act; and](#)
 - [4.4.2-1.6.2. an expression in a provision of this Constitution that is defined in the Corporations Act has the same meaning in this Constitution.](#)

2. OBJECTIVES OF THE ASSOCIATION

- 2.1. The aim of the Association is to support its members by working with Government, the Regulatory Authorities, and the community, to promote the maintenance of a safe and viable regional aviation industry.
- 2.2. In order to achieve this aim, the Association has the following subordinate objectives:
 - 2.2.1. To promote, foster, encourage, and support a sustainable industry based on professionalism and co-operation of its Members and in pursuit of industry best practice.
 - 2.2.2. To represent and promote the common interests of regional aviation

~~operators industry participants~~ to ~~G~~governments ~~of Australia at the Federal, State and local levels~~, to CASA and ASA, to organisations and to individuals.

Commented [MH20]: Replace 'regional aviation operators' with 'regional aviation industry participants'.

Commented [J21]: Agree

- 2.2.3. To facilitate for Members the assembly, dissemination and exchange of technical and other relevant information.
- 2.2.4. To initiate research that advances the industry and furthers the capability of Members.
- 2.2.5. To initiate and/or manage programs that support and/or enhance the professionalism, safety, viability, or profitability of Members.
- 2.2.6. To initiate, manage or participate in events that promote and/or support aviation or that provide exposure for regional aviation in Australia.
- 2.2.7. To assist in the development of regional and remote communities in Australia through the services provided by regional aviation.
- 2.2.8. To represent and communicate to governments at the Federal, State and local levels, to CASA and to ASA, to organisations and to individuals the views of the Association on matters relating to the common interests of Members.
- 2.2.9. To promote and maintain a high public profile in the community so regional aviation ~~operators industry participants~~ gain greater recognition by the community for the valuable role they play in ~~regional Regional~~ Australia, with particular emphasis on informing the public on issues relating to their operational safety, operational efficiency, financial viability and dedication to serving ~~regional Regional~~ Australia.
- 2.2.10. To ensure that the objectives and requirements of Members are periodically reviewed to reflect changing concerns and demands.
- 2.2.11. To facilitate understanding and co-operation between Members in their action on issues of mutual concern and to promote the objectives of individual Members in addition to representing the common interests of ~~regional aviation industry participants operators.~~
- 2.2.12. To maintain close relations with regulators, owners and operators of Australian airports, with governments at Federal State and local levels, and with CASA and ASA in order to facilitate airspace and airport access for Members at all times on a proper commercial basis and to minimise airport charges.
- 2.2.13. To provide an industry framework which facilitates individual Members for their own purposes adopting a pro-active role in negotiations and dealings with regulators and governments at the Federal, State and local levels, and with commercial organisations and other ~~regional aviation industry participants operators.~~
- 2.2.14. With the single exception noted below, to act and be seen to act as being not affiliated with and not partisan towards any one political party or parliamentary group as against another. The exception is, that the Association may temporarily assume the role of a partisan political lobby group where in a specific case for a specific purpose it is decided beforehand by the Board that such partisan political

Commented [MH22]: Replace 'regional aviation operators' with 'regional aviation industry participants'.

Commented [A23]: Replace 'regional aviation operators' with 'regional aviation industry participants'.

Commented [A24]: Replace 'regional aviation operators' with 'regional aviation industry participants'.

activity in that case and for that purpose will best serve the combined interests of Members, does not compromise the interests of any Member and does not create or overlook conflict between any two or more Members.

- 2.2.15. To facilitate joint commercial, industrial and legal representation for some or all Members in specific cases where it is decided beforehand by the Board that such joint representation will best serve the combined interests of Members, does not compromise the interests of any Member and does not create or overlook conflict between any two or more Members [or the Association](#).
- 2.2.16. With the single exception noted below, to promote a high level of integrity, credibility, professionalism, and competence on the part of Members. The exception is, that the Association shall not act or be seen to act either as a regulator or as a standard setter whether in substitution for the CASA or otherwise.
- 2.2.17. To enter into and maintain any liaison or contractual arrangement with any statutory corporation, any government semi-government or local authority, any educational research or scientific institution, any industry representative body, any consultant or any other person whatsoever for purposes and on terms which in the opinion of the Board are both aligned with and supportive of the objectives outlined herein.

3. MEMBERSHIP

3.1. The Members of the Association shall be of four categories which will be as follows:

- 3.1.1. Ordinary Members;
- 3.1.2. Associate Members;
- 3.1.3. Affiliate Members;
- 3.1.4. Honorary Members; or
- 3.1.5. [other categories of membership \(with such requirements and fees\) as determined by ordinary resolution of the Board from time to time](#).

[The Board may, in its sole discretion, waive a particular membership qualification or requirement for all or particular applicants for Membership should this be considered in the interest of the Association.](#)

3.2. Ordinary Members

- 3.3. Every Ordinary Member shall be a person that holds and exercises the privileges of an Air Operator's Certificate.
- 3.4. A person who having been an Ordinary Member, ceases to be an AOC holder, may not thereafter continue to be an Ordinary Member.
- 3.5. The annual subscription fee payable by each Ordinary Member shall be determined from time to time by the Board as being applicable to all Ordinary Members.
- 3.6. The Board may invite an AOC holder to make application to become an

Commented [MH25]: Add. Or other categories of membership as determined by the Board

Commented [J26]: No need. This is a given.

Commented [NW27]: This amendment gives discretion to the Board to waive requirements for some applicants, making it easier to bring in members who might not tick all boxes within the current membership categories

Ordinary Member.

- 3.7. An AOC holder may make application to the Board to become an Ordinary Member. Every application shall be in such form as the Board may from time to time determine. ~~and shall be accompanied by the sum equivalent to the applicable annual subscription fee or the appropriate partial fee determined pro rata as notified by the Board to the applicant, plus an administrative charge~~
- 3.8. Each application to become an Ordinary Member shall be considered ~~at the next meeting of~~ by the Board after it is received.
- 3.9. No application to become an Ordinary Member shall be rejected by the Board solely on the basis that the applicant operates or may operate in competition with one or more existing Ordinary Members.
- 3.10. No person who has become an Ordinary Member shall be deprived of that status except pursuant to clause 3.37 of this Constitution.
- 3.11. **Associate Members**
- 3.12. Persons other than AOC holders who participate on a continuing basis directly or indirectly in the Australian aviation industry (whether they participate at the regional level or at a different level) and who in the opinion of the Board will contribute to the goals of the Association shall be eligible to apply to be an Associate Member.
- 3.13. A person who is an AOC holder and who does not wish to be an Ordinary Member may (but only in exceptional circumstances and with the prior approval of the Board) be eligible to apply to be an Associate Member.
- 3.14. The Association will particularly encourage air freight forwarders and consolidators, airframe avionics and engine manufacturers, aviation training providers, wholesale and retail suppliers to the aviation industry, providers of aircraft service and maintenance, owners and operators of airports, providers of airport services such as catering and ramp handling, airshow promoters, providers of services generally to the aviation industry, remotely piloted aircraft operators and all other persons engaged on a continuing basis directly or indirectly in the commerce of aviation in Australia to apply to become Associate Members.
- 3.15. The annual subscription fee payable by each Associate Member shall be determined from time to time by the Board as being applicable to all Associate Members.
- 3.16. No person shall be an Associate Member unless:
- 3.16.1. an application to be an Associate Member has been made in writing in a form prescribed by the Board, signed by the applicant and lodged with the Secretary; and
- 3.16.2. the application is accompanied by payment of the required annual subscription fee or the appropriate partial fee determined pro rata, as notified by the Board to the applicant, ~~plus an administrative charge~~, and
- 3.16.3. the application has been considered and approved by the Board.
- 3.17. No person who has become an Associate Member shall be deprived of that status except pursuant to clause 3.37 of this Constitution.

Commented [MH28]: Delete highlighted text

Commented [J29]: Agree

Commented [MH30]: Each application is considered upon receipt and voted on via email.

Commented [NW31]: For consideration by RAAA – is this within the scope of the organization?

Commented [MH32]: Delete. 'plus an administrative charge'.

- 3.18. ~~3.3.6~~ — ~~The fees payable by Associate Members shall be as determined from time to time by the Board~~ **Affiliate Members**
- 3.19. Persons other than AOC holders and Associate Members who nevertheless participate on a continuing basis directly or indirectly in or with the Australian aviation industry (whether they participate at the regional level or at a different level) and who in the opinion of the Board will contribute to the goals of the Association shall be eligible to apply to be an Affiliate Member.
- 3.20. The Association will particularly encourage government departments, shire councils and other such bodies engaged on a continuing basis directly or indirectly in the commerce of aviation in Australia to apply to become Affiliate Members.
- 3.21. The annual subscription fee payable by each Affiliate Member shall be determined from time to time by the Board as being applicable to all Affiliate Members
- 3.22. No person shall be an Affiliate Member unless:
- 3.22.1. an application to be an Affiliate Member has been made in writing in a form prescribed by the Board, signed by the applicant and lodged with the Secretary; and
- 3.22.2. the application has been considered and approved by the Board.
- 3.22.3. the application is accompanied by payment of the required annual subscription fee or the appropriate partial fee determined pro rata, as notified by the Board to the applicant, ~~plus an administrative charge~~.
- 3.23. No person who has become an Affiliate Member shall be deprived of that status except pursuant to clause 3.37 of this Constitution.
- 3.24. ~~3.4.5~~ — ~~The fees payable by Affiliate Members shall be as determined from time to time by the Board.~~
- 3.25. Affiliate Members shall be entitled to all privileges of Associate Membership except voting rights.
- 3.26. **Honorary Members**
- 3.27. A person who in the opinion of the Members either has given exceptional service to regional aviation or to the Association or who by their position, rank or privilege may thereafter be of exceptional service to Members or to the Association shall be eligible to be appointed to be an Honorary Member. The criteria for eligibility will not include a requirement for previous or current membership of the Association.
- 3.28. The opinion of the Members that is a pre-requisite under clause 3.27 to eligibility of a person for appointment to be an Honorary Member shall be considered on proper notice and determined by Members in General Meeting as a matter of ordinary business.
- 3.29. A person found eligible to be appointed to be an Honorary Member shall become an Honorary Member on the date on which, having been offered that status in confidence by the Board, he or she accepts that offer.
- 3.30. No offer of Honorary Membership shall be made to a person on terms that discriminate against any other Member, or on terms that are conditional or

Commented [A33]: Delete. 'plus an administrative charge'.

temporary.

Rights and Obligations of Members

- 3.31. Subject only to rulings by the Chairman from time to time all Members are entitled to have notice of, to attend and [in the case of Ordinary Members and Associate Members](#) to vote at Members' meetings and to propose motions upon notice or from the floor of the meeting ~~except that Affiliate Members and Honorary Members are non-voting members.~~
- 3.32. Each Member that is a firm or company shall designate as its Representative to the Association, a company officer or employee who shall be deemed vested with full authority to make decisions on behalf of the Member in Association matters. The Member shall inform the Secretary of the identity and contact details of the Representative. [In the event of death, incapacity or cessation of employment or other event that makes it impossible for a designated Representative, that Representative shall cease to be entitled to act on behalf of a Member, and the Member must promptly appoint a replacement Representative and notify the Secretary accordingly.](#)
- 3.33. All Members are bound to safeguard the interests and reputation of the Association and to observe this Constitution [and abide by the Code of Conduct as amended from time to time.](#)
- 3.34. All Members are required to pay membership fees on the scale prescribed from time to time by the Board.
- 3.35. Members will endeavour to the best of their ability to provide such operational and other data as may be requested from time to time by the Board in order to pursue the objectives of the Association. All such data will be held by the Board on a suitably secure basis and will be applied only for the purposes of the Association.
- 3.36. Private meetings of Ordinary Members and Associate Members respectively may be convened by the Board for specific purposes ad hoc in order to pursue the objectives of the Association.
- 3.37. **Suspension and Termination of Membership**
- 3.38. Membership of individual persons ends on their death or winding-up and membership of corporate partnership and joint venture entities ends on their dissolution. [A Member ceases to be a member if the Member ceases to satisfy the membership requirements, unless otherwise determined by the Board.](#)
- 3.39. Any Member may suspend membership for a fixed or indefinite period or resign membership by sufficient written notice to the Board. Such resignation or suspension will become effective immediately from the date of receipt of the notice by the Board. Membership fees will be due on a pro rata basis per day until this date.
- 3.40. Membership ~~will~~ [may](#) be deemed terminated with proper cause in every case where membership fees have not been paid within 30 days of invoice unless the Board, [or the Finance and Administration Committee when delegated by the Board, beforehand shall](#) determines that in any case it has good reason to make an exception. Applications for reinstatement of membership will be considered by the Board only after all fees outstanding on the date of termination have been [paid](#).
- 3.41. In addition to the foregoing the membership of any ~~—Ordinary Member,~~

RAAA Constitution [17/11/2022]

Commented [NW34]: For instance, if an Ordinary Member loses their AOC, unless otherwise determined by the board they are to take upon another membership.

Commented [MH35]: Suggest changing 30 days to 120 days to reflect contemporary practice/ability of some smaller members.

Commented [J36]: Understand the thought but I don't think we should relax it. The board can always give an extension and we also now have the quarterly payment system for those who are struggling

Commented [NW37]: We have left it as 30 days, but made it so that the RAAA now has discretion ("may" rather than "will"). That means it will not be automatic and you can give people grace where reasonable to do so.

- ~~Associate Member or Affiliate~~ Member may be terminated by expulsion. Expulsion may be effected by either by a decision of the Board under clause 3.42 of this Constitution or by resolution of the Members in General Meeting under clause 3.43 and not otherwise.
- 3.42. Any decision of the Board to expel ~~an Ordinary Member, Associate Member or an Affiliate~~ Member must be a positive decision by a majority of Directors present and voting, taken by way of secret ballot, or otherwise if agreed unanimously by the Board, at a meeting of the Board convened after not less than seven (7) day's prior notice from the Secretary to all Board members that the expulsion is proposed, and not otherwise.
- 3.43. In any case where the Board has first considered a proposal for expulsion of ~~an Ordinary Member, an Associate Member or an Affiliate~~ Member under clause 3.42 of this Constitution but has not decided in favour of expulsion, then any two members of the Board acting together may cause the Secretary to convene a General Meeting of Members of the Association at which they shall propose and second a motion for the expulsion as a matter of special business.
- 3.44. In each case where membership is terminated by expulsion, the terminated Member shall be entitled to have notice of the expulsion from the Secretary as soon as reasonably practicable, and to have a refund pro rata on a daily basis of any membership fees applying in respect of the unexpired portion of the terminated membership.
- 3.45. In each case where membership is terminated by expulsion, the terminated Member shall also be entitled to request that the expulsion shall be reviewed by a meeting of the Ordinary Members convened for that purpose at which the terminated Member shall have a reasonable opportunity to state a case for reinstatement. Any such request in order to be valid shall describe the case for reinstatement and shall be made by written notice to the Secretary signed by the terminated Member and delivered to the ~~Association RAAA office~~ Office within seven (7) days after the notice of expulsion under clause 3.45 of this Constitution has been received. After receipt of a valid notice the Secretary must inform the Board which must then convene a meeting of the Ordinary Members as soon as practicable to consider the review and to hear the terminated Member. The decision of the simple majority of Ordinary Members present and voting at such meeting shall be final.
- 3.46. **Membership – General Matters**
- 3.47. The appointment of ~~Ordinary Members, Associate Members and Affiliate Members~~ shall be by a simple majority decision by the Board at a meeting or meetings duly convened or a simple majority of Directors confirming their agreement by email or other messaging service, unless any single board member ~~Director notifies the Secretary that a meeting is required within 24 hours of a request for Directors to confirm their approval of the appointment of a Member~~. The Board shall examine all applications for membership and with due diligence inquire into the qualifications and contributions of the applicants. Every person, firm or company appointed to membership shall be deemed to agree to pay the Association's fees and charges as prescribed by the Board from time to time and to be bound by this Constitution. Payment of the initial membership fee shall be conclusive evidence of such agreement.
- 3.48. Membership is annual in nature and is effective from 1 July in each year to 30 June in the following year.
- 3.49. Membership is personal to each Member and is not transferable in any respect. Every right, property and privilege which a person has by reason of

Commented [MH38]: Delete highlighted text.

Commented [J39]: Agree

Commented [MH40]: Delete highlighted text.

Commented [MH41]: There is no 3.8.5. Do we need something here? Jim 3.7.5 refers

Commented [MH42]: Delete highlighted text.

Commented [NW43]: It is inconsistent with 3.6.1 that only Ordinary Members vote in this instance. We have removed the reference to 'present' given Members may vote by proxy.

Commented [NW44]: We have amended this clause to provide for 24 hours for a director to request a meeting to discuss a membership application, and otherwise a member is appointed upon the approval of a majority of directors via email or other messaging service.

Commented [MH45]: Delete highlighted text

being a Member of the Association:

- 3.49.1. is not capable of being assigned, transferred, devised or transmitted by the Member or by the Member's legal personal representative to another person; and
 - 3.49.2. ceases upon cessation whether by death, dissolution, resignation, termination or otherwise of the Member's membership.
- 3.50. The Association shall maintain a Register of Members and the Secretary shall cause the names of all Members to be registered and shall effect changes or amendments to the Register in a timely manner and in accordance with [section 469 of the Corporations Law Act](#).

Commented [MH46]: Do we need to allow for change of personnel within a member organization?

Commented [J47]: No. But have added some words under 3.6.2

Commented [NW48]: We think this wording sufficiently covers the issue.

4. RIGHTS AND OBLIGATIONS OF MEMBERS

- 4.1. Subject to the provisions of clause 3.31 of this Constitution each Ordinary Member and each Associate Member shall be entitled to one and only one vote at every General Meeting of the Association. All votes shall be of equal value. [All Members other than Ordinary Members and Associate Members shall not be entitled to attend or vote at any meeting of Members, including a General Meeting of the Association.](#)
- 4.2. Only resolutions of the General Meetings of the Association will bind and obligate all Members in accordance with the law. Resolutions of separate meetings of Ordinary Members will not bind or obligate Associate Members, and resolutions of separate meetings of Associate Members will not bind or obligate Ordinary Members.
- 4.3. No Associate Member has any right of attendance at and no right to vote at separate meetings of Ordinary Members that may be convened as such from time to time by the Board.
- 4.4. No Ordinary Member has any right of attendance at and no right to vote at separate meetings of Associate Members that may be convened as such from time to time by the Board.
- 4.5. No Affiliate Member, [Honorary Member or any Member other than an Ordinary Member or Associate Member](#) has any right of attendance at ~~and nor a~~ right to vote at separate meetings of Ordinary Members or Associate Members that may be convened as such from time to time by the Board.
- 4.6. Each Member has the right to have assistance, resources or advice from the Association on any matter or dispute which in the opinion of the Chair~~man~~ has, or may have, an industry-wide implication. In any case where the Chair~~man~~ is advised that the cost of the requested assistance will exceed the budgeted allocation of funds for assistance to Members, the Chair~~man~~ will be refer the request to the Board for decision.
- 4.7. All Members have the right to request assistance, resources or advice from the Association on any matter or dispute that does not have an industry-wide implication, provided that the required response shall not constitute an undue burden of time and expense upon the Association.
- 4.8. Subject only to directives from the Chair~~man~~ from time to time each Member has the right to attend Association functions, meetings and work groups, and is entitled to obtain copies of the Association's publications, circulars and information sheets.

- 4.9. Honorary Members have rights equivalent to those of an Affiliate Member and are not required pay any membership fees.

5. ADMINISTRATION OF THE ASSOCIATION

5.1. Board of Directors, Secretary and Chief Executive Officer

- 5.2. The affairs of the Association will be managed by a Board which will consist of not more than 12 nor less than 7 Directors, comprising:

5.2.1. a simple majority of Ordinary Members (or their Representatives), and

5.2.2. a minimum of two Associate Members (or their Representatives).

- 5.3. There shall be a Secretary of the Association who shall be appointed by the Board and who at the discretion of the Board may be a Director or a Representative of a Member. In the event that a Chief Executive Officer is appointed, then the Board may appoint the Chief Executive also to be the Secretary of the Association.

- 5.4. All Directors must be natural persons who are each an Ordinary Member or an Associate Member in their personal capacity or alternatively who are designated to be serving as a ~~direct representative~~ Representative of an Ordinary Member or an Associate Member who is a partnership corporate or joint venture entity. No Director may serve as a ~~representative~~ Representative of more than one Member.

- 5.5. The Directors shall be elected by the Ordinary Members and Associate Members without regard for membership category except as provided for in clause 5.1.

- 5.6. Each Director shall be entitled to exercise one vote at each meeting of the Board at which ~~he or she~~ they attends and all votes shall be of equal value. In the event of a tied vote the Chair~~man~~ shall have a second or casting vote.

- 5.7. All members of the Board elected at the Annual General Meeting shall be elected to hold office for one year and shall resign at the Association's Annual General Meeting immediately following declaration by the Chair~~man~~ of the Meeting of the results of the election of incoming members of the Board.

- 5.8. A person may be elected to be a Director for two or more years in succession without limit.

- 5.9. Any member of the Board may resign from his or her position at any time by giving notice in writing to the Secretary.

- 5.10. If a Board member resigns at any time the remaining members of the Board shall have the power to appoint a natural person (who must be qualified in terms of clause 5.4 of this Constitution) to fill the vacancy so created either on a temporary basis or until such time as a new Board is elected at the next Annual General Meeting or Extraordinary General Meeting.

- 5.11. The Board shall meet at least once in each period of three months on a date and at a place to be fixed from time to time by the Chair~~man~~.

- 5.12. The quorum for each Board meeting shall be no less than 50% of all simple majority of Directors entitled to attend that meeting regardless of category of membership. Meetings may be conducted via teleconference or such other

Commented [NW49]: This has been amended to make the position on quorum clearer.

means enabling each Director to participate in discussions and voting as determined by the Chair from time to time.

Commented [NW50]: This has been inserted to enable "virtual" meetings.

- 5.13. If any Director is not able to attend a meeting, then ~~he or she~~the Director may with the consent of the Chair~~man~~ nominate an alternate representative from within ~~their~~his or ~~her~~ organisation as an alternate director for the purposes of that meeting.
- 5.14. The Chair~~man~~ may direct the Secretary to convene a meeting of the Board at any time on reasonable notice and may refer to it any business that ~~he or she~~the Chair sees fit.
- 5.15. Each matter for decision arising at each meeting of the Board and of any Permanent Committee or Sub-Committee appointed by the Board shall be determined on show of hands, or if demanded by a ~~member~~Director and agreed by the ~~C~~Chair~~man~~ of the meeting, by a poll taken in such manner as the ~~person presiding at chair of~~ the meeting may determine.
- 5.16. Special meetings of the Board may be convened by the Chair~~man~~ or by any three Directors independently of the Chair~~man~~.
- 5.17. Notice of any special meeting shall be given by the Secretary to Directors, specifying the general nature of the business to be transacted. Any Director may request up to 48 hours' notice of any special meeting.
- 5.18. In addition to the general powers conferred by this Constitution the Board shall have power to make and enact all such by-laws (provided that such by-laws shall not be repugnant to or inconsistent with this ~~Constitutionese Articles~~ or any resolution of the Association passed in General Meeting for the time being in force) as it may think expedient for the well-being of the Association and to annul or vary the same, and all such by-laws shall come into operation seven days after being approved by the Board. A copy of all by-laws shall be kept in both written and electronic form by the Secretary for the inspection of Members. All such by-laws shall be binding upon the Members until repealed, as if they were contained in this Constitution.
- 5.19. Notice of any motion for rescission of any by-law made under clause 5.18 of this Constitution must be handed to the Secretary in writing at least seven (7) days before the next Board Meeting and to succeed must be approved by a majority of not less than two-thirds of the ~~Directors~~members present and voting.
- 5.20. Subject only to resolutions approved at any General Meeting of Members the Board is the sole authority upon all matters affecting the Association other than in relation to the determinations made pursuant to clause 7.5 by Permanent Sub-Committees. Therefore all decisions made by the Board which are not in conflict with the decisions of Permanent Sub-Committees made within the delegated scope of their decision making power, shall be binding on the Members subject to the right of review by the Members at an Annual General Meeting or Extraordinary General Meeting and the decision of Members at any such meeting shall be final and conclusive and binding upon all Members.
- 5.21. The Board may if it deems it prudent and necessary appoint a Chief Executive Officer in order to further the objectives of the Association. On each occasion the requisite qualifications for the position will be determined by the Board in advance of the appointment and the requirement to fill the position will be advertised in the national press and to all Members. The Chief Executive Officer may be or become a Director if qualified and elected or appointed to that role, in which event (and for so long as the Chief Executive Officer is a

- Director) the Chief Executive Officer will be known as the Managing Director of the Association. Also the Chief Executive Officer may be appointed by the Board to be the Secretary of the Association under clause 5.3 of this Constitution.
- 5.22. The tasks in respect to which the Board shall empower a Chief Executive Officer in addition to those of general administration shall include those of acting as spokesperson for the Association (but in a role subordinate to that of the Chair~~man~~ in that regard), conducting and supervising research generally and analysis of industry data, ensuring the accuracy frequency and quality of all communications of the Association, and undertaking initiatives to ensure the growth of membership numbers.
- 5.23. The Board shall, on or before appointing a Chief Executive Officer of the Association cause to be executed between the intended Chief Executive Officer and the Association a service contract which shall set out a reasonable job specification ~~reflecting the aims of the Association as described in clause 2.2 referring at least to all tasks described in clause 5.24~~ of this Constitution. The service contract also will contain provisions requiring the Chief Executive Officer to give such undertakings and to enter into such guarantees either in person or by way of sureties as the Board may consider necessary to ensure that the Chief Executive Officer shall on termination of his services take all steps and do all things necessary to transfer all certificates, property or documents held by ~~the Chief Executive Officer~~ or under ~~their~~ control on behalf of the Association to such person as is nominated by the Board whether as ~~their~~ successor in office or otherwise.
- 5.24. The Directors will each year elect from among their number:
- 5.24.1. one Chair~~man~~; and
- 5.24.2. two Vice Chair~~men~~.
- 5.25. The Board shall, subject to this provision and any other provision to the contrary contained herein, make any decision on policy necessary for the continuance and proper administration of the Association. Decisions on policy relating to matters other than internal administration of the Association will when practicable be referred to the relevant Permanent Sub-Committee.
- 5.26. The Board shall determine each year the extent to which the Sub-Committees of the Board shall assist in the conduct of the affairs of the Association and shall:
- 5.26.1. determine for each year the number, composition and agenda of Temporary Sub-Committees required for efficient management and operation of the Association; and
- 5.26.2. appoint from among the Directors a chair~~man~~ for each Permanent Sub-Committee; and
- 5.26.3. appoint from among the Directors a chair~~man~~ for each Temporary Sub-Committee.
- 5.27. The Board has power to co-opt any Representative of one or more Members to assist the Sub-Committees in the execution of their duties. In relation to Permanent Committees, no co-opted member will automatically have a vote in the determinations of that Permanent Committee unless such vote is unanimously conferred by the members of that Permanent Committee appointed by the Board.

- 5.28. Each Temporary Sub-Committee is accountable through its chairman to the Board.
- 5.29. Each Permanent Committee is accountable through its chairman to the Board and the General Meeting of Members of the Association.
- 5.30. Any report or action of any Temporary Sub-Committee is not binding on the Association until it has the approval of the Board.
- 5.31. The Board may in any specific instance determine that a report or action of a Permanent Committee, made within the limits of its agenda and accountability, is binding on the Association without the need for subsequent approval of the Board. In every other case the reports and actions of the Permanent Committees shall be subordinate to those of the Board.
- 5.32. No Payment will be made to any Director of the Association other than payment:
- 5.32.1. of remuneration or other benefit for performance of duties as a Director where such remuneration or other benefit has been determined by the Association in general meeting as per clause 9.1;
 - 5.32.2. of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Association where the amount payable does not exceed an amount previously approved by the Directors of the Association;
 - 5.32.3. for any services rendered to the Association by the Director or an associate of a Director in a professional or technical capacity, other than in the capacity of a Director, where the provision of the service has the prior approval of the Directors of the Association and where the amount payable is approved by the Directors of the Association and is not more than the amount which commercially would be reasonable payment for the service;
 - 5.32.4. of any salary or wage due to the Director as an employee of the Association where the terms of employment have been approved by the Directors of the Association; and
 - 5.32.5. relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.
- 5.33. No contract made by a Director with the Association and no contract or arrangement entered into by or on behalf of the Association in which the Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 5.34. Subject to clause 5.32, a Director or a body or entity in which a Director has a direct or indirect interest may:
- 5.34.1. enter into any agreement or arrangement with the Association;
 - 5.34.2. hold any office or place of profit other than as auditor of the Association, and
 - 5.34.3. act in a professional capacity other than an auditor of the Association;

and the director or the body or entity can receive and keep beneficially any remuneration, profits or benefit under any agreement or arrangement with the Association.

5.35. A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

5.35.1. be present while the matter is being considered at the meeting; or

5.35.2. vote on the matter,

unless

5.35.3. the remaining Directors who do not have a material interest in the matter have passed a resolution that:

5.35.3.1. identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Association; and

5.35.3.2. states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present; or

5.35.4. otherwise permitted by the Corporations Act to do so.

5.36. For clause 5.35 material personal interest does not include a material personal interest where the majority of or all of the Ordinary Members are affected.

5.37. In the event that a Director is permitted by the Corporations Act to be present or vote on the matters then the Director may:

5.37.1. be counted in determining whether or not a quorum is present at any meeting of Directors considering the contract or arrangement or proposed contract or arrangement; and

5.37.2. sign or countersign any document relating to that contract or arrangement proposed contract or arrangement; and

5.37.3. vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

5.38. A Director may be or become a director or other officer, or otherwise interested in, any related body corporate or any other body corporate promoted by the Association, or in which the Association may be interested as a vendor, shareholder or otherwise and is not accountable to the Association for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

~~5.38-5.39.~~ The Board shall formulate and approve a Code of Conduct for the Association which shall be revised from time to time as deemed necessary by the Board. The Code of Conduct shall be published on the Association website or by other such means such that it is readily available to all Members. A serious breach of the Code of Conduct, as determined by the Board, may be cause for a Member's expulsion under clause 3.42.

6. DUTIES AND FUNCTIONS OF THE BOARD

6.1. **Chair**

- 6.2. The Chair~~man~~ shall, when present, be the chair of each meeting of the Board and of the Members and shall conduct all such meetings in accordance with the law and this Constitution;
- 6.3. The Chair~~man~~ shall be an ex-officio member of each of the Permanent and Temporary Sub-Committees of the Board but will not chair meetings of those sub-committees unless designated by the Board to do so;
- 6.4. The Chair~~man~~ shall be elected by the Board from among the Directors who are elected by the Members at the Annual General Meeting and shall hold office until the next following election of the Directors by Members (whether that shall be at the subsequent Annual General Meeting or otherwise);
- 6.5. There shall be no limit on the number of times the same person may be elected to be Chair~~man~~ provided however that, unless otherwise agreed by the Members as a matter of special business in General Meeting, no person shall hold that office for more than three consecutive years;
- 6.6. The Chair~~man~~ shall be the titular and public head of the Association;
- 6.7. The Chair~~man~~ shall determine the relative seniority of the Vice-Chair~~smen~~;
- 6.8. In any case in which there are in the aggregate less than ten (10) Ordinary and Associate Members of the Association the Chair~~man~~ shall convene an Extraordinary General Meeting of Members on proper notice the principal item of business of which is to determine the future of the Association.
- 6.9. **Vice-Chair~~smen~~**
- 6.10. If within five minutes from advertised start time the Chair~~man~~ is absent from any meeting of the Board or from any General Meeting of Members, then the most senior Vice-Chair~~man~~ there present shall act as chair~~man~~;
- 6.11. If the Chair~~man~~ is for any reason including absence, illness or a declared conflict of interest temporarily unable to fulfill the duties and functions of the Chair~~man~~ as outlined in clause 6.1 of this Constitution, then the most senior Vice-Chair~~man~~ shall perform those duties and functions and shall ensure that all Directors are aware of the circumstances;
- 6.12. the two Vice-Chair~~smen~~ shall assist the Chair~~man~~ and the other members of the Board in the execution of their duties.

7. PERMANENT SUB-COMMITTEES OF THE BOARD

- 7.1. The Board may appoint two Permanent Sub-Committees to be accountable to the Members in General Meeting for carrying out duties assigned to it.
- 7.2. The Permanent Sub-Committees and their respective duties and responsibilities may comprise:
 - 7.2.1. Permanent Sub-Committee on Policy, Finance and Revenue: to consider and advise the Chair~~man~~ and Directors on all government-related issues and the environment and on charges, industrial issues, legal matters, logistics, membership issues and taxation.
 - 7.2.2. Permanent Sub-Committee on Technical Issues; to consider

and advise the Chairman and Directors on airspace, flight operations, maintenance and safety standards.

- 7.2.3. The Chairman or Chief Executive Officer shall whenever practicable consult the relevant Permanent Sub-Committee before making any public statement on behalf of the Association in relation to any of these assigned areas of responsibility.
- 7.3. Each of the Permanent Sub-Committees shall be chaired by a Director as appointed from time to time by the Board.
- 7.4. Each Permanent Sub-Committee must comprise at least two Directors together with suitably qualified Member or their appropriate Representatives as deemed by the Board necessary to be selected to assist the Permanent Sub-Committee in the execution of its duties.
- 7.5. The Board may from time to time direct in advance that a specific action or determination of a Permanent Sub-Committee will be deemed to be the action or determination of the Board and does not require assent from the Board as a pre-requisite for full effect.

8. TEMPORARY SUB-COMMITTEES OF THE BOARD

- 8.1. In addition to the Permanent Sub-Committees the Board may create ad hoc Temporary Sub-Committees which may be appointed from time to time by resolution of the Board for the purpose of considering matters coming before the Board or the Members. Each such Temporary Sub-Committee will be accountable to the Board.
- 8.2. The Board is empowered at any time or times -
 - 8.2.1. to appoint a Temporary Sub-Committee consisting of not less than one Director together with such persons as the Board may select, provided however that the chairman of each such Temporary Sub-Committee shall be a Director;
 - 8.2.2. replace or supplement the appointees comprising any such Temporary Sub-Committee, provided however if the Director who is the chairman is to be replaced then the Board shall appoint another Director who shall be chairman;
 - 8.2.3. to delegate selected powers of the Board (but not including its own power of delegation) to the Director named as chairman of any Temporary Sub-Committee for specific stated purposes on a limited and temporary basis and to revoke any such delegation of its powers;
 - 8.2.4. to request that any Temporary Sub-Committee advise the Board or the Members in relation to specific stated issues;
 - 8.2.5. to dissolve any such Temporary Sub-Committee; and
 - 8.2.6. to assume direct responsibility for the duties assigned to any such Temporary Sub-Committee.
- 8.3. Each Temporary Sub-Committee must in the exercise of the powers, authorities and discretions conform to any conditions that may be imposed on it from time to time by the Board.

8.4. Each Temporary Sub-Committee must account in writing to the Board on its activities from time to time.

9. MEETINGS

9.1. General Meetings

9.2. A general meeting of Members shall be convened by the Board between 1 September and 31 December in each year at such time and place as may be determined by the Board.

9.3. Each general meeting shall be called the "Annual General Meeting" and all other general meetings shall be called "Extraordinary General Meetings".

9.4. A general meeting may be held at 2 or more venues using any electronic means that gives the Members, as a whole, a reasonable opportunity to participate.

9.5. The Board may, whenever it may think fit, convene an Extraordinary General Meeting.

9.6. An Extraordinary General Meeting shall also be convened by the Board within twenty-one (21) days after it is called upon to do so by a written requisition signed by at least five (5) Members, provided that any such requisition to be valid must contain a clear statement of the objects of the proposed meeting and those objects must in the opinion of the Board be lawful. Upon default of the Board to so convene an Extraordinary General Meeting after receiving a valid requisition, the requisitioners or a majority of them may themselves convene the meeting that is the subject of the requisition.

9.7. Notice of Meetings

9.8. Notice of each Annual General Meeting shall be signed by the Secretary and posted, ~~faxed or~~ emailed or otherwise communicated to all Members at least twenty-eight (28) days before the day of the meeting specifying the place, the day and the hour of the meeting.

9.9. Notice of any Extraordinary General meeting setting forth the purpose for which it is convened shall be signed by the Secretary and posted, ~~faxed or~~ emailed or otherwise communicated to Members at least seven (7) days before the day of the meeting specifying the place, the day and the hour of the meeting.

9.10. Notice of each meeting of the Board setting forth the purpose for which is it convened shall be communicated to all Directors by the Secretary or the Chief Executive by post, ~~fax or~~ email or other communication method not less than twenty-one (21) days before the date of the meeting specifying the place, date and hour of the meeting, unless all Directors consent to short notice for a meeting.

9.11. Business

9.11.1. The business of each Annual General Meeting shall be:

9.11.2. to receive and adopt the minutes of the previous Annual General Meeting;

Commented [MH51]: Remove highlighted text and replace with '1 July and 30 November'.

Commented [J52]: Suggest 1 September to 31 December given that the accounts must be completed and audited prior to convening an AGM.

Commented [NW53]: We think this is currently the correct approach as an AGM will deal with the auditor's report

Commented [NW54]: This has been introduced in order to allow for virtual/hybrid AGMs.

- 9.11.3. to receive and adopt the Chair~~man~~'s report;
- 9.11.4. to receive and adopt reports of the Secretary and the Chief Executive;
- 9.11.5. to receive and adopt the audited financial reports and balance sheets for the Association for the previous accounting year;
- 9.11.6. to receive the resignations of all Directors and to elect the Directors for the forthcoming year;
- 9.11.7. to elect the auditor for the forthcoming year;
- 9.11.8. to discuss and resolve any other business properly brought before the meeting of which due notice has been given.

Commented [NW55]: Companies commonly rotate directors for re-election with 3 (or other specified number) of directors standing for re-election each year, and any directors appointed by the board standing for re-election at the AGM. This is to ensure a degree of continuity on the Board. Please let us know if you would like us to draft clauses providing for re-election in this manner.

9.12. **Notice of Business**

9.13. Each notice of motion for business at any Annual General Meeting in order to be valid must be given in writing to the Secretary not less than twenty-one (21) days prior to the meeting at which it is to be considered.

9.14. Notices of appeal by a Member (suspended or expelled under the provisions of clause 3.46) for the consideration and decision of any Annual General Meeting or Extraordinary General Meeting shall be given in writing to the Secretary twenty-one (21) days prior to such meeting and the decision of the General Meeting shall be final and conclusive.

9.15. **Nominations For Positions**

9.16. Nominations for all positions to be filled at each Annual General Meeting shall close seven (7) days prior to the Annual General Meeting provided always that if insufficient nominations to fill the positions have been received the Chair~~man~~ then may accept nominations from the floor.

9.17. Each nomination for a position to be filled at an Annual General Meeting to be valid must be seconded and must bear the consent of the nominee. Each nominator and each seconder shall be a Member or the duly authorised Representative of a Member.

9.18. If at an Annual General Meeting the number of nominations received is in any case equal to or less than the number of positions to be filled then the persons nominated shall be deemed to be elected.

9.19. **Quorum**

9.20. The quorum at any Annual General Meeting or Extraordinary General Meeting shall be ten (10) Members ~~personally present in person or by proxy. If a separate meeting place is scheduled under 9.4 and that place links to all other places of a general meeting by way of an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:~~

9.20.1. gives the general body of Members and their proxies in the separate meeting places a reasonable opportunity to participate in proceedings; and

9.20.2. enables the Members and their proxies to vote on a show of hands or on a poll.

Commented [NW56]: This clause has been updated to allow for those attending AGM's virtually to be considered as present for the purposes of quorum.

- then that Member or their proxy present at any separate meeting place is taken to be present at the meeting and entitled to exercise all rights.
- 9.21. No business shall be transacted at any such meeting unless a quorum of Members is present at all times (subject to clause 9.20) that the meeting proceeds to consider and vote upon the business before it.
- 9.22. If a quorum is not present at the time appointed for the meeting, the meeting stands adjourned to such day and at such time and places as the Chair determines or, if no determination is made by the Chair, to the same day in the next week at the same time and place or places. If at the adjourned meeting a quorum is not present at the time appointed for the meeting, the meeting must be dissolved.
- 9.23. **Voting**
- 9.24. Subject to provisions of this Constitution each Ordinary and Associate Member shall be entitled to one vote at any meeting of Members. ~~other than Affiliate and Honorary Members who will not have any vote.~~
- 9.25. At any General Meeting a resolution put to a vote at the meeting shall be decided on the voices or on a show of hands unless a poll is demanded by not less than ten (10) of the Members present or so determined by the Chair. Such poll may be demanded after the resolution is put to the vote and either before or on the declaration of the results of the vote. Unless such poll is demanded a declaration by the Chair~~man~~ that the resolution has been carried or lost (as the case may be) and an entry to that effect in the record of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 9.26. A demand for a poll may be withdrawn.
- 9.27. In each case where a poll is correctly demanded it shall be taken at once or in such a manner and at such time as the Chair~~man~~ or other chair~~man~~ of the Meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 9.28. In the case of an equality of votes whether on the voices on a show of hands or on a poll, the chairman of the Meeting at which the vote takes place or at which the poll is demanded shall be entitled to a second or casting vote, except as hereinafter provided.
- 9.29. A poll demanded on the election of a chair~~man~~ of the meeting or on a request for adjournment shall be taken forthwith. A poll demanded on any other question shall be taken as the Chair~~man~~ or other chair~~man~~ of the meeting directs.
- 9.30. Where a vote is required for the election of Directors such vote shall be by way of secret ballot and shall be conducted by the Secretary. Prior to the vote the outgoing Chair~~man~~ will appoint a minimum of two scrutineers to oversee the tallying of votes by the Secretary being the Secretary and other persons who may be Members but not outgoing Directors or candidates.
- 9.31. **Absentee Voting**
- 9.32. **Method and Responsibility:**

Commented [NW57]: There is currently no fall back in the even there is no quorum. We recommend the wording in this clause, as without the wording, a meeting could go ahead but it would be unable to discuss any Business.

Commented [NW58]: This is best practice.

Commented [SC59]: or...by independent body nominated by the Board?

Commented [NW60]: The Secretary is conducting the ballot, so cannot also be a scrutineer.

- 9.32.1. In relation to the election of Directors at an Annual General Meeting, a Member who is entitled to vote pursuant to provision 9.24 of this Constitution may, at least 10 days prior to the Annual General Meeting by written notice addressed to the Secretary, require the taking of that Members' vote by [secret ballot utilising](#) postal vote or electronic vote.
- 9.32.2. It is the responsibility of all Members to ensure that the Secretary is advised of the Members' current postal and electronic mail address and that the Member will be voting by postal or electronic vote.
- 9.32.3. Postal and electronic votes may only be conducted by the Secretary and confirmed by the Chairman.

9.33. **Material**

- 9.33.1. On being directed by a Member to take their postal or electronic vote, the Secretary shall send to the Member 7 days before the Annual General Meeting:

For postal votes:

- 9.33.1.1. the names of the Directors' nominated for election at the Annual General Meeting;
- 9.33.1.2. the election material published in connection with an election of a Director;
- 9.33.1.3. a form for the Member to certify their entitlement to vote;
- 9.33.1.4. the ballot paper, an envelope to contain the ballot paper, and an envelope to return the vote.
- 9.33.1.5. To cast a valid postal vote, a Member must cast the vote in accordance with the voting instructions in the election material and such further instructions as may be provided and:
 - a) mark the ballot paper as the Member desires;
 - b) insert the ballot paper into the envelope and seal it;
 - c) complete and sign the entitlement to vote form; and
 - d) return the sealed envelope with the ballot paper in an outer reply paid envelope that the Member must ensure is received by the Secretary at the address indicated on the reply paid envelope included with the election material.

For ~~Members voting by electronic votes, which shall be by secret ballot, the Secretary is to issue to the Member via email:~~

- 9.33.1.6. the names of the Directors' nominated for election at the Annual General Meeting in the form of an electronic ballot paper;
- 9.33.1.7. [a link to a](#) post on a password protected web site ~~nominated in the email containing~~ the nominated Directors electioneering material;
- 9.33.1.8. a form for the Member to certify their entitlement to vote;
- 9.33.1.9. advise the Member of appropriate passwords or encryption procedures known only to the Member and the Secretary; and
- 9.33.1.10. to cast a valid electronic vote, a Member must cast the vote in accordance with the voting instructions in the election material and such further instructions as may be provided and:
 - a) complete the electronic ballot paper and the certification of their entitlement to vote, apply the security controls, such as encryption of an attachment containing the vote, as required by the Secretary; and
 - b) email (or post by the secured website) the ballot and certification to the nominated email address.

9.34. **Receipt and Validation**

- 9.34.1. A Member may vote only once and only by the method of voting they have notified to the Secretary. If a Member attempts to cast more than one vote, only the first received by the Secretary will be accepted irrespective of whether that vote is valid or invalid.
- 9.34.2. Voting by post or electronic vote shall close either immediately when all absentee votes notified to the Secretary are received by the Secretary and, whether or not all votes are received, 24 hours before the time and date scheduled for the Annual General Meeting. The failure of any Member to return a vote before closure is taken as an abstention.
- 9.34.3. After closing, the Secretary shall validate and count the Member votes and prepare a list showing the total number of votes for each nominated Director.
- 9.34.4. Before the Annual General Meeting, the Secretary shall provide the votes received and the list to the Chairman, who shall endorse each vote with his signature and confirm the accuracy of the results list. If the Chairman does not confirm the results the Chairman must notify the Secretary who and another count must be taken by the Secretary and another list prepared by the Secretary and provided to the Chairman for confirmation; this process must be repeated until the Secretary's results and the Chairman's results conform.

9.35. **Declaration of Results**

- 9.35.1. As soon as practicable, but not later than close of business on the business day immediately after the Annual General Meeting, after the Secretary has tallied the Member votes on the election of Directors at the Annual General Meeting in accordance with provision 9.23 of this Constitution, then those results must be added to the postal and electronic votes results on the conformed list.
- 9.35.2. The Secretary must declare the result of the vote to the Members present, if possible, at the Annual General Meeting at which the election is held, and in any event the Secretary must advise all Members by post, fax or email, the results of the election of Directors.

9.36. **Irregularity**

- 9.36.1. In the event of any irregularity being detected in the voting, then the vote shall be declared void and, at the discretion of the Secretary, retaken.
- 9.36.2. The Secretary shall ensure that all postal and electronic votes are recorded, acknowledged and added to the minutes of the next General Meeting.
- 9.36.3. In the event of any irregularity being uncovered subsequently, then the vote shall be declared void, but any action taken based upon that decision shall not be invalid; at its discretion, the Secretary may retake the vote and/or reverse any action it may have taken based upon that voided vote.

9.37. **Proxies**

- 9.37.1. Subject to clause 9.37.2 of this Constitution each Member entitled to vote on any matter affecting the Association may if absent vote by proxy.
- 9.37.2. When voting at any meeting proceeds on the voices or on a show of hands only Members present shall be entitled to vote.
- 9.37.3. Any corporation which is a Member may by resolution made in accordance with its own constitution authorise one natural person to be its Representative at a meeting of the Association and to vote on its behalf.
- 9.37.4. Each instrument appointing a proxy in relation to a general meeting of Members shall be either a general or a special proxy and to be valid must be in the prescribed form and signed by the Member and deposited with the Secretary not less than one hour before the advertised start time of the meeting to which the proxy relates

10. INCOME AND PROPERTY

- 10.1. The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever

by way of profit to the persons who are or at any time have been Members of the Association or to any persons claiming through any of them.

- 10.2. Nothing in this Constitution shall prevent the payment in good faith of proper remuneration to any officers employees or contractors of the Association or to any other person whether or not a Member in consideration for goods supplied or services rendered to the Association.
- 10.3. Nothing in this Constitution shall prevent the payment of interest at a rate not exceeding normal commercial interest and being that interest specified in any debentures issued by the Association on moneys borrowed from any Member of the Association, or a Director of the Association made in accordance with clause 5.32 or 5.34, that is consistent with the objectives of the Association.
- 10.4. Nothing in this Constitution shall prevent any proper and reasonable payment to any provider of utilities such as gas, electricity, water, cable or telephone or to any provider of travel, research, publishing, printing, advertising, public relations, internet, law, administrative, or accounting services where the provider is a Member or to a Director that is made in accordance with clause 5.32 or 5.34.

11. ACCOUNTS OF RECEIPT AND EXPENDITURE

- 11.1. True and complete accounts shall be maintained in respect of -
 - 11.1.1. all sums of money received and expended by the Association through its administration account and each activity or matter in respect of which any receipt or expenditure takes place;
 - 11.1.2. the property, credits and liabilities of the Association as reflected by its financial accounts from time to time; and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association those accounts shall be open to the inspection of the Members on appointment with the Secretary.
- 11.2. The Secretary shall faithfully keep the Register and all general records, accounting books records of receipts and expenditure statutory records minute books and records of proceedings connected with the operations and affairs of the Association in such form (including electronic) and manner as the Board may direct.
- 11.3. The account books and records referred to in sub-sections 11.1 and 11.2 of this Constitution shall be retained secure at the [RAAA Office Association's office](#) or at such other place as the Board may direct.

12. AUDITOR

- 12.1. At each Annual General Meeting of the Association the Members present shall elect a person who is not a Member, [Director](#) or the public officer of the Association to be the registered auditor of the Association in the ensuing year.
- 12.2. A person so elected shall hold office until the Annual General Meeting next after that at which he or she is elected, and unless otherwise disqualified will be eligible for re-election.

Commented [NW61]: Directors may be a *representative* of a member. For completeness, this should be included.

- 12.3. If at any Annual General Meeting an election of an auditor does not take place then the Board shall as soon as practicable appoint an auditor for the then current financial year of the Association and the person so appointed shall hold office until the next succeeding Annual General Meeting.
- 12.4. If a casual vacancy occurs in the office of auditor during the course of a financial year the Board may appoint a qualified person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

13. AUDIT OF ACCOUNTS

- 13.1. At least once in each financial year the Association's accounts shall be examined by the auditor.
- 13.2. The auditor shall certify as to the correctness of the accounts of the Association and shall make his report to the Members at the Annual General Meeting.
- 13.3. In his report, and in certifying to the accounts, the auditor shall state:
- 13.3.1. whether he has obtained all the information required by him;
 - 13.3.2. whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association;
 - 13.3.3. whether the rules statutory and otherwise relating to the administration of the funds of the Association have been observed.
- 13.4. The Secretary shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association and their whereabouts.
- 13.5. The Auditor -
- 13.5.1. has full right of access to the accounts, books, records, vouchers and documents of the Association; and
 - 13.5.2. may require from the officers, executives, employees, contractors and of the Association such information and explanations as may be necessary for the performance of his duties as auditor; and
 - 13.5.3. may in relation to the accounts of the Association examine any Director or any officers, executives, employees, or contractors of the Association.

14. SEAL OF THE ASSOCIATION

- 14.1. If the Board determines there shall be a seal of the Association then it shall be in the form of a rubber stamp or impress seal inscribed with the name and the A.B.N. [or A.C.N.](#) of the Association encircling the word "Seal".
- 14.2. The seal of the Association shall not be affixed to any instrument except

by the authority of the Board, and the affixing shall be attested by the signatures either of two (2) Directors or of one Director and the Secretary or such other person as the Board may authorise for that purpose, and that attestation will be sufficient for all purposes that the seal is affixed by authority of the Association.

- 14.3. The seal shall remain in the custody of or under the control of the Secretary.

15. Dissolution

- 15.1. In the event the Association being dissolved:

15.1.1. each member;

15.1.2. each person who has ceased to be a Member in the proceeding year,

undertakes to contribute to the property of the Association for the:

15.1.2.1. payment of debts and liabilities of the Association (in relation to clause 15.1.2, contracted before the person ceased to be a member) and payment of costs, charges and expenses of the winding up; and

15.1.2.2. adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$10.

- 15.2. If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:

15.2.1. required to pursue objects similar to the objects of the Association set out in clause 2;

15.2.2. required to apply profits (if any) or other income in promoting its objects; and

15.2.3. prohibited from making distributions to its Members or paying fees to its directors.

And such corporation is to be determined by the Members at or before the winding up and or default, by application to the Supreme Court of the [Australian Capital Territory](#) for determination.

Commented [NW62]: For RAAA consideration – the Governing Law is NSW – is this the intended court?

This clause was 15.3 but has been adjusted to form part of 15.2.

16. Indemnity

- 16.1. To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Association indemnifies every person who is or has been an officer of the Association against;

16.1.1. any liability (other than for legal costs) incurred by that person as an officer of the Association (including liabilities incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment); or

16.1.2. reasonable legal costs incurred in defending an action for a liability

incurred by that person as an officer of the Association (including legal costs incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment).

16.2. The amount of any indemnity payable under clauses 16.1.1 and 16.1.2 will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the indemnified officer providing the Association with a GST tax invoice for the GST Amount.

16.3. For the purposes of this clause, officer means a

16.3.1. Director; or

16.3.2. Secretary

17. Replaceable Rules

17.1. To the extent permitted by Law, the replaceable rules in the Corporations Act do not apply to the Association.

18. Enactment and Amendment of Constitution

18.1. This Constitution shall be deemed to have come into force and be of full effect when the same is approved by not less than 75% of Members present and voting at an Extraordinary General Meeting [\(subject to clause 9.20\)](#) convened for the purpose or an Annual General Meeting.

Commented [NW63]: Cross-reference to hybrid/virtual meeting clause.

18.2. No amendments may be made to this Constitution except at an Extraordinary General Meeting convened for the purpose or an Annual General Meeting. Twenty-one (21) days' notice of any amendments proposed shall be given to all Members. An amendment shall be deemed duly made if supported by not less than 75% of Members present and voting at the meeting [\(subject to clause 9.20\)](#) and not otherwise.