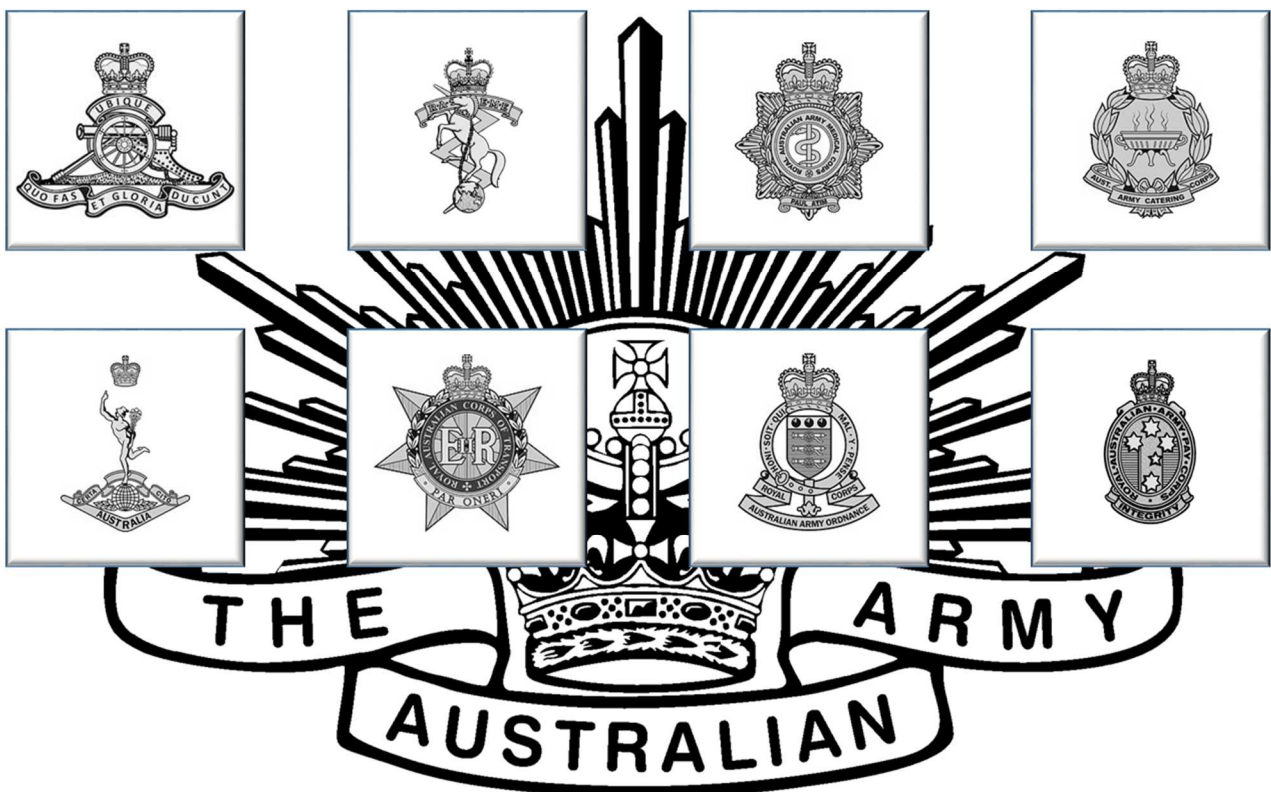


Constitution and Rules

of the

Australian Air Defence Artillery Association



Rule 1: NAME

- a. The name of the association (in these Rules called "The Association") is: AUSTRALIAN AIR DEFENCE ARTILLERY ASSOCIATION

Rule 2: DEFINITIONS

- a. In these Rules, except insofar as the context or subject matter otherwise indicated or requires:
- i. "Annual General Meeting" means the general meeting held each year in accordance with Rule 8.1
 - ii. "Air Defence Artillery" means Ground Based Air Defence weapon systems used by Australian Air Defence Artillery Units
 - iii. "Air Defence Regiment" means 16 Air Defence Regiment RAA
 - iv. "Australian Air Defence Artillery Association" means The Association.
 - v. "Australian Air Defence Artillery Units" includes personal from all Royal Australian Artillery, Anti Aircraft Units from WW2, and post WW2 and whether comprising either the; Second Australian Imperial Force (2nd AIF), Australian Militia Force (AMF), Australian Regular Army (ARA), National Servicemen, Citizen Military Forces (CMF), or Army Reserve (Ares).
 - vi. "Committee" means the committee of management as defined in Rule 6.
 - vii. "Eligible Person" means a person who meets the Association's Membership qualifications in accordance with Rule 5.
 - viii. "Immediate Family" means a spouse; de facto partner; parent; sibling; child by blood, adoption, or marriage; grandparent or grandchild.
 - ix. "Lineal Descendant" means a person who is in direct line to an ancestor, such as child, grandchild, great-grandchild and on forever.
 - x. "Rules" means these Constitution and Rules of The Association
 - xi. "Special General Meeting" means a general meeting of The Association other than an Annual General Meeting.
 - xii. "The Secretary" means the person holding office under these Rules as Secretary
 - xiii. "The Act" means The Associations Incorporation Act 1985. (SA)
 - xiv. "The Regulation" means the current version of The Associations Incorporation Regulation.
- b. In these Rules:
- i. A reference to a function includes a reference to a power, authority and duties;
 - ii. A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;

Rule 3: OBJECTS

- a. The objects for which The Association is established are:
 - i. To foster friendship and esprit-de-corps between past and present members of all Australian Air Defence Artillery units.
 - ii. To promote, maintain and record the traditions of Air Defence Artillery in Australia and internationally.
 - iii. Support historic research, maintain a line of heritage among Air Defenders recognising the contribution of ex Serving Members to the Air Defence Artillery of Australia and to provide a forum for open discussion between members.
 - iv. To assist members in their time of need.

Rule 4: POWERS

The powers of The Association are:

- a. to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of The Association, but The Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on The Association under or by virtue of Rule 13;
- b. in furtherance of the objects of The Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of The Association or persons frequenting The Association's premises;
- c. to purchase, take on lease or exchange, hire and acquire any lands, buildings, easements or property, real and personal, and any rights and privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of The Association, but in the case The Association shall take or hold any property which may be subject to any trusts The Association shall only deal with the same in such a manner as is allowed by law having regard to such trusts;
- d. to enter to any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of The Association;
- e. to obtain from any such Government or Authority any rights, privileges and concessions which The Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- f. to appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of The Association;
- g. to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association,

or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;

- h. to construct, improve, maintain, develop, work, manage, carry out, alter or control any house, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance The Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, development, working, management, carrying out, alteration or control thereof;
- i. to invest and deal with money of The Association not immediately required in such a manner as may from time to time be thought fit;
- j. to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- k. in furtherance of the objects of The Association to lend and advance money or give credit to any person or body corporate;
- l. to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- m. to borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid with notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of The Association's property or assets present or future and to purchase, redeem or pay off any such securities;
- n. to draw, make, accept, endorse, discount execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- o. in furtherance of the objects of The Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of The Association;
- p. to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of The Association's property of whatsoever kind sold by The Association, or any money due to The Association from purchasers or others;
- q. to take any gift of property whether subject to any special trust or not, for any one or more objects of The Association but always subject to the exceptions in paragraph (d);
- r. to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of The Association, in the shape of donations, annual subscriptions, or otherwise;
- s. to print and publish any newspapers, periodical, books or leaflets that The Association may think desirable for the promotion of its objects;

- t. in furtherance of the objects of The Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of The Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon The Association under or by virtue of Rule 13;
- u. in furtherance of the objects of The Association to purchase or otherwise acquire to undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the incorporated associations with which The Association is authorised to amalgamate;
- v. in furtherance of the objects of The Association to transfer all or any part of the property, assets, liabilities and engagements of The Association to any one or more of the incorporated associations with which The Association is authorised to amalgamate;
- w. to make donations for patriotic, charitable or community purpose;
- x. to transact any lawful business in aid of The Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- y. to do all other such things as are incidental or inductive to the attainment of the objects and the exercise of the powers of The Association.

Rule 5: Membership

- a. Application for membership may be made by any person who supports the objects of The Association and agrees to be bound by its Rules and meets one of the eligibility requirements of either being:
 - i. A person with verified service in any past or present Australian Air Defence Artillery Unit or the Air Land Regiment,
 - ii. An immediate family member of a person with verified service in an Australian Air Defence Artillery Unit, or
 - iii. A lineal descendant of a person with verified service in an Australian Air Defence Artillery Unit.
- b. Every application shall be made in writing and signed by the applicant or may be made electronically via The Associations website.
- c. Verification of service, shall be proven by, an official certificate of service, official documents relating to service in an air defence unit or position, a Statutory Declaration supporting service in an Australian Air Defence Artillery Unit or position, signed by a member of The Association. Or if the applicant is known and known to have served, by the members or a member of the Committee, that service shall be recognised. Upon the acceptance and approval of the application by the committee and the payment or grant of the appropriate subscription for the type of membership required, the applicant shall be a member of The Association.
- d. Persons applying for membership under the eligibility criteria of 5.a.ii and 5.a.iii shall not be granted full membership.

- e. Any person or organisation may apply to be a Friend of the Association. All applicants will be assessed by the committee and approved or otherwise on a case-by-case basis.

5.1 Classes of members

- a. The membership of The Association shall consist of the following classes of members:
 1. **Full Member** - a person who qualifies for membership and pays an annual membership fee. A full member shall have full access to the website forums and albums, is eligible to vote on Association business and may serve on the management committee. In the event that a Full Members membership lapses, their membership will revert to Ordinary Member.
 2. **Associate Member** – a person eligible for membership under the criteria specified in Rule 5.a.ii and 5.a.iii and pays an annual membership fee. Associate members shall have enhanced access to the website forums and albums, but are not eligible to vote on Association business or serve on the management committee.
 3. **Friend of the Association** – a person or organisation who makes a monetary donation or can add value or advantage to the Association. Friends of the Association shall receive Association notifications, correspondence and newsletters, but are not eligible to vote on Association business or serve on the management committee. Friends of the association will have limited access to the website forum boards. The length of time a person or organisation remains a friend of the association will be at the discretion of the committee and be dependent on the value or advantage the person or organisation can continue to add to the Association. Organisations must nominate a specific person to receive Association correspondence.
 4. **Ordinary Member** - a person who qualifies for membership and registers with the website forum but does not pay a membership fee. Ordinary members will have limited access to the website forum boards but are not eligible to vote on Association business or serve on the management committee.
 5. **Life Member** – Awarded to a member who has rendered exemplary service to The Association. All life memberships shall be approved by the members of The Association at an AGM with greater than 60% majority vote of those present in favour. The member so appointed shall remain a life member of The Association for life with complete access to the website and full voting rights and be exempt from fees.
 6. **VIP Member** – Awarded to a person from the Air Defence Artillery fraternity, who has performed services of a special or exemplary nature toward Australian Air Defence Artillery. VIP Membership must be approved by a majority vote at an Annual General Meeting. VIP members are granted the same privileges as an Associate Member. VIP members who are also eligible for full membership shall be considered full members and granted the applicable privileges. No fees shall apply for VIP members.
- b. All classes of membership shall be unlimited in number.

5.2 Membership Fees

- a. The membership fees for each class of membership shall be such sum as the Committee shall determine from time to time.

- b. The membership fees for each class of membership shall be payable annually on the anniversary date of the member having been accepted into membership.
- c. Any member whose fees are outstanding for more than 1 month after the due date for payment shall cease to be a Financial Member and shall thereafter be only entitled to Ordinary Member entitlements, until such time as all outstanding fees are paid in full.

5.3 Resignations

- a. A member may resign from The Association at any time by giving notice in writing to the Secretary. A resigning member shall be liable for any outstanding debts, which may be recovered as a debt due to The Association.

5.4 Expulsion of a member

- a. A charge must be made either by a member of the Committee or by resolution of the Committee stating the nature of the offence of which the member is accused.
- b. The Committee shall then cause a notice to be sent to the member complained against, to attend before the Committee either in person or by telephone to answer the charge and also to his accuser, if any, and the Secretary must, on application by either party, send a notice to any other member to appear either in person or by telephone and give evidence provided that such application must be made 3 clear days before the date of the hearing of such charge. 7 clear days' notice must be given of such hearing. Should either of the parties fail to attend, the Committee shall take evidence and decide the case as if all parties had been present.
- c. If, after hearing the evidence, the Committee is of the opinion that the charge is substantiated, the Committee shall inflict such penalty as it may think fit, either by fine, suspension of membership or expulsion. Notice of such penalty shall be sent to the member at his, her or its registered address.
- d. Any member or ex-member ("Complainant") who is aggrieved by any action of the Committee may appeal to a general meeting. The Complainant shall give notice to the Committee who shall include the appeal, and details of it, on the agenda of the next general meeting. If any Complainant requires a Special General Meeting for the purpose of hearing the appeal, the Complainant must lodge the sum of \$100.00 ("Fee") with the Secretary to cover the cost of convening such a meeting. The Fee shall be forfeited if the meeting upholds the Committee's decision, but otherwise, it shall be returned to the Complainant. Until the hearing of any such appeal, the decision of the Committee shall be final.

5.5 Register of members

- a. The Committee shall cause to be kept a register of members of The Association. The Secretary shall have custody of the register and shall enter in it the:
 - i. name and residential address of each member and any change to such address;
 - ii. date on which the name of such member was entered in the register;
 - iii. date upon which each member commenced and ceased to be a member;

- iv. name of any representative appointed to attend meetings and vote on behalf of that member;
- v. amount of any subscription; and
- vi. type of membership.

Rule 6: THE COMMITTEE

6.1 Powers

- a. The affairs of The Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of The Association, and are not by the Act or by these Rules required to be done by The Association in general meeting.
- b. The Committee shall have the general control and management of the administration of the affairs, property and funds of The Association.
- c. The Committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of The Association on which these Rules are silent.
- d. The committee shall appoint a public officer as required by the Act.

6.2 Appointment

- a. The committee shall be comprised of a, President, Vice President, Secretary / Public Officer, Treasurer, Welfare/Committee member, Assistant Secretary/Committee member, Committee member and Immediate Past President.
- b. The person retiring from the office of President shall be known as the Immediate Past President of The Association and shall hold office until the conclusion of the next Annual General Meeting. The Immediate Past President may attend all meetings and may be heard on any matter but shall not be entitled to vote at the meetings.
- c. A Committee member shall be a natural person.
- d. The first Committee of The Association shall be appointed from and by the promoters of The Association. The first Committee shall hold office until the first annual general meeting. At this time, the members of the first Committee, shall retire, and subject to Rule 6.2 (d), a new Committee shall be elected. At each subsequent annual general meeting the Committee shall retire and a new committee shall be chosen by ballot.
- e. A retiring Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of The Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary of The Association. The nomination shall be signed by the proposer and by the nominee.
- f. Notice of all persons seeking election to the Committee shall be given to all members of The Association with the notice calling the meeting at which the election is to take place.

- g. The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of The Association and shall be eligible for election to the Committee without nomination.

6.3 Proceedings of committee

- a. The Committee shall meet together for the dispatch of business at least once every three months.
- b. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson of the meeting shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the Committee shall be least 3 of the members of the Committee.
- d. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with The Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of The Association.

6.4 Disqualification of committee members

- a. The office of a Committee member shall become vacant if a committee member is:
 - i. disqualified from being a Committee member by the Act.
 - ii. expelled as a member under these Rules.
 - iii. permanently incapacitated by ill health.
 - iv. absent without apology from more than four meetings in a financial year.
 - v. or has failed to renew their membership subscription.

Rule 7: THE ASSOCIATION MOTIF AND LOGO

- a. The Association shall have a common motif and or logo upon which The Association name shall appear in legible characters.
- b. The motif/logo shall be used on The Association letterhead for both printed and electronic documentations.
- c. The motif/logo may be reproduced for the purpose on a membership lapel badge, inclusion on a membership card or for merchandise produced for or by The Association.

Rule 8: GENERAL MEETINGS

8.1 Annual general meetings

- a. The Committee shall call an annual general meeting in accordance with the Act and these Rules.
- b. The first annual general meeting shall be held within 18 months after the forming of The Association, and thereafter within five months after the end of its financial year.

- c. The order of the business at the meeting shall be:
 - i. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - ii. the consideration of the accounts and reports of the committee and the auditor's report (if required);
 - iii. the election of Committee members;
 - iv. the appointment of auditors if required by the Act;
 - v. any other business requiring consideration by The Association in general meeting.

8.2 Special general meeting

- a. The Committee or a member of the Committee may call a Special General Meeting of The Association at any time.
- b. Upon a requisition in writing of not less than 5%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of The Association, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- c. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a Special General Meeting is not convened within one month, as required by para 8.2 (b) above, the requisitioner's, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitioner's are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by The Association.

8.3 Notice of general meetings

- a. Subject to para 8.3 a.ii, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. Where a meeting is to be arranged and held either in the form of a teleconference or online the secretary should notify members accordingly.
 - i. Participation in these meetings shall be equivalent to attendance at a regular meeting.
 - ii. Notice of a meeting at which a special resolution is to be proposed, shall be given at least 21 days prior to the date of the meeting.
 - iii. A notice may be given by The Association to any member by serving the member with the notice personally, or by sending it by post or electronically by email or Fax, to the address appearing in the register of members.
 - iv. Where a notice is sent by post:

- a) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice,
 - b) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- b. Where the notice is sent electronically by email or fax, the service is affected properly, by the successful transmission of the notice.

8.4 Proceedings at general meetings

- a. Ten members (a lesser or greater number may be appropriate depending upon the size of the membership) present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall, form a quorum.
- c. Subject to para-8.4 (d), the president shall preside as chairperson at a general meeting of The Association.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- a. Subject to these Rules, every member of The Association has only one vote at a meeting of The Association.
- b. Subject to these Rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or by proxy at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- a. A special resolution is as defined in the Act.

- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

Rule 9: MINUTES

- a. Minutes of all proceedings of general meetings of The Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose and (decisions of the Committee and treasury report) posted on The Association website.
- b. The minutes are kept pursuant to this Rule must be confirmed by the members of The Association or the members of the Committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

Rule 10: DISPUTE RESOLUTION

- a. The dispute resolution procedure set out in this Rule applies to disputes under these Rules between:
 - i. a member and another member
 - ii. a member and The Association
- b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this Rule 'member' includes any person who was a member not more than six months before the dispute occurred.

Rule 11: FINANCIAL REPORTING

11.1 Financial year

- a. The first financial year of The Association shall be the period ending on the 30 June next following forming, and thereafter annually commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

- a. The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of The Association in accordance with the Act. Refer to regulation 8 of The Associations Regulations.

11.3 Accounts and reports to be laid before members

- a. The accounts, together with the auditor's report on the accounts (if required), the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

Rule 12: PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- a. The income and capital of The Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of The Association.

Rule 13: WINDING UP

- a. The Association may be wound up in the manner provided for in the Act.

Rule 14: APPLICATION OF SURPLUS ASSETS

- a. If after the winding up of The Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has Rules which prohibit the distribution of its assets and income to its members. The Association may determine to distribute surplus assets to nominated charities.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in General meeting.

Rule 15: RULES

- a. These Rules may only be altered (including an alteration to The Association's name) by special resolution of the members of The Association. This includes rescission or replacement by substitute Rules.