



AUSTRALIAN DIVISION INC.

CONSTITUTION AND RULES **(Revised March 2009)**

This Constitution and Rules is derived from the Regulations for the Governance of Divisions of the Society dated June 2004, which was drawn up to cover the requirements of By-laws 17 and 18 of The Royal Aeronautical Society and The Charter of Incorporation and to comply with Incorporation in the Australian Capital Territory.

CONSTITUTION

The Council of The Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists (hereinafter referred to as "The Society"), pursuant to the powers conferred upon it by By-law 17 of The Society hereby forms and constitutes a Division of The Society, which shall be known as "The Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers and the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists, Australian Division Incorporated".

RULES

1. In the rules, the word or words in the first column in the Table following shall, unless the context otherwise requires, bear the meanings set opposite them respectively in the words column on that Table:-

Words Meanings

The Society: The Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Engineers and Technologists.

Member: The use of the term "Member" (with a capital "M") shall refer to the class of Member as defined in By-law 2, but the use of the word "member" (with a small "m") shall refer to all classes of membership, that is, all persons who are on the Register of The Society.

- Profession of Aeronautics: The practice of those branches of art, engineering, the law, medicine and science which are closely related to aeronautical and astronautical research, design, manufacture, operation, maintenance, safety, regulation, training, education and management.
- The Council: The collective body of members duly elected and constituting the Council of The Society.
- The Division: The Division comprises the members of The Society resident in the Commonwealth of Australia and its Territories excluding those members who advise The Society in writing that they do not wish to belong to the Division.
- The Divisional Council: The collective body of members duly elected or appointed by Branches and constituting the Council of the Division for the time being.
- Engineering Council: The registration authority by that name established by Royal Charter or its successor bodies.
- Chartered Engineer,
Incorporated Engineer &
Engineering Technician: Styles and titles awarded by the Engineering Council (or its successor bodies) to suitably qualified members on the nomination of the Society.
- Voters: In accordance with the By-laws, Voters are defined as Fellows, Companions, Members, those Associate Members who were elected before 1st January 1975 to the class of Associate defined in By-laws adopted on 11th day of January 1960 and those Associate Members who are registered as Incorporated Engineers under the provision of the Royal Charter and Bye-Laws of the Engineering Council.
- Financial Year: The Financial Year of the Division is the calendar year (1 January to 31 December).

REGULATIONS

2. The regulations governing the Division shall be those contained in the By-laws and Regulations for the Governance of Divisions of the Society or such other documents which may govern the action of The Society from time to time, except insofar as these may be varied for the use of the Division from time to time by the Council in consultation with the Divisional Council to suit the local requirements of the Division.

TERRITORY

3. The Division shall conduct the affairs of The Society within the Commonwealth of Australia and its Territories.

OBJECTS

4. The objects of the Division shall be to carry out the objects and purposes of The Society, which are the general Advancement of Aeronautical Art, Science and Engineering and more particularly for promoting that species of knowledge which distinguishes the profession of Aeronautics (which expression includes Astronautics) within the territory in which it operates, and, which inter alia, are specified in Clause 4 of The Charter of The Society.

MEMBERSHIP

5. The Division shall consist of all members of The Society, as defined in Rule 1 and who ordinarily reside in the territory defined in Rule 3, except for those who advise The Society in writing that they do not wish to be members of the Division.
6. The Divisional Council shall appoint a Divisional Grading Committee to evaluate applications for admission and transfer from persons in the territory of the Division. The committee shall pass its recommendations to The Society Grading Committee for ratification in the case of Members, Companions and Fellows (and the Honorary appointments of them) and the Division has the right to elect all other grades of members. Assessment of applicants by the Divisional Grading Committee shall be compatible with The Society guidelines and procedures.
7. All applications for membership of The Society and transfer to another grade by persons residing in the territory defined in Rule 3 shall be made to the (Honorary) Secretary of the Division. The Secretary of the Division shall forward them to the Divisional Grading Committee for evaluation and recommendation to the Society Grading Committee. The Divisional Grading Committee and/or any applicant whose application is unsuccessful has the right of appeal to The Council.
8. The Secretary (the Executive Officer of The Division) is responsible to The Society for the following:-
 - (a) Maintaining an accurate and up to date register of members of the Division including addresses, telephone numbers, honours, qualifications, dates of joining, grade history, professional record, interests, payment history and ages.
 - (b) Issuing demands to Divisional members for the payment of fees due to The Society for joining, transfer, annual subscription and the journal; also issuing demands for such annual and joining fees as may be due to the UK Engineering Council from some Division members.

- (c) Collecting the fees due from Divisional members, at the rates specified by the Divisional Council for annual subscription, joining and transfer fees and the Society for Journal subscription and Engineering Council fees, having regard to the dates specified in By-law 6. Remitting a sum of money to the Society that recognises the services provided by the Society to Divisional members, calculated by the Council agreed basis for determining the sum and the full amount for Engineering Council and Journal fees at quarterly intervals and retaining the remainder for the funding of Division operations.
 - (d) Issuing reminder notices in April and July and a final notice in October to Divisional non-payers.
 - (e) Advising The Society each month of Division members who have paid and terminating membership of those who have not paid by the end of December.
 - (f) Notifying The Society with the advice on subscription payments, details of Division membership, resignations, death and change of address at monthly intervals.
9. Any notices may be served on any member of the Division either personally or by posting to their address on the Division register.

HEADQUARTERS

10. The Headquarters of the Division shall be as from time to time decided by the Divisional Council.

MANAGEMENT

11. The Management of the Division shall be vested in a Divisional Council consisting of a President, a Past President, who is the most recently retired President willing and able to serve, or a President-elect, ten ordinary members and one Branch representative member from each Branch of the Division formed in accordance with Rule 29.
12. The Divisional Council shall from time to time appoint a Secretary or an Honorary Secretary, who shall be the "Executive Officer" of the Division, and an Honorary Treasurer to the Division. Both these office bearers shall be Voters of The Society and shall have the full rights of an elected Councillor.
13. Council may appoint officers on a voluntary, fee or remunerated basis, to be responsible through the Secretary, for membership matters and payment of fees due to The Society for Division members and Society applicants, which tasks may include the tasks under Rule 8, and other tasks as specified by Divisional Council.
14. The President shall be a Fellow or Member and shall hold office for two years. Normally the President will have been the President-elect for the preceding year.

The President shall take office at the Annual General Meeting in the year following the election of the President-elect. On the expiration of his term of office the President shall be termed Past President. Any retiring President shall not be eligible for re-election to this office within four years of the date of his last installation as President.

Note: The Divisional Council may, by a motion carried by majority vote, permit a President to continue for two terms in office. If this occurs, the immediate Past President shall continue in this role until the Divisional Council Meeting prior to the Annual General Meeting at the end of the third year in office of the President, when a President-elect shall be elected.

The President-elect shall be elected by the Divisional Council from its ordinary members. Such election shall be made at a meeting of the Divisional Council before the Annual General Meeting each alternate year. All nominations for the office of President-elect shall be by letter addressed to the Secretary of the Division so as to reach him prior to the Meeting. The consent of the person nominated must be endorsed on each nomination.

The method of election of the President-elect is to be by Ballot at the Divisional Council Meeting from the nominations received. Should the office of President fall vacant during the first year of his office, the Past President shall act as President until the election of the President-elect. Following the election of the President-elect, if the office of President falls vacant, the President-elect shall be installed as President for the remainder of the term and for the two years thereafter. The Divisional Council shall appoint one of the ordinary members (who shall be a Fellow, Companion or Member) as acting President-elect for the remainder of the President-elect's term.

The President and President-elect shall not be subject to retirement as ordinary members of the Divisional Council

The President has a seat on the Council of The Society and shall receive Council Papers.

15. The ten ordinary members shall be nominated and elected by postal ballot from among members of the Division, and at least two shall be Fellows and at least four shall be corporate members of The Society and one shall be an Associate Member and one shall be a graduate (Associate). Of the ordinary members of the Divisional Council, including the serving Past President defined in Rule 11 (unless the President is in office for two consecutive terms approved by the Council per the Note to Clause 14), the number necessary to create five vacancies shall retire each alternate year. The members to retire shall be those who have been the longest in office since their last election. As between two members with equal length of time since their last election, the one or ones to retire shall, in default of agreement between them be decided by lot. All retiring members shall be eligible for re-election. Nominations for Divisional Council shall be in writing to the Secretary and shall be received by the due date on the Call for Nominations. Ballot Papers for the elections shall be served not less than 60 days preceding the Annual General Meeting to all members eligible to vote. Ballot Papers shall be returned to the Secretary to arrive not later than a nominated date, which shall be at least 14 days before the Annual General Meeting. Papers arriving thereafter shall be destroyed unopened. The Divisional Council shall appoint not less than two Scrutineers, who shall be voters of The Society, for opening the Ballot Papers and recording the votes. The

Scrutineers shall report the result of the ballot to the Chairman of the Annual General Meeting immediately before the Meeting. In the event of an equality of votes, the Chairman shall have the casting vote. The Chairman shall declare the result of the election to the Meeting.

In the event that a vacancy occurs on Divisional Council due to an ordinary member being unable to complete the term of office, resigns, or a vacancy is not filled at an election, then the Divisional Council may appoint another member of the Division for the remainder of the term, whilst maintaining the required composition of the Divisional Council.

16. The Branch representative members of the Divisional Council shall be appointed by the Management Committee of the respective Branches from time to time. Branch representative members of the Divisional Council must be Voters of The Society. Each Branch shall notify in writing the name of the representative appointed by it to the Secretary of the Division. Each representative shall hold office until the name of his successor or the termination of his appointment is similarly notified to the Secretary.
17. The Divisional Council may appoint from time to time a Solicitor or an Honorary Librarian to the Division.
18. At all meetings of the Divisional Council six of its members, of whom four shall be either ordinary members, President, Past President or President-elect, shall form a quorum. In the absence of the President, the Past President or President-elect shall be the Chairman, and in the absence of the President and the Past President or President-elect, those present at the meeting shall appoint one of their number to be the Chairman for the Meeting. On all questions submitted to the meeting each member present shall have one vote and in cases of equality of votes, the Chairman shall have a second or casting vote. Any Divisional Councillor may appoint a member, who shall be a Voter of The Society, as his proxy to vote for him on any specified motion or generally on all motions submitted to the Meeting. Any member acting as such proxy for the Divisional Councillor does not contribute to the quorum defined in this rule. Notice in writing shall be given of all Divisional Council Meetings. Such notice shall be at least four weeks, except where an emergency Divisional Council Meeting is called by the President.
19. The Secretary shall send to each member of the Divisional Council a copy of the Minutes of each Divisional Council Meeting as soon as practicable after the termination of such meeting. All members of the Divisional Council shall have the right to submit written comments on such minutes, which shall be brought up by the Secretary for consideration of the Divisional Council at the next Divisional Council Meeting held after the receipt thereof.
20. The Divisional Council shall have the power, as and when it deems advisable, to appoint Committees from the persons constituting the Division to carry out any of the duties or exercise any of the powers of the Divisional Council. Such Committees shall report to the Divisional Council at such times as the Divisional Council shall determine.

GENERAL MEETINGS

21. The Annual General Meeting shall be held in March of each year or as soon thereafter as may be practicable at the time and place to be fixed by the Divisional Council.
22. Special General Meetings of the Division may be held at such times, at such places and for such purposes as shall be decided by the Divisional Council. The Divisional Council shall convene a Special General Meeting, at a time and place of their choice, within one month of a requisition in writing of not less than 5 percent of the total members stating the purpose(s) of the meeting.
23. Fourteen days notice of every General Meeting of the Division shall be given to all members of the Division who have notified the Secretary of the Division of their addresses within its territory.
24. At all General Meetings of the Division six (6) voters shall form a quorum, but if after half an hour has elapsed from the time for which the meeting was called a quorum is not present, those present shall form the quorum. On all questions submitted to a meeting each voter shall have one vote and in cases of an equality of votes, the Chairman shall have a second or casting vote. At such meetings, any resolution put to the vote of the meeting shall be decided on a show of hands, unless (before, or on, the declaration of the result of the show of hands) a postal vote is directed by the Chairman or demanded by any six (6) Voters present at the meeting. In the event of a postal vote being directed or demanded a postal vote shall be held of all Voters of the Division. The Divisional Council shall appoint scrutineers, who shall be Voters of The Society, to open and record the results of the vote and report the result to the President, who shall place the result of the vote before the Divisional Council at its next meeting.
25. At each Annual General Meeting the business shall include:
 - (a) Confirmation of the Minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting.
 - (b) Receipt from the Divisional Council for approval of a statement of the progress and activities of the Division and a financial report and statement showing the financial position of the Division and certified by the Auditor or Auditors of the Division for the preceding financial year.

Note: A copy of such report and statement shall be sent by email to the Chief Executive and External Affairs Manager of The Society as soon as practicable after the termination of the meeting.
 - (c) Appointment of an Auditor or Auditors for the ensuing financial year and the approval of the remuneration for that period.
 - (d) Notification of the results of the election of any Councillors and/or the appointment of any Officer(s) since the last Annual General Meeting.
 - (e) Consideration and approval, if agreed, of any amendments previously approved by the Divisional Council to the Division Constitution and Rules.

Note: Changes to the Constitution and Rules also may be approved at Special General Meetings.
 - (f) Installation of the new President when a President retires.

SUBSCRIPTIONS & FEES
(see also MEMBERSHIP)

26. The subscriptions and fees payable by members shall be the subscriptions and fees for the time being fixed by the Council of The Society, with the exception of the annual membership subscription payable and paid by Division members to the Division, which shall be set by the Division Council.
27. All subscriptions and fees shall be payable within the times and subject to all the provisions set forth in the By-laws of The Society.

BRANCHES

28. The Divisional Council shall have the power to form Branches of The Society at such places within its territory as defined in Rule 3 as it may deem desirable. Such Branches may admit persons who are not members of The Society.
29. The rules governing a Branch shall be the rules set out in the Schedule hereto, subject to any alterations or additions approved by the Divisional Council.

FINANCE

30. A Bank account (or accounts) shall be opened in the name of the Division and all moneys, cheques and other bills of exchange received by or on behalf of the Division shall be paid into and all payments made on behalf of the Division (except Petty Cash expenses) shall be made by registered financial instrument drawn on the said account(s). The Divisional Council shall from time to time decide what persons shall be authorised to sign and/or approve the cheques, registered financial instruments and other bills of exchange drawn on the account(s) or in favour of the Division.
31. The finances of the Division shall be independent of the finances of The Society and the Division shall have no power of authority to pledge the credit of The Society.
32. The Divisional Council may, as part of the management of the affairs of the Division make loans or gifts of money out of its funds to any body or bodies engaged in the advancement of Aeronautics, including a Branch formed under Rule 28 hereof, provided that no such loan or gift shall be made in any circumstances that might jeopardise the charitable status of The Society. The Divisional Council may also subsidise a Branch.

TRUSTEES

33. All property to which the Division shall become entitled (other than money, cheques and other bill of exchange) shall be vested in two or more trustees, who shall be appointed by the Divisional Council from time to time and who shall hold the said property in trust for the Division. Such trustees shall be Voters of The Society.

MEMBERS LIABILITIES

34. The liability of a member to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by clause 27.

DISSOLUTION

35. The Council shall have the power at any time to dissolve the Division. Such dissolution by the Council shall be notified to the Divisional Council and shall take effect at the time such notification is received by the Divisional Council. Also, the Division may be disbanded by the majority decision of all members taken in a properly conducted ballot.

After all the liabilities of the Division have been satisfactorily and legally cleared, all monies and assets remaining and held by the Division and the beneficial interest of the Division in any property held in trust for it shall not be distributed to the members, but used in accordance with the decisions made by the members through a ballot.

Branches of the Division shall, upon dissolution of the Division constitute Branches of the Society and shall be subject to the By-laws of the Society as they apply to Branches.

APPENDIX

Disciplining of Members

- (1) If the Council is of the opinion that a member –
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Division;
 the Council may, by resolution –
 - (c) expel the member from the Division: or
 - (d) suspend the member from the rights and privileges of membership of the Division that the Council may decide for a specified period.
- (2) A Resolution of the Council under subsection (1) is of no effect unless the Council at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.
- (3) If the Council passes a resolution under subsection (1), the Hon Secretary must, as soon as practicable, serve written notice on the member –
 - (a) setting out the resolution of the Council and the grounds on which it is based; and
 - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or before the date of that meeting written presentations relating to the resolution.
- (4) Subject to the Associations Incorporation Act 1991, section 50, at a meeting of the Council mentioned in subsection (2), the Council must –
 - (a) give to the member mentioned in subsection (1) an opportunity to make oral representations: and
 - (b) give due consideration to any written representations submitted to the Council by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Council made under subsection (1).
- (5) If the Council confirms a resolution under subsection (4), the Hon Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member’s right to appeal under “**Rights of Appeal of a Disciplined Member**” below.
- (6) A resolution confirmed by the Council under subsection (4) does not take effect –
 - (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal with that period; or
 - (b) if within that period the member exercises the right of appeal – unless and until the Division confirms the resolution in accordance with section (4) of “**Rights of Appeal of Disciplined Member**” below.

Right of Appeal of Disciplined Member

- (1) A member may appeal to the Division in general meeting against a resolution of the Council that is confirmed under section (4) of “**Disciplining Members**” above, within 7 days after the notice of the resolution is served on the member, by lodging with the Hon Secretary a notice to that effect.
- (2) On receipt of a notice under subsection (1), the Hon Secretary must notify the Council which must call a general meeting of the Division to be held within 21 days after the date when the Hon Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Associations Incorporation Act 1991, section 50, at a general meeting of the Division called under subsection (2) –
 - (a) no business other than the question of the appeal may be transacted; and
 - (b) the Council and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under “**Disciplining of Members**” section (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under “**Disciplining of Members**” section (4), that resolution is confirmed.

Common Seal

- (1) The common seal of the Division must be kept in the custody of the Hon Secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Council and the attaching of the common seal must be attested by the signatures either of 2 members of the council or of 1 member of the Council and of the Hon Secretary.

Inspection of Books

The records, books and other documents of the Division must be open to inspection at a place in the ACT, free of charge by a member of the Division at any reasonable hour.