

# **Royal Aeronautical Society Australian Division Inc**

## **Constitution and Rules**

(Version 0: 11 March 2017)

### **Derivation of Constitution and Rules**

This Constitution and Rules is derived from The Society’s “Regulations for the Governance of Divisions of the Society” approved by the Society Board of Trustees in September 2015, which was drawn up to cover the requirements of By-Law20 of The Royal Aeronautical Society and The Charter of Incorporation; and from the Deed of Association, as identified in the “Regulations for the Governance of Divisions of The Society” and as agreed from time to time between The Society and the Division; and from the Associations Incorporation Act 1991 and the Associations Incorporation Regulation 1991 (including Schedule 1 Model Rules) of the Australian Capital Territory, to comply with incorporation in the Australian Capital Territory; and from the Australian Charities and Not-for-profits Commission Governance Standards, to comply with the requirements to be a registered charity.

### **Society Regulations Governing the Division**

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 Board of Trustees in consultation with the Divisional Council to suit the local requirements of the Division

### **Interpretation**

In this Constitution and the Rules, the word or words in the first column in the table following shall, unless the contrary intention appears, bear the meanings set opposite them respectively in the second column in the table:-

ACNC:	The Australian Charities and Not-for-profits Commission administers the ACNC Act and provides Governance Standards with which a charity must comply in order to be, and remain, registered.
Act:	The Associations Incorporation Act 1991 of the Australian Capital Territory.
Board of Trustees	The Society body which is responsible for the Advancement of The Society’s Objects, for its administration and for the management of its finances and property.
By-Laws:	The By-Laws of The Society as provided for in the Royal Charter.
Charter:	The Royal Charter of The Society dated 17 January 1949, as amended, as varied from time to time by Supplemental Charter.
Circulating Resolution:	A proposal in writing put to members of the Divisional Council between meetings, on which each member may vote by giving

assent, rejecting or abstaining.

- Council:** The collective body of members duly elected and constituting the Council of The Society.
- Deed of Association:** The agreement identified in the Divisions Regulation that sets out the governance arrangements and the relationship between The Society and the Division.
- Division:** The Royal Aeronautical Society Australian Division Inc. The Division is a self-governing body associated with The Society and whose governance is subject to Regulations drawn up by The Society. It is a separate legal entity and subject to a legal agreement (Deed of Association) governing its relationship with The Society in a form consistent with the Regulations and approved by the Board of Trustees in consultation and agreement with the Division.
- Divisions Regulation:** The Society's "Regulation for the Governance of Divisions of the Society".
- Divisional Council:** The collective body of members duly elected, appointed or appointed by Branches and constituting the council of the Division for the time being.
- eligible Division member:** All members of The Society who ordinarily reside in the territory of the Division, except for those who advise The Society in writing that they do not wish to be members of the Division, providing all money due and payable by the member or proxy to the Division has been paid, other than the amount of the annual subscription payable for the then current year.
- Engineering Council:** The registration authority by that name established by Royal Charter or its successor bodies.
- Executive Committee:** A standing committee of the Division chaired by the President.
- Financial Year:** The Financial Year of the Division is the calendar year (1 January to 31 December).
- Member:** The use of the term "Member" (with a capital "M") shall refer to the class of Member as mentioned 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.
- Minutes:** A summarised and agreed record of the proceedings at a meeting.

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.
Regulations:	The Regulations of The Society made under the By-Laws from time to time.
Regulation 1991:	The Associations Incorporation Regulation 1991 of the Australian Capital Territory (including Schedule 1 Model Rules), and any successor Regulations.
Secretary:	The person holding office under these rules as Secretary of the Divisional Council or, if no such person holds that office, the Public Officer of the Division.
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.

## **Constitution**

The Board of Trustees 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 20 of The Society hereby forms and constitutes a Division of The Society, to be incorporated under the Associations Incorporation Act 1991 of the Australian Capital Territory, and which shall be known as "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, Australian Division” (hereinafter referred to as “the Division”), and upon incorporation, the Division shall be registered as the “Royal Aeronautical Society Australian Division Incorporated.”

# Rules

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## **Part 1 Scope and Purpose**

### **1.1 Territory**

The Division's territory shall be the Commonwealth of Australia and its Territories.

### **1.2 Objects**

The objects of the Division shall be identical with those of The Society: 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.

### **1.3 Division entitlements**

The Society has agreed that the Division is entitled to:

- a) conduct its own affairs, elect its own officers, and conduct its own programmes within the terms of the Constitution and the Act; and
- b) set member subscriptions at all levels of membership in the Division and collect subscriptions and fees; and
- c) make statements on its own behalf to the public or to the media providing always that the Division ensures that no such statements are represented to be the views or policies of The Society or its Council; and
- d) manage its membership, operate a grading committee and elect all grades of members except Members, Companions and Fellows (and the Honorary appointments of them); and
- e) operate a Corporate Partner Scheme, recruiting and managing Corporate Partners of the Division who will be recognised as full Corporate Partners of the Society; and
- f) form Branches, subject to the approval of The Society; and
- g) use The Society logo, as amended to show "Australian Division", on its documents and promotional material, both physical and electronic; and
- h) merge, amalgamate or enter into partnership with another body with similar objects and purposes as the Division, subject to making a submission to, and obtaining the approval of, the Board of Trustees.

### **1.4 Headquarters**

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

### **1.5 Branches**

The Divisional Council shall have the power to form Branches of The Society at such places within its territory as defined in rule 1.1 as it may deem desirable. Such Branches may admit persons who are not members of The Society if this is provided for in their rules.

The rules governing a Branch shall be the rules set out in The Schedule hereto, taking into account the guidelines for Branches used by The Society, subject to any alterations or additions approved by the Divisional Council as appropriate to the local conditions of the Branch.

## **Part 2 Membership and Grading**

### **2.1 Division members**

The Division shall consist of all members of The Society who ordinarily reside in the territory defined in rule 1.1, except for those who advise The Society in writing that they do not wish to be members of the Division.

### **2.2 Applications for membership and grading**

- 1) All applications for membership of The Society and transfer to another grade by persons residing in the territory defined in rule 1.1, except for those who do not wish to be members of the Division, shall be made to the Secretary of the Division in a form acceptable to The Society and with the required nominations.
- 2) The Secretary of the Division shall review applications for completeness and forward them to a Divisional Grading Committee for evaluation.
- 3) 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 Membership Grading Committee for approval 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.

### **2.3 Applicant's right of appeal**

The Divisional Grading Committee and/or any applicant whose application is unsuccessful has the right of appeal to the Professional Standards Board of The Society.

### **2.4 Cessation of membership**

A person ceases to be a Division member if the person:

- a) dies; or,
- b) resigns from membership of The Society; or
- c) in accordance with rule 2.1, notifies The Society in writing that the person does not wish to be a member of the Division; or
- d) is expelled from the Division or The Society; or
- e) fails to renew membership of The Society.

### **2.5 Subscriptions and fees**

- 1) An annual membership subscription, set by the Divisional Council in recognition of services provided by the Division, shall be paid by Division members to the Division.
- 2) Separately to the Divisional subscriptions defined in subrule (1) above, Subscriptions will also be set from time to time by The Society using an agreed basis, payable by Division members to The Society for services provided by The Society from the United Kingdom. Other fees, such as joining/transfer, Engineering Council and Journal fees, payable by Division members to The Society will also be advised by The Society. The Division will collect these subscriptions and fees on behalf of The Society and will remit the monies to The Society to an agreed schedule. These payments are not income of the Division.
- 3) The subscriptions referred to in subrules (1) and (2) above shall be pro-rated, with a reduction of 25% for members elected in the second quarter, 50% for members elected in the third quarter and 75% if elected in the fourth quarter of the calendar year.
- 4) 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.

## **2.6 Members' liabilities**

The liability of a member to contribute towards the payment of debts and liabilities of the Division or the costs, charges and expenses of the winding up of the Division is limited to the amount (if any) unpaid by the member in relation to membership of the Division as required by rule 2.5.

## **2.7 Disciplining of Division members**

- 1) If the Divisional 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 Divisional 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 Divisional Council may decide for a specified period.
- 2) A resolution of the Divisional Council under subrule (1) is of no effect unless the Divisional 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 subrule (3) confirms the resolution in accordance with this rule.
- 3) If the Divisional Council passes a resolution under subrule (1), the Secretary must, as soon as practicable, serve written notice on the member:
  - a) setting out the resolution of the Divisional Council and the grounds on which it is based; and
  - b) stating that the member may address the Divisional 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 Divisional Council at or before the date of that meeting written presentations relating to the resolution.
- 4) Subject to the Act, section 50, at a meeting of the Divisional Council mentioned in subrule (2), the Divisional Council must:
  - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations submitted to the Divisional Council by that member at or before the meeting; and
  - (c) by resolution decide whether to confirm or to revoke the resolution of the Divisional Council made under subrule (1).
- 5) If the Divisional Council confirms a resolution under subrule (4), the 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 rule 2.8.
- 6) A resolution confirmed by the Divisional Council under subrule (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 within 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 rule 2.8(4).



## **2.8 Right of appeal of a disciplined Division member**

- 1) A member may appeal to the Division in general meeting against a resolution of the Divisional Council that is confirmed under rule 2.7(4) within 7 days after the notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 2) On receipt of a notice under subrule (1), the Secretary must notify the Divisional Council which must call a general meeting of the Division to be held within 30 days after the date when the Secretary received the notice or as soon as possible after that date.
- 3) Subject to the Act section 50, at a general meeting of the Division called under subrule (2):
  - a) no business other than the question of the appeal may be transacted; and
  - b) the Divisional 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 rule 2.7(4) should be confirmed or revoked.
- 4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 2.7(4), that resolution is confirmed.

## **2.9 Life membership of the Australian Division**

- 1) A member of the Australian Division who has given long, continued and demonstrably outstanding voluntary service to the Division or its Branches and to the attainment of the objectives of the Society; has consistently demonstrated high standards of conduct in accordance with The Society's Code and who has attained broad peer recognition may be awarded Life Member of the Australian Division by the Divisional Council.
- 2) Life membership of the Australian Division is an Australian Division award and does not alter the member's grade of membership of The Society or their standing with The Society.
- 3) Candidates for Life Member may be proposed and seconded only by Division Councillors on a strictly confidential basis to the President, who may consult with other Councillors to determine whether the proposal should be put to the Divisional Council for a vote. Such vote will be by secret ballot with the result determined by a simple majority.
- 4) The Division will not require a Life Member of the Australian Division to pay annual Divisional subscriptions and the Division will pay the Life member's subscription due to The Society.
- 5) A Life Member of the Australian Division may attend any meeting, lecture or conference of the Division or its Branches as an observer and any fees or charges otherwise levied for attendance will be waived.
- 6) A Life Member of the Australian Division may attend meetings of the Divisional Council, as an observer, but only with the prior permission of the President or chairman of the meeting.
- 7) The award may be revoked by a secret ballot of the Divisional Council with the result determined by a simple majority.

## **Part 3 Divisional Council and management**

### **3.1 Powers of the Divisional Council**

The Divisional Council, subject to the Act and the Regulation 1991; the ACNC requirements; the Royal Charter, By-Laws and Regulations of The Society; the Deed of Association; these Rules, and to any resolution passed by the Division in general meeting:

- a) controls and manages the affairs of the Division; and
- b) may exercise all functions that may be exercised by the Division other than those functions that are required by these Rules to be exercised by the Division in general meeting; and
- c) has power to perform all acts and do all things that appear to the Divisional Council to be necessary or desirable for the proper management of the affairs of the Division.

### **3.2 Membership of the Divisional Council and Public Officer**

- 1) The Divisional Council shall consist 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 1.5. In accordance with Divisions Regulation 8.4, the Council must include at least two Fellows and at least half of the Council must comprise Fellows, Companions or Members of The Society.
- 2) The Divisional Council shall appoint a Secretary and a Treasurer to the Division. Both these office bearers must be Fellows, Companions or Members of The Society and shall have the full rights of an elected Councillor. These appointments must be made at the first meeting of the Divisional Council following an Annual General Meeting, and may be made at any other time, by ordinary resolution of the Divisional Council.
- 3) The Divisional Council may appoint and contract with officers on a voluntary, fee or payment-for-service basis to provide services as specified by the Divisional Council, including member(s) of Committees. Officers need not necessarily be Division members. Such officers may, by Divisional Council agreement, attend Divisional Council meetings as observers and may provide reports, but they are not members of the Divisional Council and do not have the rights of a Councillor unless otherwise elected or appointed as such. Appointments of such officers, including their point of contact with the Division, will be made, or re-confirmed by the Divisional Council at least annually usually following the Annual General Meeting or, if the role is covered by a contract for service, in accordance with the terms of the contract including consideration of the outcome of a performance assessment.
- 4) All nominated and current elected and appointed Divisional Council members, Branch representatives and officer bearers of the Divisional Council must be, and remain, an eligible Division member at the time of nomination, election/appointment and during their term as a Councillor or office bearer; and they, together with officers and the Public Officer, must:
  - a) Give a written undertaking that they are not disqualified from office under the Act section 63(1) or the ACNC Governance Standards; and
  - b) immediately inform the Divisional Council if they should become so disqualified; and
  - c) Give a written undertaking that they will comply with the Divisional Council's requirements in relation to confidentiality and privacy.
- 5) The Division in general meeting may by resolution, subject to the Act section 50, remove any member of the Divisional Council before the end of the member's term of office including if the member is in breach of subrule (4).

- 6) The Division must appoint a Public Officer who must be at least 18 years of age and a resident of the Australian Capital Territory. The Public Officer must lodge a notice of appointment with the registrar general and keep it current. The Public Officer may hold any other office of the Division.

### **3.3 President**

- 1) The President must 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.
- 2) 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.
- 3) The Divisional Council may, by a motion carried by majority vote, permit a President to continue for two terms in office. A person may serve no more than two consecutive terms as President. In the event that a President is elected for a second consecutive term, 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.
- 4) 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.
- 5) The President has an ex-officio seat on The Society Council and represents the policies of the Division and of the Divisional Council, including matters regarding the relationship between The Society and the Division, and is the primary spokesperson for the Division to The Society.
- 6) The President's purpose is to provide overall leadership and direction to the Division, the Divisional Council and to appointed officers in the pursuit of agreed objectives in accordance with the decisions and policies of the Divisional Council. The authority of the President includes, but is not limited to:
  - a) Chairing Divisional Council and general meetings; and
  - b) Calling emergency Divisional Council meetings; and
  - c) Putting proposals to Councillors and conducting a vote by a circulating resolution, as may be required between Divisional Council meetings on key issues that require expeditious resolution; and
  - d) Providing overall guidance to the Divisional Council as may be required between Divisional Council meetings on key issues as they arise and canvassing Councillors' views; and
  - e) Oversighting the status of key Divisional Council processes and initiatives including Division governance, compliance, business management, risk management, policies and the strategic plan; and
  - f) Representing the Division publicly, with industry, corporate partners, governments, regulators, professional associations and other aerospace stakeholders; and
  - g) The President may delegate any part or all of these responsibilities under rule 3.10.
- 7) The purpose of the Past President and of the President-elect is to provide support to the

President and to act as delegate for the President as necessary and appropriate.

### **3.4 President-elect**

- 1) 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.
- 2) All nominations for the office of President-elect shall be by letter addressed to the Secretary of the Division so as to reach the Secretary prior to the meeting. The consent of the person nominated must be endorsed on each nomination.
- 3) The method of election of the President-elect is to be by ballot at the Divisional Council meeting from the nominations received.
- 4) The President and President-elect shall not be subject to retirement as Ordinary members of the Divisional Council.

### **3.5 Secretary**

- 1) The Secretary is responsible to the Divisional Council and must:
  - (a) Keep records of all elections and appointments of office-bearers and Ordinary committee members; and
  - (b) Ensure all required registration details, notifications of any changes to the Division and any reporting requirements under the Act or ACNC Governance Standards are properly advised in a timely manner; and
  - (c) Keep minutes of the names of members of the Divisional Council present at a council meeting or a general meeting; and
  - (d) Prepare, distribute and keep minutes of proceedings at Divisional Council meetings and general meetings; and
  - (e) Minute any decisions made and votes taken by circulating resolution between Divisional Council meetings and table these at the next Divisional Council meeting; and
  - (f) Receive, read and make available to the Divisional Council correspondence addressed to and from the Secretary and other Divisional Council members; and
  - (g) Keep in custody or under control all securities and all records, books, and other documents relating to the Division.
  - (h) Prepare and issue notices to members as required by these rules.
- 2) The Secretary shall send to each member of the Divisional Council a copy of the draft 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 draft minutes, which shall be brought up by the Secretary for consideration of, and resolution by, the Divisional Council at the next Divisional Council meeting held after the receipt thereof.
- 3) Minutes of proceedings at a meeting must be approved by the Divisional Council and signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- 4) The Secretary is also responsible to the Divisional Council for:
  - a) Maintaining an accurate and up to date register of members of the Division including physical/electronic address, telephone number, honours, qualifications, date of joining, grade history, payment history and age; and
  - b) Issuing demands to Division members at rates agreed by the Divisional Council for the payment of subscriptions and fees due to the Division and on behalf of The Society for annual subscriptions, joining and transfer fees 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; and
  - c) Collecting these subscriptions and fees due from Division members for the annual subscription, joining and transfer fees and by The Society for annual subscription, Journal and Engineering Council fees, having regard to the dates specified by The Society; and
  - d) Remitting a sum of money to The Society in accordance with rule 5.1(3) and 5.1(7) that recognises the services provided by The Society to Division members and the full amount for Engineering Council and Journal fees at agreed intervals; and
  - e) Issuing reminder notices in and a final notice at agreed times of the year to Division non-payers; and
  - f) Maintaining the database of approved Procedures and Guidelines established under rule 3.12; and
  - g) Processing membership terminations, applications and issuing certificates; and
  - h) Notifying The Society each month of Division members who have paid and terminating the membership of those who have not paid by the agreed time of the year; and
  - i) Notifying The Society on subscription payments, details of Division membership, resignations, death, expulsion and change of address at monthly intervals.
- 5) With the approval of the Divisional Council, the Secretary may assign tasks associated with the responsibilities in subrule (1), (2) and (4) and other tasks as specified by the Divisional Council to an officer appointed by the Divisional Council under rule 3.2(3). The terms of the assignment will be specified in a written instrument and may be subject to any conditions or limitations about the exercise of any function or authorisation, its duration or the circumstances under which it operates. At all times the Secretary retains responsibility for these tasks and for their acquittal in compliance with these Rules.

### **3.6 Treasurer**

- 1) The Treasurer is responsible to the Divisional Council and must:
  - a) collect and receive all amounts owing to the Division and make all payments as authorised by the Divisional Council; and
  - b) ensure that financial delegations and approvals under rules 3.10 and 5.1 are complied with and records kept of all commitments and transactions; and
  - c) keep correct accounts and books showing the financial affairs of the Division with full details of all receipts and expenditure connected with the activities of the Division; and
  - d) prepare proposals for management and investment of Division monies for approval by the Divisional Council; and
  - e) Prepare the statement of accounts for ratification at each Divisional Council meeting; and
  - f) Prepare the statement of accounts for the Annual General Meeting, duly audited by an Auditor nominated by the Divisional Council and approved at a general meeting; and
  - g) Retain accounting records for the required time period.
- 2) With the approval of the Divisional Council, the Treasurer may assign tasks associated with the responsibilities in subrule (1) and other tasks as specified by the Divisional Council to an officer appointed by the Divisional Council under rule 3.2(3). The terms of the assignment will be specified in a written instrument and may be subject to any conditions or limitations about the exercise of any function or authorisation, its duration or the circumstances under which it operates. At all times the Treasurer retains responsibility for these tasks and for their acquittal in compliance with these Rules.

### **3.7 Ordinary Council members**

- 1) The ten Ordinary Council members shall be nominated and elected in a postal or electronic ballot, from among eligible Division members; and, at the time of their election, at least two shall be Fellows, and at least a further four shall be Fellows, Companions or Members, and at least one shall be an Associate Member, and at least one shall be an Associate.
- 2) Of the Ordinary members of the Divisional Council, including the serving Past President defined in rule 3.2(1) (unless the President is in office for two consecutive terms approved by the Divisional Council under rule 3.3(3)), the number necessary to create five vacancies shall retire each alternate year. The members to retire shall be those who have served 12 or more years consecutively and those with the greatest length of time in office since their last election. As between 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. Retiring members shall be eligible for re-election except for those who have served 12 or more years consecutively who shall not be eligible for election or appointment for at least two years.
- 3) Ordinary members shall be elected on a first-past-the-post basis on the number of votes received except that the requirements of rule 3.2(1) and subrule (1) must be met. Consequently the candidates will be ranked in descending order of number of votes received and if, amongst the new Ordinary Divisional Councillors, there will not be:
  - a) Two Councillors who are Fellows, then sufficient Fellows to meet this requirement will be selected, being those with the highest number of votes; and
  - b) A further four Councillors who are Fellows, Companions or Members then sufficient Fellows, Companions and Members will be selected, being those with the highest number of votes; and
  - c) An Associate Member, then the Associate Member with the highest number of votes will be selected; and
  - d) An Associate, then the Associate with the highest number of votes will be selected; and
  - e) Any remaining positions to be filled these will be selected from those with the highest number of votes irrespective of member grade except that if any positions that are required by rule 3.2(1) or subrule (1) are not filled, then these are to remain vacant and filled by the Divisional Council under subrule (6).
- 4) Nominations for Divisional Council shall be in writing to the Secretary and shall be received by the due date on the Call for Nominations. Nominations must include written undertakings in accordance with rule 3.2(4) in a form specified by the Divisional Council, signed by the nominee. Ballots for the elections shall be served not less than 60 days preceding the Annual General Meeting to all eligible Division members. Ballots shall be returned to the Secretary to arrive not later than a nominated date, which shall be at least 7 days before the Annual General Meeting. Ballots arriving thereafter shall be destroyed unopened.
- 5) The Divisional Council shall appoint not less than two scrutineers, who shall be Fellows, Companions or Members, for opening the Ballots 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, by stating the number of votes received by each candidate.
- 6) In the event that a vacancy occurs on Divisional Council due to an Ordinary Council member being unable to complete the term of office, the resignation of an Ordinary Council member or a vacancy is not filled at an election, then the Divisional Council may

appoint another eligible Division member for the remainder of the term, whilst maintaining the composition of the Divisional Council required by rule 3.2(1) and subrule (1).

### **3.8 Branch representative members**

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 Fellows, Companions, Members or Associate Members. Branch representatives must provide written undertakings in accordance with rule 3.2(4) in a form specified by the Divisional Council. 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.

### **3.9 Divisional Council meetings, quorum, voting and proxies**

- 1) At all meetings of the Divisional Council six of its members shall form a quorum, of whom four shall be either Ordinary members, President, Past President or President-elect.
- 2) 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.
- 3) On all questions submitted to the meeting each Council member present shall have one vote and in cases of equality of votes, the Chairman shall have a second or casting vote. Questions shall be decided on a simple majority of those present plus any proxies held.
- 4) A vote may be taken by general consensus and agreed where there is no objection.
- 5) Any Divisional Councillor may appoint another Council member by notice given in writing to the Secretary as his proxy to vote for him on any specified motion or generally on all motions submitted to the meeting. Any Council member acting as such proxy for the Divisional Councillor does not contribute to the quorum defined in this rule.
- 6) 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.
- 7) Should a key issue arise between Divisional Council meetings that requires expeditious resolution, the issue may be dealt with by an emergency Divisional Council meeting, which may be conducted electronically; or by circulating resolution, which may be conducted by electronic means.
- 8) In a circulating resolution under subrule (7), the President will determine when voting will close, however this will not be less than 7 days after distribution of the resolution. Upon closing at least half of the Divisional Council must have recorded their vote for the vote to be valid. Each member of the Divisional Council shall have one vote, and in the case of equality of votes, the President shall have a second or casting vote.

### **3.10 Delegation by Divisional Council to committees**

- 1) The Divisional Council may, as and when it deems advisable, appoint one or more committees consisting of the member or members of the Division or officers in accordance with rule 3.2(3) that the Divisional Council considers appropriate, to carry out any of the duties or exercise any of the powers of the Divisional Council other than:
  - a) this power of delegation; and
  - b) a function that is a function imposed on the Divisional Council by the Act, by any other Territory law, or by resolution of the Division in general meeting.

- 2) The terms of the delegation will be specified in a written instrument and may be subject to any conditions or limitations about the exercise of any function or authorisation, its duration or the circumstances under which it operates. The Divisional Council may revoke, wholly or in part, any delegation.
- 3) Such Committees shall report to the Divisional Council at such times as the Divisional Council shall determine.
- 4) One such committee is a standing committee called the Executive Committee which shall have its terms of reference defined in the Procedures and Guidelines.

### **3.11 Honorary Officers**

The Divisional Council may, by mutual agreement, appoint the Secretary and the Treasurer in an honorary capacity and may appoint an Honorary Solicitor, an Honorary Librarian or such other Honorary Officers to the Division as the Divisional Council may decide from time to time.

### **3.12 Procedures and Guidelines**

- 1) For the purpose of capturing and retaining Divisional corporate knowledge and assuring consistency and efficiency in the application of its processes, the Divisional Council may approve the creation of Procedures and Guidelines that record Division processes and provide more detailed instructions on complying with matters in these Rules, or any other matters that the Divisional Council sees fit.
- 2) The form and broad intent of these Procedures and Guidelines will be initially approved by the Divisional Council and the content will be developed and maintained by the relevant Councillor or officer who has responsibility for that area of expertise. The content of each Procedure or Guideline and any subsequent amendments must be approved by the Divisional Council.
- 3) Procedures and Guidelines made under these Rules will always be subordinate to these Rules.
- 4) The database of approved Procedures and Guidelines will be maintained by the Secretary.

## **Part 4 General Meetings**

### **4.1 Annual General Meeting**

- 1) 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.
- 2) 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 of a statement of the progress and activities of the Division; and a financial report and statement showing the financial position of the Division, certified by the Auditor or Auditors of the Division and appropriately certified by Councillors in accordance with the Act for the preceding financial year.

Note: A copy of such report/statement of progress shall be provided to 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, including the number of votes received by each candidate, and/or the appointment of any officer bearers since the last Annual General Meeting.



- (e) Installation of the new President when a President retires.
- (f) Consideration and approval, if agreed, of any amendments previously approved by the Divisional Council to the Division Constitution and Rules.

Note: in accordance with the Act, changes to the Constitution and Rules (and some other matters) require a Special Resolution, an extended Notice period and a 75% majority vote for the motion to be carried. Such changes may also be approved at special General Meetings.

#### **4.2 General Meetings**

- 1) 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.
- 2) The Divisional Council shall convene a 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 eligible Division members.
- 3) A requisition of Division members for a General Meeting:
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

#### **4.3 Notice**

- 1) Except for the situation where a Special Resolution is to be put, at least fourteen days' notice of every General Meeting of the Division shall be given to all eligible Division members who have notified the Secretary of the Division of their point of contact within its territory. If a Special Resolution is to be put to the meeting, 21 days' notice is required under the Act. The Notice will specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. The Notice may also specify the time by which Division members who plan to attend the meeting must advise such to the Secretary in order to meet access lead times specified by the venue provider.
- 2) Any notices may be served on any Division member either personally, by posting or electronically to the specified point of contact on the Division register.

#### **4.4 Quorum and voting procedure at General Meetings**

- 1) No business shall be transacted at a General Meeting unless a quorum of ten (10) eligible Division members is present.
- 2) If, within half an hour after the appointed time for commencement of a general meeting a quorum is not present, the meeting will adjourn and be reconvened to the same day in the following week at the same time and place.
- 3) On all questions submitted to a meeting each eligible Division member shall have one vote and in cases of an equality of votes, the Chairman shall have a second or casting vote. Except for Special Resolutions which require a 75% majority, questions shall be decided on a simple majority of those present plus any proxies held.
- 4) 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) eligible Division members present at the meeting.
- 5) In the event of a postal vote being directed or demanded a postal vote shall be held of all eligible Division members. A postal vote may be conducted by post or electronic ballot. The Divisional Council shall appoint scrutineers, who shall be Fellows, Companions or

Members, to oversee 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.

- 6) Each eligible Division member is entitled to appoint another eligible Division member as proxy by notice in writing given to the Secretary no later than 48 hours before the time of the meeting for which the proxy is appointed.

#### **4.5 Presiding member**

- 1) The President, or in the absence of the President, the Past President or President-elect, presides at each general meeting of the Division.
- 2) If the President, Past President and President-elect are absent from a general meeting, the Division members present must elect one of their number to preside at the meeting.

### **Part 5 Finance**

#### **5.1 Management of finances and funds**

- 1) Subject to this Constitution and Rules and any resolution passed by the Division in general meeting, the funds of the Division must be used for the objects of the Division in the way that the Divisional Council decides.
- 2) A bank account (or accounts) shall be opened in the name of the Division and all monies, 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).
- 3) The Divisional Council shall decide what persons, including the Executive Committee, shall be authorised to make commitments, sign and/or approve the cheques, registered financial instruments, other bills of exchange and investments and in doing so will specify the financial limits that apply to each authorisation. Every commitment, transaction or execution must be approved and signed by 2 such authorised persons and the financial limits may identify amounts above which the commitment under subrule 4) and the execution under subrule 6) must be by 2 different pairs of signatories. These specified financial limits must include limits for the amounts that may be paid under subrule (7). Any amounts that exceed the specified financial limits will require approval of the Divisional Council. These authorisations will be re-confirmed at least annually, usually following the Annual General Meeting.
- 4) All commitments to expenditure shall be justified by the proposer and duly authorised in accordance with the requirements of subrule 3).
- 5) All commitments to invest, re-invest maturing investments or re-assign monies must be duly authorised in accordance with the requirements of subrule 3).
- 6) The execution of all cheques, registered financial instruments and other bills of exchange drawn on the account(s) or in favour of the Division must be duly authorised in accordance with the requirements of subrule 3).
- 7) The Division shall forward to The Society each year the sum mentioned in Rule 2.5(2).
- 8) The finances of the Division shall be independent of the finances of The Society and the Division shall have no power or authority to pledge the credit of The Society.
- 9) The Divisional Council may, as part of the management of the affairs of the Division, make loans, grants 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 1.5 hereof, provided that no such loan, grant or gift shall be made in any circumstances that might jeopardise the charitable status of The Society or the Division. The Divisional Council may also subsidise a Branch.

## **Part 6 Miscellaneous**

### **6.1 Alteration of Constitution and Rules**

- 1) The Division may, by special resolution at a General Meeting, alter this Constitution and Rules in accordance with the Act.
- 2) If the Division has resolved to alter its Constitution and Rules, the Public Officer must lodge with the registrar-general a notice setting out the alterations in accordance with section 33 of the Act.

### **6.2 Termination and dissolution**

- 1) The Deed of Association may be terminated by either Party at any time by giving 12 months' notice in writing, following which all rights of the Parties set out in the Deed shall cease. Following service of such a notice of termination the Division shall assist The Society to make the Australian Branches to be branches of the Society. The Division may be disbanded by Special Resolution and a 75% majority decision of eligible Division members taken in a properly conducted ballot.
- 2) 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 that complies with the Act.
- 3) 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.

### **6.3 Common Seal**

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

### **6.4 Custody and inspection of books**

- 1) Division members may on request inspect free of charge: the register of members; the minutes of general meetings; and, subject to subrule (2), the financial records, books, securities and any other relevant documents of the Division including minutes of Council meetings. In this subrule 'relevant document' means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Division and includes: membership records; financial statements; financial records; and records and documents relating to transactions, dealings, business or property of the Division.
- 2) The Council may refuse to permit a member to inspect records of the Division that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Division.
- 3) The Council must on request make copies of this rule available to members and applicants for membership free of charge.
- 4) Subject to subrule (2) a member may make a copy of any of the other records of the Division referred to in this rule and the Division may charge a reasonable fee for the provision of a copy of such a record.

## **THE SCHEDULE**

**Rules for Branches of the Royal Aeronautical Society  
Australian Division Incorporated**  
with which is incorporated  
the Institution of Aeronautical Engineers,  
the Helicopter Association of Great Britain and  
the Society of Licensed Aircraft Engineers and Technologists

### **FORMATION**

1. A Branch 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, Australian Division Inc - may be formed at the request of five or more Fellows, Companions or Members of the Society and may be dissolved by the Divisional Council for any reason whatsoever.
2. A Branch must consist of at least twenty members.

### **CONSTITUTION**

3. The title of a Branch shall be "The..... Branch 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, Australian Division Inc. (hereinafter referred to as "Branch"), and upon incorporation, the Branch shall be registered as the "Royal Aeronautical Society ..... Branch Incorporated" or some other title acceptable to the Divisional Council.
4. The Chairman of a Branch must be a Fellow, Companion, Member or Associate Member of The Society.
5. The Secretary or Honorary Secretary of a Branch must be a Fellow, Companion, Member or Associate Member of The Society.
6. The Rules of a Branch shall be such as may be approved by a majority of members and Friends of the Branch present at a meeting of the Branch. Such Rules are subject to the approval of the Divisional Council and shall not be at variance with the rules of The Society nor shall they affect in any way the powers vested in the Board of Trustees, or the Divisional Council to dissolve a Branch and they shall contain the powers and obligations herein laid down.

### **OBJECTS**

7. To promote and encourage the acquisition of knowledge in all matters pertaining to the Profession of Aeronautics (including Aerospace) and to establish friendly intercourse among the members and Friends.
8. To arrange meetings at which papers may be read and discussed and to arrange visits and inspections of aeronautical/aerospace interest.

9. To form a library and source of information for the free use of members and Friends of the Branch.

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## **GENERAL RULES**

10. Affiliation with a Branch does not entitle any person to call themselves a member of the RAeS (The Society) or to suggest in any way that they belong to it, unless their name is registered as a member at the offices of The Society at 4 Hamilton Place, London.
11. There shall be no restrictions laid down to prevent any particular class of persons from joining the Branch and no technical status whatever may be granted to Friends of the Branch as such.
12. A Branch shall be ruled by a Chairman and a Committee of not less than six, and shall elect a Secretary or Honorary Secretary in accordance with Rule 5. Four shall form a quorum of the Committee.
13. A statement shall be drawn up by the Secretary or Honorary Secretary of each Branch at least once every year, reporting on the progress and activities of the Branch. He shall also preserve and keep up to date a list of members and Friends of the Branch.
14. A General Meeting of a Branch shall be held annually to which a report of the Committee on the past year's working of the Branch and a financial statement shall be presented. A copy of the report and statement shall be sent to the Secretary of the Division as soon as practicable after termination of the Meeting.
15. The Committee of a Branch may from time to time arrange for mutual cooperation with other Societies or Bodies with allied interests by holding joint meetings, exchange of lecturers or otherwise and may communicate directly with such Societies or Bodies within the territory of the Division for this purpose, but all communications with any Societies or Bodies or persons outside the territory of the Division shall only be made subject to the approval of the Divisional Council.
16. Branch members shall pay their subscriptions as directed by the rules of the Division.
17. Branch Friends may be required to pay an annual subscription which shall be determined from time to time by the Branch subject to the approval of the Divisional Council.
18. The finances of the Branch shall be managed entirely by the Branch. Neither The Society nor the Division accepts any financial responsibility for a Branch and shall incur no liabilities through the formation or carrying on of a Branch.