



**ROYAL UNITED SERVICES INSTITUTE FOR DEFENCE AND SECURITY
STUDIES, NEW SOUTH WALES, INCORPORATED
(ABN: 80 724 654 162)**

CONSTITUTION

Being the Constitution of the Royal United Services Institute for Defence and Security Studies, New South Wales Incorporated, as approved and amended on 26 September 2016. The Constitution replaces the Rules of the Royal United Services Institute of New South Wales, Incorporated, which were first made on 18 September 1990, repealed and re-made on 8 September 2003, amended on 29 January 2008, re-made on 26 March 2013 and amended on 29 September 2015.

PART 1 – PRELIMINARY

1. Name

The name of the association is the “Royal United Services Institute for Defence and Security Studies, New South Wales, Incorporated” (hereinafter referred to as “the Institute”).

2. Antecedents

The Institute is a direct successor to the United Service Institution of New South Wales, which was established in 1888 and became a self-governing constituent body of the then newly-formed United Services Institute of Australia on 1 January 1974. The United Service Institution of New South Wales was granted permission to use the prefix “Royal” on 21 February 1990.

3. Relationship to federal body

The Institute is an initial member of the Royal United Services Institute for Defence and Security Studies Australia Limited, being a constituent-body named in the application for the registration of that company, but nothing in that company’s constitution governs or otherwise affects the independence, structures, practices or property of the Institute.

4. Aim

The aim of the Institute is to promote understanding of defence and national security.

5. Objects

In furtherance of the aim, the objects of the Institute are:

- (1) to advance the security of Australia and the Australian people;

- (2) to research defence and national security;
- (3) to educate the public about Australia's defence and national security;
- (4) to promote the efficiency and effectiveness of the Australian Defence Force;
- (5) to provide professional development programmes;
- (6) to provide a regular forum for the discussion of defence and national security matters, via lectures, seminars, conferences, workshops, visits to defence establishments and the like;
- (7) to promote the study of, and research into, military history, military science and the history, geography and resources of Australia's region and, to this end, maintain a library of relevant literature, including maps;
- (8) to publish a quarterly journal, to be known as *United Service*, to inform the defence and security debate in Australia and to bring an Australian perspective to that debate internationally;
- (9) to maintain a website enabling communication with members and the wider community both domestically and internationally in a timely manner;
- (10) to foster the history and traditions of the Australia Defence Force, by compiling records of Australian Defence Force history, commemorating relevant national events, conducting visits to historic battlefields and museums, and in other ways;
- (11) to co-operate and, if mutually desired, affiliate with kindred organisations throughout the world that have similar aims and objects to those of the Institute, upon such terms and conditions as may be mutually agreed; and
- (12) to undertake business and social activities and any other matters as are incidental or conducive to the above objects.

6. Policy as to views and studies

The President may authorise any members who have specialist knowledge in any defence or national security field to comment publicly on a relevant issue in their capacity as Institute members, provided the member makes clear that the views expressed are their own and are not necessarily those of the Institute.

7. Definitions

- (1) In this Constitution:

Board member means a member of the Board who is not an office-bearer of the Institute as referred to in clause 22 (1).

Director-General means the Director-General of the Department of Services, Technology and Administration.

distinguished persons means those persons who are recognised as leaders of the defence and security community in New South Wales and may include commanders of the Australian Defence Force (including Reserves) serving in New South Wales, police and emergency service commanders, defence industry leaders, relevant academics and similar leaders as the Board from time to time determines.

secretary means:

- (a) the person holding office under this Constitution as secretary of the Institute, or
- (b) if no such person holds that office – the public officer of the Institute.

special general meeting means a general meeting of the Institute other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

the Council means the Council of the Institute.

the Board means the Board of the Institute.

the Institute means the Royal United Services Institute of New South Wales, Incorporated.

- (2) In this Constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

PART 2 – MEMBERSHIP

8. Patrons

- (1) The Institute may invite His/Her Excellency the Governor of New South Wales or another distinguished person to become patron for a specified period.
- (2) Up to 6 distinguished persons may be invited to be vice-patrons for a specified period.

9. Classes of member

There shall be seven classes of member: honorary life member, life member, honorary member, ordinary member, family member, corporate member and student member.

10. Eligibility for membership

- (1) A natural or corporate person, as the case requires, generally is eligible for membership if the person is in sympathy with the aim and objects of the Institute and will make a positive contribution to it, but does not become a member of the Institute in any of the following classifications until approved for membership in that classification by the Board.
- (2) **Honorary Life Member:** The Board may elect as an honorary life member any natural person to whom the Board desires to show special recognition.
- (3) **Life Member:** An ordinary member of the Institute, who has been a financial member of the Institute for 10 successive years or longer and who agrees to pay such additional subscription as the Board may fix, may apply to the Board for election to life membership. A person, if so elected, becomes a life member once the prescribed additional subscription has been paid.
- (3) **Honorary Member:** The Board may invite a distinguished visitor or non-resident person, who is in sympathy with the aim and objects of the Institute, to become an

honorary member for a specified limited period to be determined by the Board on a case-by-case basis. Honorary members shall be the entitled to attend lectures and use the premises of the Institute, including the library, without payment of any subscription. Honorary members so appointed shall not have any voting power nor be eligible to hold office.

(4) **Ordinary Member:** The Board may elect as an ordinary member any natural person who:

- (a) has attained the age of 18 years;
- (b) in the opinion of the Board, is in sympathy with the aim and objects of the Institute and will make a positive contribution to it; and
- (c) has been nominated in accordance with sub clause 11 (1).

A person, if so elected, becomes an ordinary member once the prescribed subscription has been paid.

(5) **Family Member:** The Board may elect as a family member any natural person who is a member of the family of a life member or ordinary member, who:

- (a) has attained the aged of 18 years;
- (b) in the opinion of the Board, is in sympathy with the aim and objects of the Institute and will make a positive contribution to it; and
- (c) has been nominated in accordance with sub clause 11 (1).

A person, if so elected, becomes a family member once the prescribed subscription has been paid. A family member is to have the voting rights and responsibilities of an ordinary member. Other privileges of family membership are to be as determined by the Board from time to time.

(6) **Corporate Member:** The Board may elect as a corporate member any corporate person, whether incorporated or not, who:

- (a) in the opinion of the Board, is in sympathy with the aim and objects of the Institute and will make a positive contribution to it; and
- (b) has been nominated in accordance with sub clause 11 (1).

A corporate person, if so elected, becomes a corporate member once the prescribed subscription has been paid. A corporate member is to have the voting rights, privileges and responsibilities of an ordinary member, except the eligibility to hold office, and must appoint a representative to act or attend on its behalf in all matters relating to its corporate membership.

(7) **Student Member:** The Board may elect as a student member any natural person who:

- (a) in the opinion of the Board, is in sympathy with the aim and objects of the Institute and will make a positive contribution to it; and
- (b) has been nominated in accordance with sub clause 11 (1).

A person, if so elected, becomes a student member once the prescribed subscription has been paid.

11. Nomination for membership

- (1) A nomination of a person for ordinary, family or corporate membership of the Institute:
 - (a) must be made on the form of nomination approved from time to time by the Board and the form must bear the signature of one financial member as proposer as well as that of the applicant for membership of the Institute; and
 - (b) must be lodged with the secretary of the Institute.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board, which is to determine whether to approve or reject the nomination.
- (3) As soon as practicable after the Board makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable); and
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in sub clause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Institute.

12. Cessation of membership

A person ceases to be a member of the Institute if the person:

- (1) dies; or
- (2) resigns in writing that membership; or
- (3) is expelled from the Institute; or
- (4) fails to pay the annual membership fee under clause 16 (2) within 12 months after the fee is due.

13. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Institute:

- (1) is not capable of being transferred or transmitted to another person; and
- (2) terminates upon cessation of the person's membership.

14. Resignation of membership

- (1) A member of the Institute is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the Institute who has paid all amounts payable by the member to the Institute in respect of the member's membership may resign from membership of the Institute by first giving notice (being not less than 1 month or not less than such other period as the Board may determine) in writing to the secretary of the

member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (3) If a member of the Institute ceases to be a member under sub clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (4) If a member resigns or ceases to be a member, the member must return all books and other property of the Institute which may be in his/her possession.

15. Register of members

- (1) The public officer of the Institute must establish and maintain a register of members of the Institute specifying the name and postal or residential address of each person who is a member of the Institute together with the date on which the person became a member and the membership class to which the person was admitted.
- (2) The register of members must be kept in New South Wales at the principal place of administration of the Institute and must be open for inspection, free of charge, by any member of the Institute at any reasonable hour.
- (3) A member of the Institute may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Institute or other material relating to the Institute; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

16. Fees and subscriptions

- (1) A member of the Institute, other than an honorary life member, a life member or an honorary member, must, on admission to membership, pay to the Institute an entrance fee of such amount as is determined by the Board from time to time.
- (2) In addition to any amount payable by the member under sub clause (1), a member of the Institute, other than an honorary life member, a life member or an honorary member, must pay to the Institute an annual membership fee of such amount as is determined by the Board from time to time:
 - (a) except as provided by sub clause (b), before 1 July in each calendar year; or
 - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.
- (3) If any fee or subscription remains unpaid for a period of 1 month after the last date for payment, the member concerned may be notified by the secretary in writing of the default and, if the sum still remains unpaid after 14 days of such notice, the

Board may, unless it considers that there is sufficient reason for delay in payment, by resolution suspend all privileges of membership of that member until such fee or subscription is paid.

17. Members' liabilities

The liability of a member of the Institute to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to the amount, if any, unpaid by the member in respect of membership of the Institute as required by clause 16.

18. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Institute, or a dispute between a member or members and the Institute, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

19. Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the Institute:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Institute.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the Institute or suspend the member from membership of the Institute if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 20.

- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Institute confirms the resolution under clause 20, whichever is the later.

20. Right of appeal of disciplined member

- (1) A member may appeal to the Institute in a general meeting against a resolution of the Board under clause 19 within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub clause (1), the secretary must notify the Board which is to convene a general meeting of the Institute to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Institute convened under sub clause (3):
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Institute.

PART 3 – THE BOARD

21. Powers of the Board

The committee of management is to be the Board of the Institute and, subject to the Act, the Regulation and this Constitution, and to any resolution passed by the Institute in a general meeting:

- (1) is to control and manage the affairs of the Institute; and
- (2) may exercise all such functions as may be exercised by the Institute, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Institute; and
- (3) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Institute; and
- (4) has power to appoint standing committees and special committees to consider and report on any question referred to them and to fill any vacancy on such standing or special committee; and

- (5) from time to time, to make and promulgate to all members of the Institute, by-laws that are not inconsistent with the Act, the Regulation or this Constitution as may be necessary or desirable for the proper management of the affairs of the Institute and which by-laws are to be binding upon members until altered, amended or revoked by a resolution of the Board or a general meeting of the Institute; and
- (6) has power under clauses 19 and 20 to discipline members; and
- (7) has power to suspend any of its officers or Board member or any member of any Board committee who in the opinion of the Board has been guilty of neglect of duty, breach of confidence or other misconduct; and
- (8) has power to engage and dismiss employees and fix the terms and conditions of their employment and their rates of pay; and
- (9) has power to raise funds from any source for any necessary Institute purpose and make suitable arrangements for the repayment thereof, with or without interest.

22. Composition and membership of Board

- (1) The office-bearers of the Institute are to be:
 - (a) the president,
 - (b) two vice presidents,
 - (c) the immediate past president,
 - (d) the secretary, and
 - (e) the treasurer.
- (2) The Board is to consist of:
 - (a) the six office-bearers of the Institute, each of whom, except the immediate past president, is to be elected at the annual general meeting under clause 23; and
 - (b) up to six Board members, each of whom is to be elected at the annual general meeting under clauses 22 and 23.
- (3) Except as otherwise provided by this Constitution, each office-bearer and Board member may hold office for a period of three years, provided that no office-bearer or Board member may hold office for more than four consecutive terms of three years.
- (4) A person having been elected president at an annual general meeting and having served through three successive years is not eligible for re-election to a fourth successive year in that office.

23. Election of Board

- (1) Subject to sub clause 22 (4), each honorary life member, life member, ordinary member and family member is eligible for election as an office-bearer or Board member.
- (2) Nominations of candidates for election as office-bearers of the Institute or as Board members:
 - (a) must be made in writing signed by 2 members of the Institute and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and

- (b) must be delivered at least 7 days before the date of the annual general meeting to the secretary who is to post on the notice board a list of nominees.
- (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of office-bearers and Board members is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (8) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.

24. President / Vice Presidents

- (1) The president of the Institute shall administer and be responsible for all affairs of the Institute and shall chair all meetings appertaining to the administration and well-being of the Institute.
- (2) The vice presidents are to assist the president and, in the president's absence, are to deputise for, and assume the responsibilities of, the president.

25. Public Officer

- (1) The Board must appoint a public officer.
- (2) Unless the Board determines otherwise, the position of public officer is to be held by the secretary.
- (3) The public officer must comply with sections 34 and 35 of the Act.

26. Secretary

- (1) The secretary of the Institute must, as soon as practicable after being appointed as secretary, lodge notice with the Institute of his or her address.
- (2) It is the duty of the secretary to:
 - (a) keep minutes of all appointments of office-bearers, Board members and members of Board committees;
 - (b) keep minutes of the names of members of the Board present at Board meetings and general meetings;
 - (c) keep minutes of all proceedings at Board meetings and general meetings;
 - (d) convene all necessary meetings of the Board, all annual general meetings and all special general meetings and attend to the preparation and dispatch, within the prescribed time, of all requisite notices thereof;
 - (e) keep correct copies of this Constitution and any by-laws;

- (f) keep properly all correspondence, books, vouchers and other papers belonging to the Institute or relating to the affairs of the Institute;
 - (g) prepare and submit to the Board for its approval a report of the activities of the Institute at the end of each financial year and, after Board approval, to cause the same to be printed together with the financial statement for the financial year as required by section 48 of the Act;
 - (h) distribute the annual report and financial statement to all members;
 - (i) prepare annually an inventory of all furniture, fixtures, trophies and all chattels generally;
 - (j) act generally as the executive and public officer of the Institute; and
 - (k) at all times, assist the president and the Board in the proper management of the affairs for the benefit and enjoyment of members.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

27. Treasurer

It is the duty of the treasurer:

- (1) to ensure that all money due to the Institute is collected and received and that all payments authorised by the Institute are made;
- (2) to ensure that correct books and accounts are kept showing the financial affairs of the Institute, including full details of all receipts and expenditure connected with the activities of the Institute;
- (3) at each regular meeting of the Board, to present a statement of the Institute's financial position;
- (4) to pay without delay to the credit of the Institute's account in such bank or banks as the Board from time to time determines, all monies received, and promptly issue receipts for all cash received;
- (5) to authorise the drawing of all cheques on behalf of the Institute;
- (6) to prepare the financial statement as required by section 47 of the Act for the just concluded financial year and to submit the same firstly for the approval of the Board and then to the annual general meeting of members;
- (7) to keep a register of all members and to collect members' subscriptions and to report to the Board any member whose subscriptions or other dues are in arrears; and
- (8) to carry out such other duties as the Board may from time to time direct.

28. Other officers

Any other Institute officer, whose duties are not specifically designated, is to perform such duties relating to their particular office as the Board may from time to time direct.

29. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Institute to fill the vacancy and the member so

appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

- (2) Notices of a casual vacancy are to be posted on the Institute notice board within 7 days of the vacancy being reported to the secretary and nomination requested. The vacancy is to be filled at the next meeting of the Board thereafter.
- (3) A casual vacancy in the office of a member of the Board occurs if the member:
 - (a) dies; or
 - (b) ceases to be a member of the Institute; or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 of the Commonwealth*; or
 - (d) resigns office by notice in writing to the secretary; or
 - (e) is removed from office under clause 30; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board; or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001 of the Commonwealth*.

30. Removal of Board members

- (1) The Institute in general meeting may, by resolution, remove any member of the Board from the office of member before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in sub clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Institute, the secretary or the president may send a copy of the representations to each member of the Institute or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

31. Board meetings and quorum

- (1) The Board must meet at least once in every quarter and at other times as the Board may determine, at such place and time as the Board may determine, for the conduct of business which is to be dealt with the following order:
 - (a) attendance and apologies;
 - (b) minutes of the previous meeting;
 - (c) business arising from minutes;
 - (d) correspondence;
 - (e) secretary's report;

- (f) treasurer's report;
 - (g) reports of committees;
 - (h) motions of which at least 7 clear days' notice in writing to the secretary has been duly given;
 - (i) motions without notice by consent of the person presiding;
 - (j) notices of motion in writing for a subsequent meeting; and
 - (k) general business.
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board.
 - (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed by the members of the Board) before the time appointed for the holding of the meeting.
 - (4) Special meetings of the Board may be convened:
 - (a) by resolution of the Board; or
 - (b) by the president or the secretary; or
 - (c) on written requisition of any 3 members of the Board, within 10 days of the receipt of such requisition.
 - (5) Oral or written notice of a special meeting of the Board must be given by the secretary to each member of the Board at least 72 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
 - (6) Notice of a meeting given under sub clause (3) or sub clause (5) must specify the general nature of the business to be transacted at the meeting, except business which two-thirds of the Board members present at the meeting agree to treat as urgent business.
 - (7) Fifty per cent of Board members constitutes a quorum for the transaction of the business of a meeting of the Board.
 - (8) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
 - (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
 - (10) At a meeting of the Board:
 - (a) the president, or in the president's absence, the senior vice president, is to preside; or
 - (b) if the president and the senior vice president are absent or are unwilling to act, then the junior vice president or such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

- (11) Procedural motions, *e.g.* motions for the election of the chairperson, adjournments, leave to withdraw motions and votes of thanks, may be proposed at any Board meeting without notice.

32. Delegations by Board to committees

- (1) The Board may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the Institute as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A committee may meet and adjourn as it thinks proper.

33. Executive committee

- (1) The Institute's executive committee is to consist of the president, the 2 vice-presidents, the immediate past president, the secretary and the treasurer.
- (2) The Institute's executive committee is to deal with all matters requiring immediate attention, which cannot wait until the subsequent meeting of the Board.
- (3) Any 3 members of the executive committee constitute a quorum. Any act or thing done or suffered by the executive committee shall be reported on to the following meeting of the Board.
- (4) The Institute's executive committee is to have power to co-opt additional members as may be deemed necessary from time to time.

34. Voting and decisions

- (1) Questions arising at a meeting of the Board or any committee appointed by the Board shall be determined by a majority of the votes of members of the Board or committee present at the meeting.
- (2) Each member present at a meeting of the Board or at any committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an

equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 31 (7), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

PART 4 – GENERAL MEETINGS

35. Annual general meetings – holding of

The Institute must hold its annual general meetings:

- (a) within 6 months after the close of the financial year of the Institute; or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

36. Annual general meetings – calling of and business at

- (1) The annual general meeting of the Institute is, subject to the Act and to clause 35, to be convened during the third month of each new financial year on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Board reports on the activities of the Institute during the last preceding financial year;
 - (c) to elect office-bearers of the Institute and Board members;
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act;
 - (e) to elect a suitably qualified person as auditor; and
 - (f) to consider matters of which due notice has been given.
- (3) An annual general meeting must be specified as such in the notice convening it.

37. Special general meetings – calling of

- (1) The Board and/or the president, whenever they think fit, may convene a special general meeting of the Institute.
- (2) The Board must, on the requisition in writing of not less than 20 financial members, convene a special general meeting of the Institute.
- (3) A requisition of members for a special 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) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who make the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Institute for any expense so incurred.

38. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 36 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

39. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
 - (a) if convened upon the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least seven) shall constitute a quorum.

40. Presiding member

- (1) The president or, in the president's absence, the senior vice president, is to preside at each general meeting of the Institute.
- (2) If the president and the senior vice president are absent from a general meeting or unwilling to act, the junior vice president is to preside and if the junior vice president is absent from a general meeting or unwilling to act, the members present must elect one of their number to preside at the meeting.

41. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Institute stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

42. Making of decisions

- (1) A question arising at a general meeting of the Institute is to be determined by either:
 - (a) on a show of hands; or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that the resolution has, on a show of hands, been carried or carried unanimously or carried by particular majority or lost, or an entry to that effect in the minute book of the Institute, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

43. Special resolutions

- (1) Section 39 of the Act requires that a special resolution must be passed:
 - (a) at a meeting of the Institute of which notice has been given to members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the Institute, or

- (c) in such other manner as the Director-General may direct,
and be supported by at least three-quarters of the votes cast by members of the Institute who, under this constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in sub clause (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in sub clause (1) (b) may only be conducted in relation to resolutions of a kind that this constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the Regulation.

44. Voting

- (1) On any question arising at a general meeting of the Institute a member has one vote only.
- (2) All votes must be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the Institute unless all money due and payable by the member to the Institute has been paid, other than the amount of the subscription payable in respect of the then current financial year.
- (5) The Board may authorise that a member of the Institute shall be entitled to appoint in writing a natural person who is also a member of the Institute to be their proxy, and attend and vote at any general meeting of the Institute.
- (6) A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (a) speak at the meeting; and
 - (b) vote in a vote (but only to the extent allowed by the appointment).
- (7) An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain;
 - (a) the member's name and address;
 - (b) the proxy's name or the name of the office held by the proxy; and
 - (c) the meeting(s) at which the appointment may be used.
- (8) A proxy appointment may be standing (on going).
- (9) The Institute at the address stated in the notice of meeting or at the Institute's registered address must receive proxy forms at least 48 hours before a meeting.

45. Postal Ballots

- (1) The Institute may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 20).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 5 – FINANCE

46. Financial year

The financial year of the Institute is to be from 1 July to 30 June, or such other period as may be determined by the Board from time to time.

47. Funds – source

- (1) The funds of the Institute are to be derived from entrance fees and annual subscriptions of members, grants, donations and sponsorships and, subject to any resolution passed by the Institute in general meeting, such other sources as the Board determines.
- (2) All money received by the Institute must be deposited, as soon as practicable and without deduction, to the credit of the Institute's bank or other authorised deposit-taking institution account.
- (3) The Institute must, as soon as practicable after receiving any cash, issue an appropriate receipt.

48. Funds – management

- (1) The assets and income of the Institute must be applied solely in furtherance of its aim and objects and no portion may be distributed directly or indirectly to the members of the Institute except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Institute.
- (2) Subject to sub clause (1) and to any resolution passed by the Institute in general meeting, the funds of the Institute are to be used in such manner as the Board determines.
- (3) Any funds of the Institute that are surplus to the current requirements of the Institute may be invested in such manner as the Board determines.
- (4) All payments must be made electronically or by cheque, except for those that the Board may determine may be paid from:
 - (a) a petty cash fund, if the payment is under one hundred dollars (\$100.00); or
 - (b) the cash proceeds of a function, when paying the costs and expenses of that function.
- (5) All electronic payments must be authorised by, and all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Institute, being members or employees authorised to do so by the Board.
- (6) The financial statements of the Institute for each financial year must be signed by the president and the treasurer and be reported upon by the auditor.

PART 6 – MISCELLANEOUS

49. Insurance

The Institute may effect and maintain insurance.

50. Badge

The badge of the Institute is to be, within a garter containing the words “Royal United Services Institute of New South Wales”, a naval crown above an albatross and divided therefrom by 2 swords crossed saltirewise (*i.e.* in the shape of a St. Andrew’s cross), the whole surmounted by a St Edward’s crown.

51. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Institute’s name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

52. Custody of books *etc.*

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Institute.

53. Inspection of books *etc.*

- (1) The following documents must be open to inspection, free of charge, by a member of the Institute at any reasonable hour:
 - (d) records, books and other financial documents of the Institute;
 - (e) this constitution; and
 - (f) minutes of all Board meetings and general meetings of the Institute.
- (2) A member of the Institute may obtain a copy of any of the documents referred to in sub clause (1) on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.

54. Publicity

No member may convey or cause to be conveyed to the press or other news medium any information relating to Institute business or activities without the express authority of the president or, in his absence, the secretary.

55. Service of notices

- (1) For the purposes of this Constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally; or
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it was received by the addressee; and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

56. Surplus property

- (1) In the event of the winding up or the cancellation of the incorporation of the Institute, the Institute must pass a special resolution nominating an association as the association in which it is to vest its property as required by section 65 of the Act. This nominated association must have similar objects and rules prohibiting the distribution of its assets and income to its members.
 - (2) Subject to sub clause (1), the Board is to make every effort practicable to retain the library in New South Wales and to avoid breaking up the book collection.
-