



Australian Women Pilots' Association

Company Limited by Guarantee

**ACN 009 026 279
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Constitution

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Corporations Act 2001

Company Limited by Guarantee

1 Definitions

The **Act** means the Corporations Act in force from time to time.

The **Association** and **AWPA** mean the company known as Australian Women Pilots' Association.

Directors and **Board** means all or any number of the Directors for the time being of the Association acting in accordance with these rules.

Member means any female registered as a member of the Association.

National Secretary means any person appointed by the committee to perform the duties of a secretary of the Association and includes an honorary secretary but is not the Company Secretary.

Sign or **Signed** means in writing or any other electronic means provided the signature is legible and reproducible.

Special Resolution has the meaning assigned to that expression by the Act.

State means State or Territory of Australia.

Technology means any current or future technology which may become available which is approved for use by the Board which enables the Association to communicate or conduct its business.

In writing or **written** means transmitted by letter or any other electronic means of communication, provided the relevant message is legible and reproducible.

2 Introduction

2.1 The name of the company is **AUSTRALIAN WOMEN PILOTS' ASSOCIATION**

2.2 **Objects:** the objectives of the Association are to:

- 2.2.1 foster closer relationship and unity among women pilots;
- 2.2.2 assist women to undertake flying in Australia and elsewhere;
- 2.2.3 develop public interest in aviation, especially among women; and
- 2.2.4 assist generally in the development of aviation.

2.3 **Powers:** Subject to clause 3 the Association has the following powers, which may only be used to carry out its objects set out in clause 2.2:

2.3.1 The powers of an individual; and

2.3.2 All the powers of a Company Limited by Guarantee under the Act.

3 Application of Income

3.1 The income and property of the Association from wherever derived must be applied solely towards the promotion of the objectives of the Association as provided in these rules.

3.2 Nothing will prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services rendered to the Association or for goods supplied in the ordinary and usual course of business.

3.3 No payment to a member including a Director, for items referred to in clause 3.2 may be made unless the payment is approved by the Board.

4 Liability of Members

4.1 The liability of the members is limited.

4.2 Every member of the Association undertakes to contribute to the property of the Association an amount of not more than ten dollars \$10.00 (the guarantee) in the event of it being wound up while she is a member or within one year after she ceases to be a member for payment of the debts and liabilities and the costs, charges and expenses of winding up.

5 Membership

5.1 A female person who supports the objects of the Association and meets the criteria set out in clause 5.2 is eligible to apply to be a member of the Association under clause 6.

5.2 Qualifications:

5.2.1 A member is a female pilot who holds or has held the relative certification or licensing requirements (Australian or International equivalent) to operate:

5.2.1.1 fixed wing aircraft;

5.2.1.2 rotary wing aircraft;

5.2.1.3 glider;

5.2.1.4 hang glider, paraglider;

5.2.1.5 ultralight aircraft;

5.2.1.6 hot air balloon, gas balloon, airship; or

5.2.1.7 remotely piloted aircraft.

5.3 Classes of Membership:

5.3.1 **Member:** is a female pilot who meets the qualifications set out in clause 5.2.1 and has paid the annual subscription.

5.3.2 **Student Member:** is a female pilot training for any of the qualifications set out in clause 5.2.1 and has paid the annual subscription. Student membership is for a maximum of two (2) years.

- 5.3.2.1 **Members** and **Student Members** are entitled to speak to and vote on a motion, nominate, be nominated for, and hold office in the Association.
- 5.3.3 **Junior Member:** is a female person under 18 years of age who has an interest in aviation and has paid the annual subscription.
- 5.3.4 **Associate Member:** is a female person whose interests lie in aviation related activities who is not eligible to become a member of the Association under clause 5.2.1 and whom the Board considers to be acceptable for membership to the Association and has paid the annual subscription.
- 5.3.5 **Honorary Member:** is a female person that the Board considers worthy. Honorary membership is for such period that the Board considers appropriate but is not liable for any subscription.
 - 5.3.5.1 **Junior, Associate** and **Honorary Members** may speak to a motion but are not entitled to vote, nominate, be nominated for, or hold office but are entitled to all other privileges of the Association.
- 5.3.6 **Life Member:** on the recommendation of the Board the members at a General Meeting may elect to life membership a member for special services to the Association.
 - 5.3.6.1 A nomination for life membership from the members must:
 - 5.3.6.1.1 be in the form of a motion moved and seconded;
 - 5.3.6.1.2 be received by the Board at least two months prior to the Annual General Meeting;
 - 5.3.6.1.3 include a citation detailing the special services given to the Association;
 - 5.3.6.1.4 include any other supporting documentation; and
 - 5.3.6.1.5 be kept confidential from the nominee.
 - 5.3.6.2 Voting for election to life membership must be by ballot.
 - 5.3.6.3 A Life Member has all the rights and privileges of a member but is not liable for any subscription.
 - 5.3.6.4 Life membership must be conferred at an Annual General Meeting or other appropriate event determined by the Board.

6 Application for Membership

- 6.1 An application for membership must be in the form prescribed by the Board.
- 6.2 The application must be submitted to the Association with the relative subscription.
- 6.3 On receipt of an application the Board must determine the admission or rejection of the applicant as soon as practical.
- 6.4 When an applicant has been accepted for membership, the Membership Secretary must send to the applicant written advice of acceptance.
- 6.5 When an applicant is rejected, the Membership Secretary must send to the applicant written advice of rejection but no reason for the rejection is required.

- 6.6 The Association must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and address provided by the member for communications together with the date on which they became a member.
- 6.6.1 Subject to relevant legislation or regulations such as privacy and data retention the Association must provide members access to the register of members.
- 6.6.2 Information that is accessed from the register of members must not be used or offered for use for commercial, religious, or political purposes without the prior written approval of the Board.
- 6.6.3 The register of members must record the date a member ceases to hold membership and details retained in accordance with the Act.

7 Cessation of Membership

- 7.1 A member ceases to be a member if she:
- 7.1.1 dies;
- 7.1.2 resigns her membership in writing to the Membership Secretary;
- 7.1.3 is expelled under clause 23.2; or
- 7.1.4 fails to pay the annual subscription under clause 8.1.1 within two (2) months of the subscription due date.
- 7.2 A member who pays all arrears of subscription will on payment have her membership reinstated.

8 Subscription

- 8.1 The annual subscription payable by members of the Association may vary between classes of membership and will be such as the Board will from time to time recommend to a General Meeting of the Association which must approve of the same by a majority vote.
- 8.1.1 All annual subscriptions become due and payable on the first day of January.
- 8.1.2 The Board at its discretion may prorate the annual subscription or extend a member's membership due date to the following year.
- 8.1.3 A proportion of the membership subscription may be remitted to each state committee to be used for administration purposes on the authorisation of the Board.

9 General Meetings

- 9.1 **Technology:** Any General Meeting of the Association or its committee, sub-committee or advisory panel meetings may be held at two or more venues including a wholly virtual meeting using any technology that gives the members a reasonable opportunity to participate.

- 9.1.1 The inability for any member to see or hear the proceedings via technology will not render a meeting invalid.
- 9.1.2 Anyone using this technology is taken to be present at the meeting.
- 9.2 **General Meetings** other than the Annual General Meeting (AGM) will be called Extraordinary General Meetings (EGM).
 - 9.2.1 No member will be entitled to vote at any General Meeting if her annual subscription is in arrears at the commencement of the meeting.
 - 9.2.2 No business other than that stated in the notice of meeting may be transacted at a General Meeting.
- 9.3 **Annual General Meeting:** The Association will hold an AGM in accordance with the provisions of the Act within five (5) months of the close of the financial year or within any later time that may be allowed or prescribed under the Act.
 - 9.3.1 All business will be special that is transacted at an AGM except for:
 - 9.3.1.1 confirming the minutes of the preceding AGM and of any EGM held since;
 - 9.3.1.2 receiving Directors' reports on the activities of the Association;
 - 9.3.1.3 receiving and considering any financial statement or report required to be submitted to members under this Constitution and the Act;
 - 9.3.1.4 the election of office bearers and appointment as Directors; and
 - 9.3.1.5 the appointment of an Auditor, if necessary.
 - 9.3.2 The Chairperson will announce the appointment of the National Secretary.
- 9.4 **Extraordinary General Meeting:**
 - 9.4.1 An EGM may be convened by a majority of the Directors whenever they think fit.
 - 9.4.2 An EGM may be convened on the requisition of five (5) or more financial members or as provided in the Act. The requisition must:
 - 9.4.2.1 be in writing;
 - 9.4.2.2 set out the wording of the proposed resolution;
 - 9.4.2.3 be signed by the members proposing to move the resolution; and
 - 9.4.2.4 be lodged with the National Secretary.
 - 9.4.3 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

- 9.4.4 The National Secretary must call an EGM within 14 days after the requisition is received by the Association. The EGM must be held not later than two (2) months from receipt of the requisition.
- 9.4.5 In default of the National Secretary calling an EGM the same may be convened by the requisitionists as provided in the Act.
- 9.4.6 An EGM that is called under clause 9.4.2 cannot be adjourned for any reason other than that prescribed in the Act or health or safety reasons.
- 9.4.7 All business will be special that is transacted at an EGM.

10 Calling a General Meeting

- 10.1 At least 28 days notice in writing or digitally must be given of a General Meeting at which any election of Directors or other officers is to be held.
- 10.2 At least 21 days notice must be given of any other General Meeting.
- 10.3 Notice of General Meeting must:
 - 10.3.1 be given to each member entitled to vote in accordance with clause 20;
 - 10.3.2 set out the place, date and time and if the General Meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - 10.3.3 be given to the Auditor (if appointed);
 - 10.3.4 state the general nature of business to be transacted;
 - 10.3.5 set out an intention to propose any Special Resolutions and state the wording of the resolutions if applicable;
 - 10.3.6 include any supporting statement or statements to the resolutions;
 - 10.3.7 include the names of the members putting forward the resolution and/or statement if applicable; and
 - 10.3.8 set out the entitlement of members to appoint proxies in accordance with clause 12.
- 10.4 The Financial Report and Auditor Report (if any) will be available at the meeting if not circulated prior.
- 10.5 If a General Meeting is adjourned or delayed for one calendar month or more the members must be given new notice of the resumed meeting in accordance with clause 10.3.
- 10.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of the General Meeting by, any member entitled to receive notice will not invalidate proceedings of that General Meeting.

11 Proceedings at General Meetings

- 11.1 No business will be transacted at any General Meeting unless a quorum of twenty (20) members is present at the time the meeting proceeds to business.

- 11.1.1 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened on the requisition of members, must be dissolved. In any other case it must stand adjourned to the same day in the next week at the same time and place or such other day and at such other time and place as the Board may determine.
- 11.1.2 For a resumed General Meeting at least ten (10) members (a special quorum) must be present for the whole of the meeting. If no special quorum is present within half an hour, the meeting is cancelled.
- 11.2 If a quorum is present, a General Meeting must be adjourned if most members present vote to adjourn it.
- 11.3 At any General Meeting a resolution put to the vote must be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chairperson or by at least three (3) members present in person.
 - 11.3.1 Members will have one vote in person or by proxy.
 - 11.3.2 Unless a poll is demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the meeting will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - 11.3.3 If a poll is demanded, it must be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll will be the resolution of the meeting at which the poll was demanded but a poll demanded on a question of adjournment will be taken as soon as practical.
 - 11.3.3.1 Provided it is approved by the Board, a poll can be conducted and decided with the use of technology or a combination of methods which allows a fair and accurate vote.
 - 11.3.3.2 If postal ballots are used, the Board will determine the way the postal ballots must be administered which allows a fair and accurate vote.
 - 11.3.4 If a poll is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.
 - 11.3.5 The demand for a poll may be withdrawn.
 - 11.3.6 Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried.
- 11.4 The President of the Association must preside at every General Meeting of the Association. If there is no President or the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Board will nominate the Vice President or a Board member to chair the meeting.
- 11.5 The Chairperson must allow a reasonable opportunity for members to ask questions about or make comments on the management of the Association.

12 Proxies

- 12.1 An appointment of a proxy is valid if it is signed by a financial member and contains the information required by subsection 250A (1) of the Act.
- 12.2 A proxy form will be provided with the Notice of Meeting.
- 12.3 The written appointment of a proxy must be received by the Association at the nominated address either physically or electronically at least 48 hours prior to the meeting.

13 Circular Resolutions

- 13.1 Subject to clause 13.1.4 the Board may put a resolution to the members to pass a resolution without a General Meeting being held (a Circular Resolution).
 - 13.1.1 The Directors must notify the Auditor (if appointed), the details of any Circular Resolution that has or will be put to the members.
 - 13.1.2 A Circular Resolution is passed if two thirds of the votes received agree to the Circular Resolution, in the manner set out in clause 13.1.3
 - 13.1.3 A member may indicate their agreement or dissent by signing a document which includes their name, the proposed resolution and their vote and sending it to the National Secretary using any technology approved by the Board.
 - 13.1.4 Circular Resolutions cannot be used:
 - 13.1.4.1 for a resolution to remove an Auditor, appoint a Director or remove a Director;
 - 13.1.4.2 for passing a Special Resolution; or
 - 13.1.4.3 where the Act or this Constitution require a meeting to be held.
 - 13.1.5 The Directors must ensure that minutes of the passing of a Circular Resolution (of members or Directors) are signed by the President within a reasonable time after the resolution is passed.

14 Board of Directors

14.1 Eligibility to be a Director:

- 14.1.1 A member is eligible for election as a Director of the Association if she:
 - 14.1.1.1 is nominated by two members;
 - 14.1.1.2 gives the Association her signed consent to act as a Director;
 - 14.1.1.3 is not ineligible to be a Director under the Act;
 - 14.1.1.4 is not the subject of any current or pending disciplinary action or warned or suspended under this Constitution in the previous twelve (12) months; and

14.1.1.5 agrees to comply with any requirements of the Act or other statutory rules.

14.2 Casual vacancy on the Board:

14.2.1 A member may be appointed as a Director to fill a casual vacancy if she meets the criteria of clauses 14.1.1.2, 14.1.1.3, 14.1.1.4 and 14.1.1.5 of this Constitution.

14.2.2 A Director appointed to fill a casual vacancy will hold that position until the next General Meeting at which time she may stand for election unless precluded by this Constitution or the Act.

14.3 Number of Directors:

14.3.1 The Board will consist of the elected office bearers (President, Vice President and Treasurer) and the elected State Presidents (refer clause 25.1).

14.3.2 If the number of Directors is reduced to less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors or calling a General Meeting, but for no other purpose.

14.4 Election and appointment of Directors:

14.4.1 Nominations will be called for a team consisting of President, Vice President and Treasurer in a manner determined by the Board from time to time.

14.4.1.1 If no nomination is received by the due date, a nomination for President will be called for in a manner determined by the Board and she will be invited to nominate her Vice President and Treasurer.

14.4.2 A member can be nominated for more than one Director position but can only be elected to one.

14.4.3 A Every member must have a reasonable opportunity to vote on the nominations for President, Vice President and Treasurer.

14.4.4 If only one nomination is received for President, Vice President and Treasurer they will be declared elected.

14.4.5 The President, Vice President and Treasurer will take up their positions as Directors at the close of the AGM at which they are elected.

14.4.6 State Presidents will take up their positions as Directors at the close of the respective State Annual Meetings at which they are elected.

14.5 Term of office:

14.5.1 A President, Vice President or Treasurer who has held the same national office for three (3) consecutive years will not be eligible for election to that

office until the expiration of one (1) year from her ceasing to hold such office.

- 14.5.2 National office bearers may stand for election in a different national office or as a state office bearer at the conclusion of their tenure.

14.6 **Cessation of Directorship:**

- 14.6.1 The position of a Director will cease if she:

14.6.1.1 dies;

14.6.1.2 resigns by notice in writing;

14.6.1.3 ceases to be a member under clause 6;

14.6.1.4 is disqualified from acting as Director as a consequence of any provision of the Act;

14.6.1.5 is removed by a resolution of the members; or

14.6.1.6 is absent for three (3) consecutive Directors' meetings without approval, which will not be unreasonably withheld.

15 Powers and Duties of the Board

- 15.1 The Directors are responsible for managing and directing the activities of the Association to achieve the objectives set out in clause 2.2.

- 15.2 The Directors may use all the powers of the Association except for powers that, under the Act or this Constitution, may only be used by members.

- 15.3 The Directors will be responsible for the financial management of the Association including:

15.3.1 any suitable written delegations of power under clause 15; and

15.3.2 how funds will be managed, including how electronic transfers, negotiable instruments and other financial transactions must be approved and authorised. Such approval and authorisation mechanisms to be minuted by the Board and regularly reviewed in accordance with good governance practices.

- 15.4 The Board will cause minutes to be made of all proceedings at all meetings of the Association and of the Board. Such minutes must be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

15.5 **Conflict of Interest:**

- 15.5.1 Should a Director become aware of a matter coming before the Board in which the Director may have a material personal interest or related party transaction, as defined by the Act, or in which the Director might appear to

have a material interest, the Director will declare that matter to the other Directors as soon as practicable.

15.5.2 The Director will offer to excuse themselves from voting on any such matter.

15.5.3 In the event of a Director or Directors offering to excuse themselves under clause 15.5.2, then the remaining Directors must decide by a majority vote whether to exclude those Directors who have declared a potential conflict of interest from participating in discussions in relation to the conflicted matter or casting a vote in relation to the conflicted matter. Such decisions will be recorded in the minutes of the meeting at which the decision is made.

15.5.4 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

15.6 Payments to Directors:

15.6.1 The Association must not pay fees to a Director for acting as a Director.

15.6.2 The Association may pay a Director for work they do for the Association if the amount is no more than a reasonable fee for the work done or for expenses properly incurred in connection with the affairs of the Association.

15.7 Delegation by Directors:

15.7.1 The Directors may appoint committees, sub-committees, advisory panels and scholarship panels to assist the Association and delegate to them such powers the Directors deem necessary for them to operate effectively.

15.7.2 Any such committee or panel must comply with any regulation that may be given by the Board.

15.7.3 Any such delegations, appointments and limitations which apply must be recorded in the Association's records.

15.7.4 Every committee, advisory committee or panel may meet and adjourn as it thinks proper.

15.7.4.1 Questions arising at any meeting must be determined by a majority of votes of the members present; and

15.7.4.2 Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried.

15.8 Execution of documents:

15.8.1 A document is binding on the Association if it is validly executed in accordance with clause 15.3.2.

15.9 Directors access to documents:

- 15.9.1 A Director has a right of access to the financial records of the company at all reasonable times.
- 15.9.2 If the Directors agree, the Association must give a Director or former Director access to certain documents, including documents provided for or available to the Directors.

16 Proceedings of the Board of Directors

- 16.1 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings providing they meet at least three (3) times in any financial year.
- 16.2 A Director may at any time and the member performing the duties of National Secretary to the Board must on the requisition of a Director convene a meeting of the Board.
- 16.3 The quorum must be an absolute majority of the total number of Directors.
- 16.4 The President of the Association must preside at every Board meeting of the Association or if there is no President or the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the Directors present must elect a Board member to be chairperson of the meeting.
- 16.5 A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.
- 16.6 Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried.
- 16.7 All acts done by any meeting of the Board or a committee or by any Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the committee or Director or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or committee member.
- 16.8 A resolution in writing signed by all Directors entitled to receive notice of a meeting of the Board will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.
- 16.9 The Directors may hold their meetings in person or by using any technology that allows all Directors to participate by being able to hear and be heard.

17 Company Secretary

- 17.1 The Directors must:
 - 17.1.1 appoint a suitable person as Company Secretary;
 - 17.1.2 determine the terms and conditions of appointment as Company Secretary including any remuneration; and

- 17.1.3 authorise and pay in a timely manner any reimbursement of expenses incurred by the Company Secretary in fulfilling their duties.
- 17.2 The Company Secretary will:
 - 17.2.1 be responsible for ensuring that the Association complies with the regulatory requirements of the Corporation Act and this Constitution;
 - 17.2.2 not incur any expense without the prior knowledge and approval by the President or Vice President and such approval will not be unreasonably withheld;
 - 17.2.3 ensure that all company records are properly maintained including minutes of meetings and financial records; and
 - 17.2.4 not be held liable or responsible for any decision made by the Board.
- 17.3 The Company Secretary may attend Board meetings but will not be entitled to vote on any matter.

18 Accounts

- 18.1 The Board must ensure:
 - 18.1.1 complete and accurate financial records of the Association both national and state comply with this Constitution and requirements of the Act;
 - 18.1.2 a written financial report including all moneys received and expended be tabled at each Board meeting; and
 - 18.1.3 the Auditor, if any, is provided with all requested information together with relevant documentation within a reasonable time frame.
- 18.2 The Board will cause to be laid before each AGM:
 - 18.2.1 a Consolidated Financial Report made up to the end of the Association's financial year; and
 - 18.2.2 a Profit and Loss Report of the National funds made up to the end of the Association's financial year.
- 18.3 Electronic transfers and negotiable instruments are to be authorised in accordance with clause 15.3.2.
- 18.4 The Board must from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Association will be open to the inspection of members provided that all members must have reasonable opportunity to inspect those records.
 - 18.4.1 The Board may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

19 Financial Year

- 19.1 The Association's financial year is from 1 January to 31 December, unless the Directors pass a resolution to change the financial year.

20 Auditor

- 20.1 A properly qualified Auditor or Auditors must be appointed by the Directors if required and the remuneration of such Auditor or Auditors fixed and duties regulated in accordance with the Corporations Act.

21 Notices

- 21.1 A notice may be given by the Association to any member either:
- 21.1.1 personally;
 - 21.1.2 by sending it by pre-paid post to the member's registered address; or
 - 21.1.3 by sending it via technology approved by the Board to an address specified by the member for giving or serving the notice.
- 21.2 If the Association does not have an address for a member, the Association is not required to give notice.
- 21.3 A notice is taken as given when it is:
- 21.3.1 served personally, on the date on which it is received by the addressee;
 - 21.3.2 sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; or
 - 21.3.3 sent via technology approved by the Board on the date it was sent.

22 Indemnity and Insurance

- 22.1 Subject to the provisions of the Act every Director, the National Secretary or officer of the Association must be indemnified out of the funds of the Association against all liability incurred by such person as a Director or officer in defending any proceedings whether civil or criminal in which judgement is given in the person's favour or in which the person is acquitted or in connection with any application under the Act in which relief is granted to the person by a court.
- 22.2 To the extent permitted by law (including the Corporation Act) the Association may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of the Association against liability incurred by the person in his or her capacity as an officer of the Association provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Association or a contravention of the Act.

23 Dispute Resolution, Mediation and Discipline

- 23.1 If a dispute arises between the Directors or between the Directors and a member or between the members or between the Association and a member concerning the affairs of the Association, the parties must attempt to resolve the dispute as follows:
- 23.1.1 Those involved must try to resolve the dispute between themselves within 14 days of knowing about it.
 - 23.1.2 In the event clause 23.1.1 fails either party may start mediation by serving a mediation notice on the other stating that the dispute has arisen and identify what is in dispute.
 - 23.1.3 The parties must jointly appoint a mediator. If the parties fail to agree on the appointment within 7 days of service of the notice, a mediator will be appointed by the Board for disputes between members and for other disputes an accredited mediator chosen by a representative of the Australian Mediation Association.
 - 23.1.4 The parties must observe the instructions of the mediator about the conduct of the mediation, execute any written agreements that the mediator may reasonably ask them to execute and make a genuine and determined effort to resolve the dispute.
 - 23.1.5 If the dispute is not resolved within 14 days after the mediator is appointed or any other time that the parties agree to in writing, the mediation ceases.
 - 23.1.6 The whole of the cost of the mediation must be borne by the person or persons who raised the dispute to which the mediation relates unless the contrary is agreed at the mediation.
- 23.2 The Directors may resolve by absolute majority to warn, suspend, or expel a member from the Association if the Directors consider that:
- 23.2.1 The member has breached this Constitution.
 - 23.2.2 The member's behaviour is causing, has caused, or is likely to cause harm to the Association.
- 23.3 In the event of a resolution in clause 23.2 the Board must appoint a qualified and recognised person or organisation to mediate and/or conduct a suitable and appropriate process which is fair and reasonable for the Association and the individual or individuals concerned.
- 23.3.1 The appointment of such an individual or organisation in clause 23.3 is to be agreed by at least three (3) members of the Board.

24 Minutes and Records

- 24.1 The Association must keep the following records:
- 24.1.1 minutes of proceedings and resolutions of General Meetings;
 - 24.1.2 minutes of Circular Resolutions of members and Directors;

- 24.1.3 minutes of proceedings and resolutions of Board meetings (including meetings of any committees);
 - 24.1.4 a copy of a notice of each General Meeting;
 - 24.1.5 a copy of any statement distributed to members under clause 10.3.6; and
 - 24.1.6 written records that correctly record its operations for at least seven (7) years.
- 24.2 Take reasonable steps to ensure that the Association's records are kept safe.

25 State Committees

- 25.1 A Committee will have the general management of the affairs of the Association in its State subject to this Constitution and the provisions of the Act.
- 25.2 A Committee will consist of a President, Vice President (optional), Treasurer, Secretary and additional committee members as required. A member may hold two offices concurrently.
- 25.3 Each State will hold an Annual Meeting within one (1) month following the National AGM to elect a Committee and approve the financial accounts.
 - 25.3.1 A quorum for an Annual Meeting will be three (3) members in person or attending virtually using a previously approved electronic platform.
 - 25.3.2 Proxies are not permitted at State Meetings.
- 25.4 Minutes of all Meetings are to be sent to the National Secretary as soon as practical.
- 25.5 A member, other than the State President may serve on a State Committee at the same time as serving as an Office Bearer on the Board.
- 25.6 With the approval of the Board a State Committee may conduct activities and events which are consistent with the objectives of the Association and raise money in appropriate ways other than by subscription.
- 25.7 A State Committee may maintain and operate bank accounts which will form part of the Association's consolidated accounts. A financial statement for the year ending 31 December must reach the National Treasurer no later than 31 January.
- 25.8 A State Committee must make available all financial records and access to bank accounts if requested by the National Treasurer or Auditor.

26 By-laws

- 26.1 The Directors may pass a resolution making, altering, or revoking a by-law for the efficient operation of the Association. Any by-laws so made, altered, or revoked will be binding on all members until disallowed by a resolution of an AGM.

- 26.2 Immediately after the making of a by-law, altering or revoking a by-law, the National Secretary must send a copy thereof to every State Secretary and advise members in the next Airnews or other relevant publication.
- 26.3 Members and Directors must comply with by-laws as if they were part of this Constitution.
- 26.4 A by-law which, directly or indirectly, is inconsistent with a provision of this Constitution or the Act is invalid.
- 26.5 The Board is the sole authority for interpreting the by-laws and regulations.

27 Intellectual Property

- 27.1 The Board must keep a record of, and register all intellectual property developed or owned by the Association with the appropriate authority or agency unless the Board determines that registration is unnecessary or not viable.

28 Insignia and Association Badge

- 28.1 The Association is represented officially through the use of an official insignia, metal membership badge and other brand marks. Where appropriate and possible such marks are to be registered with the relevant authorities such as the Australian Designs Office to avoid misrepresentation by other parties. Any changes to the registered marks must be approved by the members in General Meeting.



- 28.2 The insignia (as depicted above) must not be copied or altered by any member or other person without the permission of the Board.
- 28.3 The metal Association badge in any form may only be worn by members.

29 Dissolution, Winding Up and Distribution of Property

- 29.1 The Association cannot be dissolved except at a General Meeting of the Association specially convened for the purpose and by a resolution carried by a majority of three quarters of the votes recorded in respect of the same.
- 29.2 If on the dissolution or winding-up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same must not be paid to or distributed amongst the members but must be given or transferred to some other organisation which:
- 29.2.1 has objectives similar to the objectives of the Association; and
- 29.2.2 prohibits the distribution of its income and property to a similar extent to that imposed on the Association by this Constitution.
- 29.3 The decision as to the organisation(s) to be given the surplus assets must be made by a Special Resolution of members at or before the time of winding up.

29.3.1 If the members fail to make the decision in clause 29.3, the Association may apply to a judge who has or acquires jurisdiction in the matter.

30 Inconsistency with the Corporations Act

30.1 The replaceable rules set out in the Corporations Act do not apply to the Association.

30.2 The Corporations Act overrides any clauses in this Constitution which are inconsistent with the Act.

30.3 A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject, has the same meaning as in this Constitution.

31 Adoption and Amendments of Constitution

31.1 The members may amend or repeal this Constitution, or a provision of this Constitution, by Special Resolution passed at either an AGM or EGM.

31.2 A notice of the proposed alterations must be provided in accordance with clause 20 at least 28 days prior to the date of the meeting.

31.3 A Special Resolution amending, adopting, or repealing this Constitution takes effect in accordance with the Act.