

CONSTITUTION OF THE ROYAL UNITED SERVICES INSTITUTE OF WESTERN AUSTRALIA (INC)

NAME OF THE INSTITUTE

- 1 The name of the Institute is the ROYAL UNITED SERVICES INSTITUTE OF WESTERN AUSTRALIA INCORPORATED (RUSI OF WA Inc.) referred to herein as the "Institute". The Institute shall be a constituent body of the Royal United Services Institute of Australia Incorporated (RUSI of Aust Inc.).

DEFINITIONS

- 2 (1) In these rules, unless the contrary intention appears:
- "Council meeting" means meeting referred to in Rule 17(1);
- "Council Member" means person referred to in Rule 12;
- "financial year" has the meaning given by section 3(1) of the Act, a reference in that section to—
- (a) "an incorporated association" or "the association" being construed as a reference to the Institute; and
 - (b) "the committee" being construed as a reference to the Council;
- "general meeting" means meeting convened under Rule 18;
- "member" means member of the Institute;
- "National Office" for the purpose of clause 7 (3) means the person appointed by the National Executive of the RUSI of Aust Inc to provisionally approve membership applications submitted through the RUSI Website;
- "ordinary resolution" means resolution other than a special resolution;
- "RUSI website" means the website maintained by the RUSI of Aust Inc and which includes a page for the RUSI of WA Inc;
- "special resolution" has the meaning given by section 24 of the Act;
- "the Act" means the Associations Incorporation Act 1987;
- "the Institute" means the Institute referred to in Rule 1;
- "the Chairperson" means—
- (a) in relation to the proceedings at a Council meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with Rule 13; or
 - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 12(1)(a) or, if that person is unable to perform his or her functions, the senior Vice President present;
- "the Council" means the Council of Management of the Institute referred to in Rule 12;

“the Secretary/Treasurer” means the Secretary referred to in Rule 12(1)(c); and the Treasurer referred to in Rule 12(1)(d);

“the Vice President” means anyone of the three referred to in Rule 12(1)(b).

- (2) Patron
The Council shall invite His Excellency, the Governor of Western Australia to be the Patron of the Institute.
In the event the Governor declines the Council may approach some other distinguished person to fill the position.
- (3) The Council may invite such senior Defence Officers in Western Australia, senior Defence civilian office holders in Western Australia and such other prominent persons as deemed appropriate by Council, to be Vice Patrons of the Institute.

OBJECT OF THE INSTITUTE

- 3 (1) The Object of the Institute is —

To promote informed debate on, and to improve public awareness and understanding of, defence and national security.

- (2) To meet the object the Institute may:
- (a) Maintain and expand as may be possible a national security and defence related Library available to members of the Institute and the Australian Defence Organisation for research
- (b) Maintain in safe keeping memorabilia, including the medal collection, which has been placed in the care of the Institute
- (c) Conduct lectures, seminars, discussions, social functions and other activities consistent with the Object
- (d) Inform other organisations of the events in paragraph (c) and where appropriate hold events jointly with them
- (e) To the extent practicable make events open to the public, unclassified and not invoke Chatham House Rules.

(3) The property and income of the Institute shall be applied solely towards the promotion of the objects of the Institute and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of those objects.

POWERS OF THE INSTITUTE

- 4 The powers of the Institute are by section 13 of the Act:

- (a) To purchase, lease, hire or receive as gifts or permanent loan, items of significance to the Institute
- (b) To buy, sell, supply or deal in goods of all kind
- (c) To borrow or raise money in such manner and on such terms as the Council may think fit or as may be approved or directed by resolution passed at a general meeting

- (d) To invest monies of the Institute not immediately required for its immediate purposes as the Council may determine
- (e) To do all such other lawful things as are incidental to, or conducive to, the attainment of the objectives of the Institute.

QUALIFICATIONS FOR MEMBERSHIP OF THE INSTITUTE

- 5 Membership of the Institute is open to any person above the age of eighteen years who supports the Object of the Institute.

CLASSES OF MEMBERSHIP

- 6 Classes of membership shall be:

- (a) Ordinary members
Ordinary members may be divided into sub-classes as determined by Council
- (b) Honorary members
 - (i) the Council may from time to time admit to Honorary Membership of the Institute members of the Diplomatic Corps, foreign defence forces, academic institutions, eminent persons, benefactors and leading citizens as the Council may think fit
 - (ii) Honorary members shall be entitled to all privileges of membership except they shall not be entitled to vote, or to hold any office
- (c) Life Members
 - (i) The Council may admit to life membership any member of the Institute who in the opinion of the Council has rendered long and noble service to the Institute
 - (ii) Life members shall be entitled to all privileges of ordinary members but shall not be required to pay an annual subscription
- (d) Life (Subscriber) Members
Shall be those members who purchased such membership when the opportunity was offered prior to the introduction of the present Constitution. Such members shall be entitled to all privileges of membership but shall not be required to pay an annual subscription. No further persons will be admitted to this class of membership.
- (e) Reciprocal
By reciprocal arrangement, financial members of any other constituent body of the Royal United Services Institute of Australia shall be entitled to enjoy the privileges of membership excluding the rights to vote or hold office.

APPLICATION FOR MEMBERSHIP

- 7 (1) Any person applying for membership may do so either online through the RUSI website or on the prescribed form

- (2) Applications on the prescribed form shall be proposed and seconded by financial members of the Institute and shall be considered by the Council and approved or disallowed as the case may be
- (3) Applications online through the RUSI website will be provisionally accepted upon completion of all application details to the satisfaction of the National Office, enabling applicants to access all privileges of membership except they shall not be entitled to vote, or to hold any office. Upon advice from National Office applications referred to RUSI of WA will be considered by Council at its next meeting as per paragraph (2)
- (4) Upon acceptance by Council and having paid the prescribed fees the Applicant shall be notified and notice shall be given in the Institute Newsletter.

REGISTER OF MEMBERS

- 8 (1) The Secretary shall keep a register of members in accordance with Section 27 of the Act
- (2) The Secretary shall delete the names of those persons who resign, are expelled or die
- (3) A member shall notify the Secretary of any change of address.

ENTRANCE FEES AND SUBSCRIPTION

- 9 (1) There shall be no Entrance fee. There shall be an annual subscription (except in the case of Honorary Life and Life {subscriber} members) as the Council may from time to time determine
- (2) Subscription fees shall be payable annually in advance by the 1st day of July, or otherwise as the Council may determine. Subscriptions for the first year may be adjusted to take into account the time at which a member joined the Institute.
- (3) Members whose subscriptions are outstanding for more than one year after the due date shall not be entitled to the privileges of membership provided the Council may re-instate such member on such terms as may be considered appropriate.
- (4) Members moving interstate may continue as members and pay the normal fees when due or take up membership of another constituent body of the RUSI of Australia for the balance of the relevant financial year.

RESIGNATION, CANCELLATION OF MEMBERSHIP

- 10 (1) Any member may at any time by notice in writing to the Secretary resign from the Institute and such resignation shall be accepted subject to the payment of outstanding dues and the return to the Institute of all books or property of the Institute on loan to the member
- (2) The Council may remove from the list of members the name of any member whose subscription is outstanding for a period of two years. Such action shall be recorded in the minutes of the Institute and the member whose name is so recorded notified in writing. Such member

forfeits all rights to, and claims upon the privileges of the Institute as the person may be entitled

- (3) A person who ceases to be a member under Paragraph 9(3), may rejoin the Institute subject to application being made and payment of such amounts as the Council may determine.

EXPULSION OF MEMBERS

- 11 (1) If in the opinion of the Council the behavior of a member is such as to warrant the expulsion of the member the Council shall in writing advise the member of:
- (i) notice of the proposed expulsion and the time, date and place of the Council meeting at which the question of that expulsion will be decided; and
 - (ii) particulars of that conduct
- not less than 30 days before the date of the Council meeting referred to in paragraph (i)
- (2) At the meeting referred to, the Council may, having afforded the member concerned the opportunity to be heard by, or make representations in writing to, the Council, expel or decline to expel that member from the Institute and shall forthwith advise the member in writing.
- (3) Subject to subrule (5) the member expelled under subrule (2) from the Institute ceases to be a member 14 days after the day on which the decision to expel the member is advised to the member in writing
- (4) The member expelled under subrule (2) may appeal the decision by giving notice in writing to the Secretary of the intention to appeal within the 14 days referred to in subrule (3)
- (5) When notice is given under subrule (4) –
- (i) The Institute in a general meeting may, after giving the member reasonable opportunity to be heard or make representation, confirm or set aside the decision of the Council to expel that member; and
 - (ii) the member who gave that notice does not cease to be a member until the decision of the Council to expel the member is confirmed under this subrule.

COUNCIL OF MANAGEMENT

- 12 (1) The affairs of the Institute shall be managed exclusively by the Council of Management consisting of:
- (a) President
 - (b) 3 Vice Presidents
 - (c) Secretary
 - (d) Treasurer
 - (e) Up to seven (7) Council members
 - (f) Immediate Past President Ex officio
- all of whom shall be members of the Institute elected to membership of that Council at an annual general meeting or appointed under subrule (9)

- (2) Members elected to the Council shall serve for a period of twelve months or until the next annual general meeting
- (3) The Council may co-opt persons to join the Council for specific purposes or time periods
- (4) A member is not eligible for election to the Council unless nominated in writing by a nominator and signed by the nominee to signify the member's willingness to stand for election.

Nominations are required to be delivered to the Secretary not less than 14 days before the date of the annual general meeting
- (5) In the event there are insufficient nominations, nominations may be called for from the floor of the meeting.
- (6) A member eligible for re-election or election under this rule may at the annual general meeting propose/second and vote for himself/herself.
- (7) The Secretary shall ensure notice of all members seeking election is given to all members when notice is given of the annual general meeting at which that election is to be held.
- (8) If the number of nominees does not exceed the number of vacancies the Secretary shall report accordingly and the President shall declare those persons to be duly elected as members of the Council.
- (9) A casual vacancy within the meaning of rule 16 may be filled by an appointment by the Council and the member shall hold office until the next annual general meeting and be eligible for re-election.
- (10) In addition to the Council the annual general meeting shall appoint an auditor who shall not be a member of the Council and need not be a member of the Institute. and who shall be responsible to audit the accounts of the Institute submitted by the treasurer and to certify as to their correctness.
- (11) The Council may appoint sub-committees to carry out specific functions. The sub committee will be chaired by a member of Council. All recommendations of sub-committees must be reported to Council for its consideration.
- (12) The Council may appoint an Honorary Editor, Honorary Webmaster and Honorary Librarian. In the event the positions are not filled by Council members such appointees may attend Council meetings as Observers.

CHAIR

- 13 (1) Subject to this rule the President shall preside at all general and Council meetings
- (2) In the event of the absence from a general meeting or a council meeting of the President and all Vice Presidents the meeting shall elect a Chairperson from among those present.

SECRETARY (or Secretary / Treasurer)

- 14 The Secretary shall:
- (1) Co-ordinate the correspondence of the Institute
 - (2) keep full and correct minutes of the proceedings of the Council and the Institute
 - (3) comply on behalf of the Institute with
 - (a) section 27 of the Act in respect of the register of members of the Institute;
 - (b) section 28 of the Act in respect of the rules of the Institute; and
 - (c) section 29 of the Act in respect of the record of Office holders and any Trustee of the Institute.
 - (4) have custody of all books, documents, records, registers and other items of the Institute, including those referred to in paragraph (3), other than those required by Rule 15 to be kept and maintained by, or in the custody of, the Treasurer.
 - (5) perform such other duties as are imposed by these rules on the Secretary
 - (6) perform the duties of the Treasurer should the positions be conjoined

TREASURER (or Secretary / Treasurer)

- 15 The Treasurer shall-
- (1) be responsible for the receipt of all monies paid to or received by him, or by him on behalf of, the Institute and shall issue receipts for those monies in the name of the Institute;
 - (2) pay all monies referred to in paragraph (1) into such account or accounts of the Institute as the Council may from time to time direct;
 - (3) make payments from the funds of the Institute with the authority of a general meeting or of the Council and in doing so ensure that all cheques are signed by Council members other than the Treasurer, in accordance with rule 25;
 - (4) comply on behalf of the Institute with sections 25 and 26 of the Act in respect of the accounting records of the Institute
 - (5) whenever directed to do so by the President, submit to the Council a report, balance sheet or financial statement in accordance with that direction;
 - (6) have custody of all securities, books, and documents of a financial nature and accounting records of the Institute including those referred to in sub-paragraphs (4) and (5) above.

CASUAL VACANCIES IN MEMBERSHIP OF THE COUNCIL

- 16 A casual vacancy occurs in the office of a Council and that office becomes vacant if the Council member
- (1) dies

- (2) resigns by notice in writing delivered to the President or, if the Council member is the President, to the Senior Vice President;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill health;
- (5) is absent for more than-
 - (i) 3 consecutive meetings without leave of the Council; or
 - (ii) 3 Council meetings in the same financial year, of which the member has received notice without tendering an apology to the presiding officer of the meeting, or
- (6) ceases to be a member of the Institute.

PROCEEDINGS OF THE COUNCIL

- 17 (1) The Council shall meet together for the despatch of business not less than once in each calendar month except December and January and the President may at any time convene a meeting of the Council.
- (2) Each Council member has a deliberative vote
- (3) A question arising at a Council meeting shall be decided by a majority of votes, but if there is an equality of votes the presiding officer at the Council meeting shall have a casting vote in addition to the deliberative vote.
- (4) At a Council meeting 5 members including the President/Acting President constitute a quorum
- (5) Subject to these rules the procedure in order of business to be followed at a Council meeting shall be determined by the agenda prepared by the Secretary together with such matters of business as may be brought forward by members of the Council;
- (6) A Council member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

GENERAL MEETINGS

- 18 (1) The Council:
 - (a) may at any time convene a special general meeting
 - (b) shall convene an annual general meeting in August of each year or within the time limits provided for the holding of general meetings by section 23 of the Act, and other general meetings as determined by the Council; and
 - (c) shall within 30 days of
 - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in the request; or

- (ii) the Secretary receiving a notice under rule 11(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates
- (2) The members making the request referred to in sub rule (1) (c) (i) shall –
 - (a) state in that request the purpose for which the special general meeting is required; and
 - (b) sign that request
- (3) if a special general meeting is not convened within the relevant period of 30 days referred to-
 - (a) in sub rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Council; or
 - (b) in sub rule (1) (c) (ii) the member who gave the notice concerned may convene a special general meeting as if the member were the Council.
- (4) When a special general meeting is convened under sub rule (3)(a) or (b)
 - (a) The Council shall ensure that the members, or member, convening the special general are supplied free of charge with particulars of all members; and
 - (b) The Institute shall pay the reasonable expenses of convening and holding the special general meeting
- (5) Subject to rule (10) the Secretary shall give all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify-
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which the business is to be transacted.
- (7) In the case of an annual general meeting, the order of business to be transacted is –
 - (a) first the consideration of accounts and reports of the Council;
 - (b) second, the election of Council members to replace the outgoing Council members; and
 - (c) third, any other business requiring consideration by the Institute in general meeting.

- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give notice under sub rule (5) or (8) by -
- (a) serving it on the member personally
 - (b) sending it by post to a member at the address of the member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under sub rule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member by prepaid mail.

QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- 19 (1) At general meetings 15 members present in person or by proxy or ten (10%) percent of the membership , whichever is the lesser shall constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under sub rule 18(5) or (8):
- (a) as a result of a request referred to under rule 18(1)(c) or as a result of action taken under rule 18(3) a quorum is not present the meeting lapses; or
 - (b) otherwise than the result of a request, notice of action referred to paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed under sub rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present the members who are present in person or by proxy may nevertheless proceed with the meeting as if a quorum were present
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall if so directed by such general meeting, adjourn that general meeting from time to time and place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than the business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for 30 days or more, the Secretary shall give notice under rule 18 of the adjourned general meeting as if that meeting were a fresh general meeting.
- (7) At a general meeting –
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) special resolution put to the vote shall be decided in accordance with section 24 of the Act
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be

evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub rule (9)

- (9) At a general meeting a poll may be demanded by the Chairperson at the general meeting or by 3 or more members present in person or by proxy and if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll demanded and taken under sub rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared
- (11) A poll demanded under sub rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

MINUTES OF MEETINGS OF THE INSTITUTE

- 20 (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Council meetings to be taken and then to be Entered within thirty days after the holding of each general or Council meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Council meeting under sub rule (1) are checked and signed correct by the Chairperson of the general meeting or Council meeting to which those minutes relate or of the next succeeding general meeting or Council meeting as the case requires.
- (3) When the minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that –
 - (a) the general meeting or Council meeting to which they relate (in this sub rule called “the meeting) was duly convened and held
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments and elections purporting to have been made at the meeting have been validly made.

VOTING RIGHTS OF MEMBERS OF INSTITUTE

- 21 Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote

PROXIES OF MEMBERS OF THE INSTITUTE

- 22 (1) A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be a proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting

- (2) Proxies must be in writing and lodged with the Secretary prior to the commencement of the meeting.

RULES OF INSTITUTE

- 23 (1) The Institute may alter or rescind these rules, or make rules additional to these rules in accordance with the procedures set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Institute to the same extent as if every member and the Institute had signed and sealed these rules and agreed to be bound by all their provisions.

COMMON SEAL OF THE INSTITUTE

- 24 (1) The Institute shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Institute shall not be used without the express authority of the Council and every use of that common seal shall be recorded in the minute book referred to in rule 20
- (3) The affixing of the common seal shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Institute shall be kept in the custody of the Secretary or of such other person as the Council from time to time decides.

OPERATION OF ACCOUNTS

- 25 All bank accounts operated by the Institute, in accordance with rule 15(2) are to have as signatories the President, Secretary (Secretary / Treasurer) and one (1) other Council member with any two to sign, authorising withdrawals.

INSPECTION OF RECORDS ETC. OF THE INSTITUTE

- 26 A member may at any reasonable time inspect without charge the books, documents and securities of the Institute.

DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE INSTITUTE

- 27 If, on the winding up of the Institute, any property of the Institute remains after the satisfaction of debts and liabilities of the Institute and costs, charges and expenses of that winding up, that property shall be distributed –
- (a) To another incorporated Association having objects similar to those of the Institute; or
- (b) For charitable purposes
- (c) Where artifacts, medals, books or other items are on permanent loan and in the keeping of the Institute they are to be returned to their owner (s) should the owners request such action.

CONSEQUENCES OF INCORPORATION

- 28 Shall be as set out in Sections 10 to 15 in the Act.