



THE UNITED SERVICES INSTITUTE OF THE AUSTRALIAN CAPITAL TERRITORY INCORPORATED

CONSTITUTION

(As amended in July 1973, July 1974, August 1976, August and October 1977, September 1979, November 1982, August 1989, September 1995, September 1997, October 1999, September 2000, September 2001, November 2005, September 2007, March 2010, September 2015 and September 2016).

INTERPRETATION

1. Interpretations are as follows:
 - a. "The Council" means the Council of the Institute duly elected to manage the affairs of the Institute.
 - b. "Institute" means United Services Institute of the Australian Capital Territory Incorporated.
 - c. "National Office" for the purpose of Clause 10 means: The person appointed by the National Executive of the RUSI of Aust Inc to provisionally approve Membership Applications submitted through the RUSI website.
 - d. "RUSI website" means: The website maintained by the RUSI of Aust Inc and which includes a page with relevant links for the USI of the ACT Inc.
 - e. Words importing the masculine gender also include the feminine gender.

NAME

2. The name of the Institute is The United Services Institute of the Australian Capital Territory Incorporated. The short title is "USI of the ACT Inc". The USI of the ACT Inc is a Constituent Body of the Royal United Services Institute of Australia Incorporated (RUSI of Aust Inc).

OFFICE

3. The office of the Institute will be situated in Canberra in the Australian Capital Territory.

AIMS OF THE INSTITUTE

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

PATRON

5. The Council may invite an eminent person to be its Patron.

MEMBERSHIP

CLASSES OF MEMBERSHIP

6. The Institute shall be constituted of Members, Life Members, Honorary Members, Honorary Life Members and Student Members.

ELIGIBILITY FOR MEMBERSHIP

7. The following may be Members of the Institute:
 - a. **Members.** Those who in the opinion of the Council support the aims of the Institute and who pay the prescribed fee.
 - b. **Life Members.** Those eligible to be Members who make a lump sum payment of more than ten times but not more than fifteen times the Members' annual subscription, the amount of the lump sum being decided by Members of the Institute at a General Meeting.
 - c. **Honorary Members.** Eminent persons who support the aims of the Institute. Honorary Members shall pay no fees.
 - d. **Honorary Life Members.** Eminent persons (including Members) who have rendered distinguished service to the Institute. Honorary Life Members shall pay no fees.
 - e. **Student Members.** Midshipmen and cadets at the Australian Defence Force Academy, staff cadets at the Royal Military College, students enrolled in a tertiary institution or a departmental graduate development program, and other students as identified by the Council. Student Members shall pay no fees.

APPLICATIONS FOR MEMBERSHIP

8. Any person applying for Membership or Life Membership shall apply via the prescribed "Application for Membership" form as agreed by Council or online through the RUSI website. In either case, the Application shall contain such information as desired by Council.
9. Applications on the prescribed "Application for Membership" form shall be accompanied by the prescribed fee and shall be lodged with the Secretary.
10. Applications online through the RUSI website shall be accompanied by the prescribed fee, including any administration fee, paid electronically in accordance with instructions on the website.

11. **Transferees.** Financial Members of any of the other Constituent Bodies of the RUSI of Aust Inc, The Royal United Services for Defence and Security Studies (UK) or similar prescribed institutions who are living in the Australian Capital Territory and its region may have their membership transferred to the USI of the ACT Inc without having to apply for membership.
12. **Council Decision.** The Council shall consider all applications for membership and decide which ones to accept. The decision of the Council shall be final. Applicants shall be notified of the decision of Council and successful Applications for Membership are to be advised to all Members through the Institute's normal communication channels.
13. **Honoraries.** The Council may appoint Honorary Members for a limited term. Honorary membership shall be reviewed annually by the Council. Honorary Life Members shall be appointed by Special Resolution passed at a General Meeting of the Institute. Special Resolutions proposing appointments for Honorary Life Membership are to be accompanied by a recommendation from the Council. Impromptu nominations for Honorary Life Membership from the floor of a General Meeting are not to be considered.

MEMBERSHIP FEES

14. Membership fees shall be decided by the Council. The annual membership subscription shall be due on 1 July and payable within one month of that date.

NEW MEMBERS, TRANSFERS AND REJECTED APPLICANTS

15. Applicants admitted as new Members after 1 January shall pay only half the subscription for that Financial Year. A Member transferring from another institution in accordance with Clause 11 shall not be required to pay an annual subscription for the Financial Year in which he transfers, provided that part at least of that Financial Year is covered by his subscription to his former institution. Should an applicant not be admitted to membership, his fees will be refunded.

ARREARS

16. Any Member who is non-financial on the day of the Annual General Meeting will be deemed no longer to be a Member.

RESIGNATIONS

17. A Member may resign by giving notice in writing to the Secretary, such resignations being accepted subject to the return to the Institute of any property on loan to the resigning Member, or its replacement, and to the payment of all outstanding dues. A Member whose resignation is received by the Secretary before 31 December and is subsequently accepted shall receive a rebate of half the annual subscription paid by him. A Life Member who resigns forfeits his subscription.

IMPROPER CONDUCT

18. Any Member considered by the Council to be guilty of improper conduct as a Member shall be reported by the Council to a General Meeting of the Institute for consideration for his removal from the Membership List. A Member shall be given twenty one days notice in writing by the Secretary of the intention to consider his case and shall be given the right to address the General Meeting. The motion to remove him from the Membership List requires a Special Resolution. Should the motion succeed, he shall cease to be a Member of the Institute. Those so removed from the Membership List shall not be eligible for re-admission or refund of subscription.

EFFECT OF CESSATION OF MEMBERSHIP

19. Anyone ceasing to be a Member shall forfeit all rights to and claims upon the Institute.

COUNCIL

Composition of the Council

20. The business and the affairs of the Institute shall be under the management of a Council, which shall consist of:
- a. a President,
 - b. a Deputy President,
 - c. a Secretary,
 - d. a Treasurer, and
 - e. up to five other Councillors.
21. The Council may from time to time appoint Members to assist the Council, and the Members so appointed may attend meetings of the Council but they shall not have the power to vote by virtue of their appointment.
22. The Council shall appoint a Delegate (normally the President) to the National Council of the RUSI of Australia Inc to attend meetings of the National Council as required. The Delegate shall be eligible for election as an Office Bearer of the National Council.

Election and Appointment to the Council

23. Councillors shall be elected by Members at the Annual General Meeting of the Institute for a term of two years. The Council will aim for a half spill annually. Candidates shall be nominated in writing by two Members of the Institute and every person so nominated shall indicate on the nomination form his willingness to serve. Nominations shall be lodged with the Secretary at least seven days before the date of the Annual General Meeting. In the event of there being more nominations than vacancies for the Council the matter shall be decided by election at the Annual General Meeting. If there shall be not more nominations lodged than vacancies, those nominated shall be deemed to be duly elected by the Members, and nominations for any remaining vacancies may be made at the Annual General Meeting. Members so nominated shall either be present or have signified in writing their willingness to stand. If these shall be more than the remaining vacancies, the matter shall be decided by election at the Meeting, and if not, any vacancies still remaining shall become casual vacancies in the terms of Clause 24.

Casual Vacancies

24. Casual vacancies which may occur for any reason during the year shall be filled by the Council by appointment. Members so appointed shall retire at the next Annual General Meeting but shall then be eligible for election under the terms of Clause 23.
25. Reserved.

Meetings of the Council

26. The Council shall meet at least four times each year on such dates and at such times as the President shall decide. At meetings of the Council five Members present shall constitute a quorum.

Powers of the Council

27. In addition to those powers mentioned elsewhere, the Council shall have power to:
- a. by a majority of two-thirds of Council Members present, make By-Laws under this Constitution and to alter, amend or rescind By-Laws; such By-Laws shall have full force and effect provided they are not inconsistent with this Constitution;
 - b. approve ordinary expenditure of the funds of the Institute;
 - c. transfer funds to investment accounts in such amount and for such time as it deems appropriate;
 - d. decide the depreciation rate for the assets of the Institute; and
 - e. appoint Office Staff and committees.

Election of the President

28. The election of the President shall occur as follows:
- a. The President for the ensuing year shall be elected by the Members at the Annual General Meeting immediately after the elections to the Council.
 - b. The President shall be elected from the Council Members just elected.
 - c. On the nomination forms for election to the Council, nominees willing to serve as President shall be nominated for election to the Council as President and shall indicate their willingness to stand for election as President.
 - d. In other aspects, the election of the President shall be as for elections to the Council (see Clause 23).

Election of Secretary and Treasurer

29. The Secretary and Treasurer shall be elected at the Annual General Meeting.

Committees

30. The Council may create committees at any time to perform such tasks as may be delegated to them. The Chairmen of these committees shall be Council Members. Committee Members may be co-opted from the Council or the general membership of the Institute.

MEETINGS OF THE INSTITUTE

GENERAL MEETINGS

Convened by the Council

31. The Council may whenever it thinks fit, convene a General Meeting of the Institute.

Requisitioned by the Council

32. The Council shall on Requisition in writing, signed by at least ten Members, convene a General Meeting to deal with the business as set out in the Requisition. Such a Meeting shall be convened within one month of receipt of the Requisition by the Secretary.

Notice

33. **Fourteen Days Notice.** Except where the nature of the business proposed to be dealt with requires a Special Resolution, the Secretary shall give at least fourteen days notice of the Meeting specifying the place, date and time of the meeting and the nature of the business to be transacted at the Meeting. The non-receipt of the notice of the meeting by one or a small number of the Members shall not invalidate the proceedings.
34. **Twenty One Days Notice.** Where the nature of the business proposed to be dealt with requires a Special Resolution, the Secretary shall give at least twenty one days notice of the Meeting specifying the place, date and time of the Meeting and the intention to propose the resolution as a Special Resolution. The non-receipt of the notice of the Meeting by one or a small number of the Members shall not invalidate the proceedings.

Quorum

35. **Ten Members.** Ten Members, present in person, shall constitute a quorum, except as provided in Clause 39.
36. **Adjournment.** A half an hour after the time appointed for the meeting, if a quorum of Members is not present, the Meeting shall stand adjourned until a time and day to be determined by the Meeting. If a quorum is not present at a subsequent Meeting the Members present shall be considered to be a quorum.

Chairman

37. The President shall take the Chair. In his absence, either:
- a. he shall, before the Meeting, appoint a Council Member to act in his place; or
 - b. if he does not, those present shall elect a Council Member to chair that Meeting.

Adjournment

38. The Chairman may, with the consent of the Meeting, adjourn such a Meeting from time to time or place to place, but no business shall be transacted at such subsequent Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

Voting

39. **Members Present.** Only Members and Life Members present in person shall be entitled to vote at General Meetings, and each of these Members present, other than the Chairman, shall have only one vote.
40. **Simple Majority.** Except where a Special Resolution is required, a simple majority shall carry the issue.
41. **Special Resolution.** Where a Special Resolution is required, the issue must be carried by three quarters of those present.
42. **Casting Vote.** The Chairman may exercise a second casting vote to resolve an issue.

ANNUAL GENERAL MEETING

43. The Annual General Meeting of the Institute shall be held as early as practicable after 30 June and not later than 30 September. The normal business of the Annual General Meeting shall include consideration of (a) the Annual Financial Statements, i.e. Statement of Income and Expenditure to 30 June and Statement of Assets and Liabilities to 30 June as well as (b) Reports from the President, Office Holders and any Committee Chairmen as required, and (c) elections for the Council and Presidency.

ADMINISTRATION

Office Bearers

44. The Office Bearers are the President, Secretary and Treasurer. The Council may assign their duties from time to time.

Secretary

45. The Secretary is responsible to the Council for the general administration of the affairs of the Institute. He shall keep Minutes of the Meetings of the Council and of the Institute and such other records as the Council may decide. He shall keep the Constitution and Membership Register current and have available a copy of each for inspection by Members. The Secretary shall notify Members of the planned activities of the Institute. He may be assisted by such other Members as the Council may decide.

Public Officer

46. The Council shall appoint a Member to be Public Officer.

Office Staff

47. The Council may appoint Office Staff and assign their duties from time to time.

REMUNERATION

Council Members

48. Office Bearers may be paid an Honorarium. Other Council Members may be paid an Honorarium if they perform additional duties beyond those expected of a Council Member. Council Members may also be reimbursed for reasonable and demonstrated out-of-pocket expenses.

Office Staff

49. The Council may determine pay rates for Office Staff with these rates to be ratified at a subsequent General Meeting..

Honoraria

50. The Council may determine Honoraria rates for Office Bearers and eligible Councillors with these rates to be ratified at a subsequent General Meeting.

Auditor

51. The Council may pay the Auditor at a rate approved by a General Meeting.

FINANCE

Financial Year

52. The Financial Year for the Institute shall be from 1 July to 30 June.

Banking

53. Accounts in the name of the Institute shall be opened at appropriate banks or guaranteed financial institutions, such as the Defence Force Credit Union. Moneys received by the Institute shall be paid into these accounts, and disbursements made from them. Cheques and other documents relevant to the accounts shall be signed by Members approved by the Council.

Sources of Funds

54. The funds of the Institute shall be derived from fees and subscriptions set in accordance with Clause 14, donations and any other sources decided by Members at a General Meeting. As soon as practicable after receiving any money an appropriate receipt shall be issued.

Petty Cash Advances

55. A Petty Cash Advance shall be made to any Office Bearer or Office Staff Member approved by the Council of such an amount as the Council may decide from time to time.

Treasurer

56. The Treasurer shall keep the accounts of the Institute and shall be responsible for the prompt banking of all monies received and for such disbursements as the Council may from time to time approve. He shall present financial statements to the Council at each of its regular meetings. He shall, as soon as practicable after 30 June, prepare the annual Statement of Accounts and Balance Sheet as at that date, and shall submit them and such other records as may be required for audit to the Auditor.

Auditor

57. An Auditor shall be appointed for the following year at the Annual General Meeting. He shall examine the books and accounts of the Institute and shall certify and report on the Annual Financial Statements to be presented to the next Annual General Meeting.

INSURANCE

58. The Institute shall insure its property against loss and/or damage. It shall also seek insurance cover for public liability.

INDEMNITY

59. Members and Office Staff of the Institute shall be indemnified out of the funds of the Institute against all reasonable losses and expenses incurred in the discharge of any duties imposed upon them by the Council except such loss and expense as shall happen by the wilful neglect or default of such Member.

PROPERTY

60. The property of the Institute shall be vested in the Council. Members of the Council shall not be personally responsible for any loss or damage to the property of the Institute except where such loss or damage may have been caused by their wilful neglect.

VISITORS

61. Visitors may be admitted to lectures and other activities, and have such access to the Institute as the Council may from time to time decide.

BADGE

62. The Institute shall adopt an insignia for use as a badge on Institute stationery and for other appropriate purposes.

APPLICATION AND DISTRIBUTION OF ASSETS AND INCOME

63. The assets and income of the Institute shall be applied solely to furtherance of its aims and no portion shall be distributed directly or indirectly to Members of the Institute except as bona fide compensation for services rendered or expenses incurred on behalf of the Institute.

DISSOLUTION

64. In the event of the Institute being dissolved, the assets which remain after its dissolution and the satisfaction of all debts and liabilities, shall be disbursed by Council in accordance with their powers to any similar non-profit body.

LIABILITY OF OFFICERS AND MEMBERS

65. A Councillor or a Member of the Institute shall not be taken, only because of being a Member or Councillor, to be liable to contribute to the payment of any debts or other liabilities of the Institute, or to costs, charges or expenses incurred in the course of winding up of the Institute. In any case the liability of Members shall be limited to the amounts of any unpaid fees in respect of their membership of the Institute.

AMENDMENTS TO CONSTITUTION

66. This Constitution may be amended by Special Resolution passed at a General Meeting of the Institute.

COMMON SEAL

67. **Custody.** The Common Seal of the Institute shall be kept in the custody of the Secretary.

- 68. Affixing.** The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures of two Council Members.

BY-LAWS UNDER CLAUSE 23.a OF THE CONSTITUTION
(enabled on 25 July 2005)

VISITORS

- 69.** Members may invite guests as visitors to Meetings under the following conditions:
- a. The Member is present in person at the Meeting, and remains present until his guests depart. At the Australian Defence College this means remaining present until the guests leave the environs of the College.
 - b. The Member assumes responsibility for the conduct of his guests, which should conform to that expected from Members. This applies particularly to the respecting of the privacy of remarks made by a speaker, and the subsequent non-attribution of such remarks.