

WAI Australian Chapter

Memorandum of Incorporation

Constitution of Incorporation

Bye-Laws

In accordance with the *Associations Incorporation Act 2009*



Memorandum of Association WAI Australian Chapter Incorporated

1. The name of the incorporation shall be the WAI Australian Chapter.

2. Location of Office

The incorporation shall maintain in the State of New South Wales a registered agent and may have offices within other states of Australia.

3. Organization and Purposes

The incorporation is organized and shall operate exclusively for charitable, educational, religious, or scientific purposes.

4. Purposes

Consistent with such limitations, the purposes of the incorporation shall be:

(a) To foster, promote and engage in aviation education, particularly as it relates to women in aviation.

(b) Promote, encourage and facilitate membership in Women in Aviation International and this Chapter.

(c) Support and promote the mission, vision, goals and objectives of Women in Aviation International.

(d) Cultivate, foster and promote interest and understanding among the public in the accomplishments and contributions of women to the aviation industry.

(e) To invest and deal with the moneys of the Incorporation not immediately required in such a manner as may be permitted by law for the investment of trust funds.

5. Limitations

The incorporation is not formed for pecuniary profit or financial gain; no part of the net earnings of the Incorporation shall inure to the benefit of any private shareholder or individual and no substantial part of its activities shall be on the carrying-on of propaganda, or otherwise attempting, to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-laws, the Incorporation shall not carry on any activities not permitted to be carried on by an Incorporation exempt from federal income tax.

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

national president means the Director-General of the association

director means a member of the National Committee

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

in writing means either hard copy or electronic copy

(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, if 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

2. Membership generally

- (1) Eligibility for membership in Chapter is open to any person who has an interest in aviation and who is also a member of WAI.
- (2) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable incorporation that is registered as an association - a member of the registrable incorporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

3. Nomination for membership

- (1) A nomination of a person for membership of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the association via electronic or hard copy
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee 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 subclause (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 association.

4. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), 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.

7. Register of members

- (1) The public officer of the association must establish and maintain an electronic register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) 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.
- (6) 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 association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association an annual membership fee of \$20 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 January in each calendar year, or
 - (b) if the member becomes a member part way through the year, membership fees will be proportional to the remainder of the calendar year

9. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, 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.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (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 association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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 committee 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 committee for having taken that action and of the member's right of appeal under clause 12.
- (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 association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, 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 subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee 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 association.

Part 3 - The Committee

13. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association
- (2) The total number of committee members is to be 6
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
 - (e) the membership outreach chair
 - (f) the education outreach chair
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

14.1

- (a) Outreach Committee. The Board shall appoint an Outreach Committee, which shall provide recommendations to the Board for at least one annual educational or mentoring outreach project.
- (b) Membership Committee. The Board shall appoint a Membership Committee, which shall provide recommendations to the Board for at least one annual membership recruitment event. The Membership Committee also shall maintain accurate membership records, and shall ensure that all Chapter members are WAI members.

15. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, and accompanied by the written consent of the candidate and

- (b) must be delivered to the secretary of the association at least 30 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (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.

17. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association 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) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or

- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Incorporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, 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 incorporations) of the *Incorporations Act 2001* of the Commonwealth.

19. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office before the expiration of the member's term of office and if required, 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 committee to whom a proposed resolution referred to in subclause (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 association, the secretary or the president may send a copy of the representations to each member of the association 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.

20. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee 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.

- (7) 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.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-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, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-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 committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the 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 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

23. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee 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 committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (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 committee 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 made 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a 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 association, 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 subclause (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 under clause 24 (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.

27. 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) Five members present (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 on 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 3) are to constitute a quorum.

28. Presiding member

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

29. 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 association 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 subclauses (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.

30. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if the meeting is held electronically, an *In Favour* vote be shown via return email
 - (c) 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 a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, 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.

31. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

32. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

33. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

34. Postal ballots

- (1) The association may hold an electronic or postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

35. Insurance

The association may effect and maintain insurance.

36. Funds - source

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

37. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

38. Change of name, objects and constitution

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

39. 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 association.

40. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

41. Service of notices

- (1) For the purpose 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 is 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.

42. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

43. Dissolution

The Chapter may be dissolved upon the affirmative vote of at least two-thirds of those Members who are present either in person or by proxy. If the Chapter is dissolved, the National Committee is responsible for ensuring that all Chapter debts and obligations are paid, and that the remaining assets of Chapter are distributed to a not-for-profit charity organisation.

All Chapter records shall be sent to the Chapter Relations Manager, Women in Aviation, International, Morningstar Airport, 3647 State Route 503, SouthWest Alexandria, OH 45381.

WOMEN IN AVIATION INTERNATIONAL AUSTRALIAN CHAPTER BYE-LAWS

Membership

Membership in all categories shall be approved by the National Committee or designated staff person. Membership shall be effective upon approval, execution of the written instrument accepting membership, and payment of the dues specified by the Board.

Membership Categories

(a) Sustaining Members.

Sustaining membership is an individual membership category open to any individual interested in the furtherance of women in aviation.

(b) Corporate Members.

Corporate membership shall be open to any organization or enterprise which has an interest in and concern in the purpose and goals of the Women in Aviation, International. Each Corporate Member shall appoint, in writing, a person to serve as its representative who has authority to act for it in all matters relating to the Women in Aviation, International.

(c) Affiliate Members

Affiliate Membership is an individual member, non-voting category, and shall be open to high school, undergraduate, and graduate students in aviation programs or related activities.

Dues

The National Committee may determine from time to time the amount of initiation fees, if any, and the amount of annual dues payable to the incorporation by members.

Dues shall be payable in advance at any time during the fiscal year. Annual dues are due January 1 of each calendar year. All dues shall be the annual rate.

Default and Termination of Membership

When any member shall be in default in the payment of dues for a period of 60 days from the beginning of the fiscal year of period in which such dues become payable, their membership shall be terminated.

Financial

The audited statement of accounts required in the constitution shall be prepared using the accrual method of accounting and copies presented by the Treasurer at all general and annual meetings.

Audit

A properly qualified account in public practice or auditor or auditors shall be appointed and his or their remunerations fixed and duties regulated in accordance with the constitution to prepare an annual audit of the incorporation's financial position.

Board of Directors (The National Committee)

The powers, business and property of the Chapter shall be exercised, conducted and controlled by a Board of Directors (Board) of not less than 3.

Election of Directors

The Directors shall be elected by the membership at large each year at its annual meeting from a slate of candidates proposed by the Nominating Committee and approved by the Board. The Nominating Committee shall solicit input from the membership and propose candidates for each vacant position. The Secretary will be responsible for counting the votes and presenting the results to the Board for validation during the annual member meeting. The Board shall notify all candidates of the election results after the annual member meeting. Directors elected during the annual membership meeting will take office at the close of the membership meeting.

President

The President shall serve as chairman for all meetings of both members and Directors. The President shall also be responsible for the public relations of the Incorporation and, in that capacity and where practicable, shall represent the Incorporation at all public functions.

The President may delegate to any other member of the National Committee any of the duties granted to the National Committee hereunder. The President shall be the Chief Executive Officer of the Incorporation and shall sign and/or countersign all bank cheques (or may delegate the signing of cheques to subordinates and under his/her direction and control), documents and important papers concerning the business of the incorporation and shall perform all business and duties customarily pertaining to the office of President and as he/she may be directed to perform by the National Committee.

Vice President

The Vice President shall exercise all the powers, authority and duties of the President during the absence or disability of the President and shall perform all business and duties customarily pertaining to the office of the Vice President and as he/she may be directed to perform by the National Committee and shall perform all such duties subject to the control of the National Committee.

Secretary

The Secretary shall keep the minutes of all proceedings of the National Committee in books provided for that purpose. The Secretary shall attend to the giving and serving of notices of all meetings of the National Committee and otherwise.

The Secretary shall keep such other books and papers as the National Committee may direct. The Secretary shall execute with the President, in the name of the incorporation, all contracts and instruments which have been first approved or ratified by the National Committee. The Secretary shall also perform such duties connected with the operation of the incorporation as directed by the President. The Secretary shall perform all duties incident to said office subject to the control of the National Committee.

Treasurer

The Treasurer and the President (or subordinates under their control and direction) shall execute in the name of the incorporation all cheques for the expenditures authorized or ratified by the National Committee. The Treasurer shall oversee the receipt and deposit of all funds of the incorporation in the bank or banks selected by the National Committee, which funds shall be paid out only by check as hereinbefore provided. The Treasurer shall also account for all receipts, disbursements and balances on hand. The Treasurer shall also perform such other duties connected with the operation of the incorporation as directed by the President. The Treasurer shall perform all duties incident to said office subject to the control of the National Committee.

Education Outreach Committee Chair

The National Committee shall appoint an Education Outreach Committee Chair, who shall provide recommendations to the National Committee for at least one annual educational or mentoring outreach project.

Membership Committee Chair

The National Committee shall appoint a Membership Committee Chair, who shall provide recommendations to the National Committee for at least one annual membership recruitment event.

The Membership Committee Chair also shall maintain accurate membership records, and shall ensure that all Chapter members are WAI members.

Other Committees

The National Committee may establish other committees as it deems necessary or appropriate.

Rules and Procedures

“Guide for Meetings and Organizations” by N.E Renton shall govern the conduct of all meetings.

Seal & Insignia

The National Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee.

The corporate seal shall have inscribed thereon the name of the incorporation and the words “**Corporate Seal, WAI Australian Chapter.**”

Amendments

These By-laws may be repealed or amended or new By-laws adopted at any meeting of the National Committee by the affirmative vote of a majority of the committee present at such meeting.

Dissolution

The Chapter may be dissolved upon the affirmative vote of at least two-thirds of those Members who are present either in person or by proxy. If the Chapter is dissolved, the National Committee is responsible for ensuring that all Chapter debts and obligations are paid, and that the remaining assets of Chapter are distributed as provided in the Constitution.

All Chapter records shall be sent to the Chapter Relations Manager, Women in Aviation, International, 7541 Tyler’s Hill Court, West Chester, OH 45069.

Indemnification of Officers, Directors (National Committee Members) and Others

Mandatory Indemnification

The Chapter shall to the maximum extent permitted under the statutes of the States of NSW, VIC, QLD, NT, WA, SA, TAS & ACT for non-stock, not-for-profit incorporations, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Chapter; or is or was serving at the request of the Chapter as a National Committee Member, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Supplementary Benefits

The Chapter may supplement the right of indemnification by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

Appendix 1



(Clause 3(1))

www.waiaustralia.org

Individual Membership Application Form

To be an Australian WAI Chapter member, you must also be a member of WAI International.

To join WAI International please go to www.wai.org

I am a member of WAI International and I would like to: Join WIA Australia
(Please tick)

Position:

Organization/Company:

Postal Address:

Post Code:

Email:

Phone: (work hours)

Mobile:

WAI International
Membership Number: #

Please tell us a little about yourself:

Who do you work for?	<input type="checkbox"/> Public Sector <input type="checkbox"/> Private Sector <input type="checkbox"/> Other_____
What brought you into this industry?	<input type="checkbox"/> Formal Training <input type="checkbox"/> Opportunity <input type="checkbox"/> Other_____
How long have you been in this industry?	<input type="checkbox"/> Less than 2 yrs <input type="checkbox"/> 2 – 5 years <input type="checkbox"/> 5 to 10 years <input type="checkbox"/> 10
How long do you envision yourself to remain in this industry?	<input type="checkbox"/> Less than 1 yrs <input type="checkbox"/> 1 – 5 years <input type="checkbox"/> Rest of Career <input type="checkbox"/> L
How would you describe your current role?	<input type="checkbox"/> Pilot <input type="checkbox"/> Aviation Profession <input type="checkbox"/> Cadet <input type="checkbox"/> Oper <input type="checkbox"/> Middle Manager <input type="checkbox"/> Senior/Exec Manager <input type="checkbox"/> Othe
	If other please state profession: _____

If you are interested in participating in one of the WAI committees, please tick appropriate box:

- Membership Events Education Outreach Marketing & Communication
- Media & PR

MEMBERSHIP CATEGORIES

- \$20.00 - Individual Membership**
- I would like to make a donation to WAI Australian Chapter \$_____**

PAYMENT METHODS

- Cheque /Money order - please make out to **WAI Australian Chapter**

- EFT BANK DETAILS – Bendigo Bank

WAI Australian Chapter

BSB: 633 000

ACCOUNT: 166 607 697

If paying by EFT please quote your name in the reference area

Please complete this form & return to **WAI Australian Membership Secretary**

Email : membership@waiaustralia.org

Mail: 12 Princes HWY

Milton NSW 2538

RECEIPT / INVOICE – This document will become your RECEIPT / INVOICE when completed & payment is made in full so please keep a copy for your records. As an registered for GST, GST will apply.

PRIVACY DISCLAIMER – The collection of these details is primarily so that we can register you as a member of WAI. This information will be stored in the WAI database and may be used for future marketing of WAI Events. If you do not wish your details to be made available, please tick this box []. If you do not tick the box, then WAI will consider that the individuals completing this form consent to their personal details being used in the manner indicated.