

Sir Richard Williams Foundation Incorporated

ABN 25 204 613 891

an incorporated association registered in the Australian Capital Territory



Constitution

Adopted with effect on 18 November 2025

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Part 1.1 Preliminary

1 Interpretation of this Constitution

- (1) This is the Constitution of The Sir Richard Williams Foundation Incorporated (the **Foundation**).
- (2) The Foundation is—
 - (a) incorporated under the *Associations Incorporation Act 1991* (ACT) (the **Act**) and is subject to the Act; and
 - (b) a charity registered under the *Australian Charities and Not for Profits Commission Act 2012* (Commonwealth).
- (3) This Constitution is adopted by the Board under section 16(c)(ii) of the Act.
- (4) Where the Constitution is silent on a matter provided for in the Model Rules, the model rule applies. Any section of this Constitution which is inconsistent with the Act is, to the extent of that inconsistency, deemed to be null and void.

2 Foundation objects

The object of the Foundation is to strengthen Australia's national security by shaping and influencing policy decisions regarding Australia's defence with an emphasis on air and space power.

3 Application of certain Acts

The following Acts apply to the Foundation's rules as if the rules were an instrument made under the Act—

- (a) the *Electronic Transactions Act 2001*;
- (b) the *Legislation Act 2001*.

Part 1.2 Membership

4 Membership—joining

- (1) A suitable person may become a Member of the Foundation by submitting a membership form and paying the Annual Membership Fee.
- (2) The membership form must be in the form decided by the Board.
- (3) A person's membership begins on the day the person pays the Annual Membership Fee.
- (4) After a person pays the Annual Membership Fee, the Board must record the information required by section 67(2) of the Act, in the register of Members unless that person is already registered as a Member.

5 Membership—Annual Membership Fee

- (1) The annual fee for membership of the Foundation (the **Annual Membership Fee**) is—
 - (a) \$100; or
 - (b) if the Board decides another amount—that amount.

- (2) To remove any doubt, an Annual Membership Fee may be \$0.
- (3) The Annual Membership Fee is payable before (the **Due Date**)—
 - (a) each anniversary of the day a person's membership begins under section 4; or
 - (b) if the Board decides another date—that date.

6 Membership—when membership ends

- (1) A person's membership ends if—
 - (a) the person has not paid their Annual Membership Fee by the Due Date; or
 - (b) the person's membership is cancelled as a result of Disciplinary Action taken under Schedule 1 or
 - (c) if the Member is an individual—the individual—
 - (i) dies; or
 - (ii) is not physically or mentally fit to exercise the functions of membership; or
 - (d) the incorporation of the Foundation is cancelled under—
 - (i) section 83 of the Act (Cancellation where continued incorporation inappropriate); or
 - (ii) section 85 of the Act (Cancellation of incorporation following voluntary transfer); or
 - (iii) section 93 of the Act (Cancellation of incorporation); or
 - (e) the Foundation is wound up under—
 - (i) section 88 of the Act (Voluntary winding-up); or
 - (ii) section 90 of the Act (Winding-up by the court).
- (2) The Board must remove information about the Member from the register of Members as soon as practicable after a person's membership has ended.

7 Membership—Foundation Life Members

The Board may confer, by ordinary resolution, foundation life memberships to individuals selected at the discretion of the Board from time to time. That person is then a **Foundation Life Member** and is—

- (a) not required to pay the Annual Membership Fee; and
- (b) a Member until one of the events set out at section 6(1)(b) to 6(1)(e) occurs.

8 Membership—Foundation Fellow Members

The Board may confer, by ordinary resolution, foundation fellow membership to individuals selected at the discretion of the Board from time to time. That person is then a **Foundation Fellow Member** and is—

- (a) not required to pay the Annual Membership Fee; and
- (b) a Member until one of the events set out at section 6(1)(b) to 6(1)(e) occurs.

9 Membership—liability

The members of the Foundation shall have no liability to contribute towards the payment of debts and liabilities of the Foundation or the costs, charges and expenses of winding up the Foundation except to the amount of any unpaid Annual Membership Fees.

10 Membership—rights and liabilities not transferable

A Member's rights and liabilities—

- (a) are not transferable; and
- (b) end when the Member's membership ends.

Part 1.3 Dispute resolution and disciplinary procedure

11 Dispute resolution procedure

Provisions governing dispute resolution are at Part 1 of Schedule 1.

12 Disciplinary procedure

Provisions governing disciplinary procedure are at Part 2 of Schedule 1.

13 Appealing decisions

Provisions governing appealing decisions made through the dispute resolution or disciplinary procedure processes are at Part 3 of Schedule 1.

Part 1.4 Board

Division 1.4.1 Directors and functions

14 Directors

- (1) The Board shall consist of a minimum of 8 and a maximum of 12 Directors who are Members of the Foundation, including:
 - (a) the Chair;
 - (b) two Deputy Chairs;
 - (c) the Secretary; and
 - (d) the Treasurer.
- (2) The responsibilities of the Secretary and the Treasurer may be combined and performed by one Member known as the Executive Officer.

15 Appointment of Office Bearers

At the first Board Meeting following an Annual General Meeting:

- (a) any Director may self-nominate for an Office Bearer position;
- (b) the Board shall elect the five Office Bearers from the self-nominated Directors for each position.

16 Board—functions

The Board may exercise the Foundation's functions under the Act and the Foundation's rules, other than conducting the Foundation's business mentioned in—

- (a) section 40 (Annual general meetings—notice and business); and
- (b) section 41 (Other general meetings—notice and business).

17 Board—delegating functions to subcommittees

- (1) The Board may delegate a function of the Board under the Foundation's rules to 1 or more subcommittees.
- (2) However, the Board must not delegate a function given to the Board—
 - (a) under the Act or another territory law; or
 - (b) by resolution of the Members at a general meeting.
- (3) If the Board delegates a function to a subcommittee, the subcommittee may, subject to any limitation or condition in the delegation—
 - (a) meet on the dates and at the times and places agreed by the subcommittee; and
 - (b) decide its own procedures.

18 Board—functions of the Chair

The functions of the Chair include—

- (a) chairing Board meetings and general meetings (including Annual General Meetings); and
- (b) exercising any other function given to the Chair—
 - (i) under the Act or the Foundation's rules; or
 - (ii) by the Board or the Members to achieve the Foundation's objects.

19 Board—functions of the Deputy Chairs

The functions of the Deputy Chairs include—

- (a) exercising the functions of the Chair if the Chair is unavailable to exercise those functions for any reason; and
- (b) exercising any other function given to the Deputy Chairs—
 - (i) under the Act or the Foundation's rules; or
 - (ii) by the Board or the Members to achieve the Foundation's objects.

20 Board—functions of the Secretary

- (1) The functions of the Secretary include—
 - (a) keeping minutes of Board Meetings and general meetings (including Annual General Meetings); and
 - (b) exercising any other function given to the Secretary—

- (i) under the Act or the Foundation's rules; or
 - (ii) by the Board or the Members to achieve the Foundation's objects.
- (2) The Secretary must lodge the notice mentioned in section 62 (1) of the Act.

21 Board—functions of the Treasurer

The functions of the Treasurer include—

- (a) keeping Accounting Records that correctly record and explain the transactions and the financial position of the Foundation as mentioned in section 71 of the Act (Accounting records);
- (b) keeping Accounting Records as mentioned in section 71 of the Act (Accounting records) in such a way that:
 - (i) true and fair accounts of the Foundation can be prepared from time to time; and
 - (ii) a statement of the accounts of the Foundation can conveniently and properly be reviewed or audited in accordance with Part 5 of the Act.
- (c) retaining Accounting Records for at least 7 years after the transactions to which they relate were completed as mentioned in section 71 of the Act (Accounting records);
- (d) preparing the statement of accounts mentioned in section 72 of the Act (Annual statement of accounts) that must not be misleading and must give a true and fair account of:
 - (i) the income and expenditure of the Foundation during the most recently ended financial year of the Foundation; and
 - (ii) the assets and liabilities of the Foundation at the end of that financial year.
- (e) presenting the documents mentioned in section 73 of the Act (Presentation of statement to Members) at the Annual General Meeting that must be audited; and
- (f) lodging with the registrar-general the documents mentioned in section 79 of the Act (Registrar-general's power to require statements and reports); and
- (g) exercising any other function given to the Treasurer—
 - (i) under the Act or the Foundation's rules; or
 - (ii) by the Board or the Members to achieve the Foundation's objects.

22 Board—delegating functions of Directors

- (1) An Office Bearer may delegate their functions under the Foundation's rules to any other Director.
- (2) However, an Office Bearer must not delegate a function given to the Director—
- (a) under the Act or another territory law; or

- (b) by resolution of the Members at a general meeting.

Division 1.4.2 Board—election and removal

23 Board membership

A Member of the Foundation becomes a Director if the Member—

- (a) is elected to the Board at an Annual General Meeting under section 25; or
- (b) is appointed by the Board to fill a casual vacancy on the Board under section 28.

24 Board—nominating Directors for election

- (1) The Secretary must, at least 28 days before an Annual General Meeting, give written notice to the Members of the Foundation calling for nominations of Members for election to the Board. Such notice must include the number of Director positions to be filled.
- (2) A nomination of a Member must—
 - (a) be in writing; and
 - (b) be signed by 2 other Members; and
 - (c) include the written consent of the nominated Member; and
 - (d) be given to the Secretary by not later than 14 days after the day the notice under subsection (1) is given.
- (3) The Board must not accept the nomination of a Member if—
 - (a) the Member is disqualified from election to the Board; or
 - (b) Disciplinary Action has been taken against the Member under Part 2 of Schedule 1 in the previous 2 years.

25 Board—electing Directors

- (1) If more Members are nominated for the Director positions to be filled at an Annual General Meeting, the Members at the Annual General Meeting must vote to decide who is to be elected to the position(s). The vote must be held by ballot.
- (2) If the number of Members that are nominated is the same or fewer than the Director positions to be filled, the nominated Members are taken to be elected as Directors at the Annual General Meeting.
- (3) If the total number of Directors at the end of the Annual General Meeting would otherwise be less than 8, the Chair must call for further nominations to fill the position.
- (4) If the Chair calls for further nominations under subsection (3), the Chair—
 - (a) may accept the nomination of a Member only if—
 - (i) the nomination is supported by 2 Members; and
 - (ii) the nominated person consents to the nomination; and

- (b) must not accept the nomination of a Member if—
 - (i) the Member is disqualified from election to the Board; or
 - (ii) Disciplinary Action has been taken against the Member under Part 2 of Schedule 1 in the previous 2 years.
- (5) If the Chair calls for further nominations under subsection (3)—
 - (a) if more than 1 Member is nominated for the position—the Members at the meeting must vote to decide who is to be elected to the position; or
 - (b) if only 1 Member is nominated for the position—the nominated Member is taken to be elected to the position; or
 - (c) if no Member is nominated for the position—the position is taken to be vacant.

26 Board—term of office

- (1) The term of office of a Director begins—
 - (a) for an elected Director—at the end of the Annual General Meeting at which the Member is elected; or
 - (b) for a Director appointed to fill a casual vacancy under section 28—on the day the appointment commences.
- (2) The term of office of a Director ends on the earliest of the following:
 - (a) the end of the Annual General Meeting held 2 years after the Director's term of office begins, unless that Member who is already a Director is re-elected at that Annual General Meeting;
 - (b) if the person resigns from office—the day the resignation takes effect;
 - (c) if the person's membership of the Foundation ends—the day the Membership ends;
 - (d) if the person is disqualified from holding Directorship under—
 - (i) section 63 of the Act (Disqualification from office—convictions or bankruptcy)—the day the disqualification takes effect; or
 - (ii) section 63A of the Act (Disqualification from office—noncompliance with Act)—the day the disqualification takes effect; or
 - (iii) section 63B of the Act (Disqualification from office—disqualified under other legislation)—the day the disqualification takes effect;
 - (e) if the person is removed from office under section 27—the day the removal takes effect.

27 Board—removal of Member from office

- (1) The Foundation may, by resolution passed at a general meeting, remove a Director from the Board before the end of their term of office if the Member—
 - (a) does not exercise their functions or discharge their duties under section 66A of the Act (Duty of care and diligence); or

- (b) does not exercise their functions or discharge their duties under section 66B of the Act (Duty of good faith and proper purpose); or
 - (c) contravenes—
 - (i) section 66C of the Act (Use of position); or
 - (ii) section 66D of the Act (Use of information); or
 - (d) fails to attend 3 consecutive Board Meetings and does not have the agreement of the Board to be absent from each of the meetings; or
 - (e) does not exercise the functions of their office for a period of 3 months.
- (2) The Board may, by special resolution passed at a Board Meeting, remove a Director from the Board before the end of their term of office if any one or more of the criteria at section 27(1) applies to that Member.

28 Board—filling casual vacancies

- (1) The Board may appoint a Member to fill a position on the Board that—
- (a) was not filled at the last Annual General Meeting; or
 - (b) becomes vacant because a person's Directorship ends for a reason mentioned in section 26(2)(b) to (e).
- (2) If there is a vacancy on the Board during a term of the Board, the Board may appoint a Member to the Board for the remainder of the term of the Board.
- (3) However, the Board must not appoint a Member under this section if Disciplinary Action has been taken against the Member under Part 2 of Schedule 1 in the previous 2 years.

Division 1.4.3 Board Meetings

29 Board Meetings

- (1) The Board must meet (a **Board Meeting**) at least 4 times during its term.
- (2) Board Meetings must be held on the dates and at the times and places decided by the Board.
- (3) The Board may, by resolution, decide to hold a Board Meeting using a method of communication, or a combination of methods of communication, that allows a Director taking part to hear or otherwise know what each other Director taking part says without the Members being in each other's presence.
- (4) A Director who takes part in a Board Meeting conducted under subsection (3) is taken, for all purposes, to be present at the meeting.

30 Board Meetings—notice and business

- (1) The Secretary must give each Director notice of a Board Meeting (a **Board Meeting Notice**) at least—
- (a) 48 hours before the meeting; or
 - (b) if the Board unanimously agrees on another period—that period before the meeting.
- (2) The Board Meeting Notice must state—

- (a) the date, time and place of the meeting; and
 - (b) the general nature of the business to be conducted at the meeting.
- (3) The Board may conduct business at a Board Meeting only if—
- (a) the business is mentioned in the Board Meeting Notice; or
 - (b) the majority of the Directors at the meeting agree that—
 - (i) the business is urgent; and
 - (ii) it is appropriate to conduct the business at the meeting.

31 Board Meetings—Chair

A Board Meeting must be Chaired by—

- (a) the Chair; or
- (b) if the Chair is absent and both Deputy Chairs are present—the Deputy Chair who has the longest tenure as an Office Bearer of the Foundation; or
- (c) if the Chair is absent and one of the Deputy Chairs is present—the Deputy Chair present.

32 Board Meetings—quorum

- (1) The Board may conduct business at a Board Meeting only if there is a quorum of the Chair or one of the Deputy Chairs, plus any four other Directors.
- (2) If there is not a quorum at the time stated in the Board Meeting Notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If there is not a quorum after the 30-minute postponement, the meeting is ended.

33 Board Meetings—voting

- (1) Each Director—
 - (a) has 1 vote on each question arising at the Board Meeting; and
 - (b) must vote personally.
- (2) A motion is carried if a majority of the Directors at the Board Meeting vote in favour of the motion.
- (3) However, if the votes on a question are equal, the Chair has a second or deciding vote.
- (4) The Directors at a Board Meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (5) However, a vote on a question at a Board Meeting must be by ballot conducted at the meeting if—
 - (a) the Chair decides the vote is to be by ballot; or
 - (b) at least 2 Directors request the vote be by ballot.
- (6) If a ballot is required, the Chair must decide how the ballot is to be conducted.

- (7) For this section, voting *personally* includes voting while taking part in a Board Meeting conducted using a method of communication that allows a Director taking part to hear or otherwise know what each other Director taking part says without the Members being in each other's presence.

34 Board Meetings—minutes

- (1) The Board must ensure that minutes are taken and kept for each Board Meeting.
- (2) The following must be recorded in the minutes—
- (a) the names of the Directors at the meeting;
 - (b) whether the Board agreed that the minutes of the previous meeting are correct;
 - (c) a description of the business conducted at the meeting;
 - (d) if a Director makes a disclosure of a material personal interest as required by section 65 (1) of the Act—
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the Foundation's activities;
 - (e) any motion on which a vote is taken at the meeting and the outcome of the vote.

35 Board Meetings—records

The Board must keep the following records for each Board Meeting:

- (a) Board Meeting Notices;
- (b) minutes of Board Meetings;
- (c) copies of documents considered at Board Meetings.

36 Board Meetings—written resolutions

Directors may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures of the Directors may be contained in more than one document and may be in electronic form.

Part 1.5 Annual and other general meetings

37 General meetings—called by the Board

The Board may call a general meeting whenever it considers appropriate.

38 General meetings—called at request of Members

- (1) The Board must call a general meeting (other than an Annual General Meeting) if—
- (a) at least 5% of the Members of the Foundation ask for a meeting to be called (the *Requesting Members*); and
 - (b) the request—
 - (i) is made in writing; and

- (ii) is given to the Secretary; and
 - (iii) states the purpose of the meeting; and
 - (iv) is signed by the Requesting Members.
- (2) If the Board does not call a general meeting within 1 month after the date of the request, a Requesting Member may call a general meeting to be held not more than 3 months after the date of the request.
- (3) If a general meeting is called under subsection (2), the Requesting Members must give the General Meeting Notice required under section 39(1).
- (4) The Board must reimburse any reasonable expenses incurred by the Requesting Members in calling a general meeting under subsection (2).

39 General meetings—virtual attendance

- (1) A general meeting may be held using a method of communication, or a combination of methods of communication, that allows a Member taking part to hear or otherwise know what each other Member taking part says without the Members being in each other's presence if—
- (a) the Board decides, by resolution, to hold the meeting using the method of communication; or
 - (b) for a meeting called by a Requesting Member under section 38(2)—the Requesting Member decides to hold the meeting using the method of communication.
- (2) A Member who takes part in a general meeting conducted under subsection (1) is taken, for all purposes, to be present at the meeting.

40 Annual general meetings—notice and business

- (1) The Board must give each Member written notice of an Annual General Meeting at least 14 days before the meeting.
- (2) The notice must—
- (a) state the date, time and place of the Annual General Meeting; and
 - (b) include the agenda for the Annual General Meeting; and
 - (c) attach minutes of the previous Annual General Meeting; and
 - (d) provide information and documents directly relevant to any matters to be decided, dealt with or done at the Annual General Meeting.
- (3) The following must be done at an Annual General Meeting:
- (a) the minutes of the previous Annual General Meeting must be confirmed;
 - (b) the Board must be elected under section 25;
 - (c) the documents mentioned in section 73 (1) of the Act must be presented;
 - (d) the documents the Foundation is required to lodge with the registrar-general under section 79 (1) of the Act, must be dealt with.

41 Other general meetings—notice and business

- (1) The Board, or the Requesting Member for a meeting called under section 38(2), must give each Member written notice of a general meeting (a **General Meeting Notice**)—
 - (a) at least 14 days before the meeting; or
 - (b) if a special resolution is to be considered at the meeting—at least 21 days before the meeting.
- (2) A General Meeting Notice must—
 - (a) state the date, time and place of the meeting; and
 - (b) include the agenda for the meeting; and
 - (c) provide information and documents directly relevant to any matters to be decided at the meeting.
- (3) A Member may give the Secretary written notice about any business the Member would like included in the agenda for a general meeting.
- (4) If a Member gives the Secretary written notice under subsection (3), the Secretary must include the business in the agenda for the next general meeting.
- (5) The Chair of a general meeting must ensure that the only business conducted at the meeting is—
 - (a) the business stated in the General Meeting Notice for the meeting; and
 - (b) decisions about the procedure of the meeting.

42 General meetings—authorising Proxy

- (1) A Member of the Foundation (the **Authorising Member**) may authorise another Member (the **Proxy**) to vote on their behalf at a general meeting.
- (2) However, a particular Member must not be a Proxy for more than 5 other Members at a general meeting.
- (3) The authorisation must—
 - (a) be in writing; and
 - (b) include the name and Contact Details of the Authorising Member and the Proxy; and
 - (c) be signed by the Authorising Member and the Proxy; and
 - (d) include anything else required by the Board; and
 - (e) be in a form decided by the Board.
- (4) The authorisation may include instructions about how the Proxy is to vote on the Authorising Member's behalf.
- (5) If the authorisation does not include instructions, the Proxy may vote on the Authorising Member's behalf in any way the Proxy considers appropriate.
- (6) The Proxy may vote on the Authorising Member's behalf at a general meeting only if—

- (a) the Authorising Member gives the authorisation to the Secretary not later than 24 hours before the general meeting; and
 - (b) the Board accepts the authorisation.
- (7) The Board must not accept the authorisation of a Proxy if the Board has already accepted 5 authorisations for that Proxy.
- (8) If the Board does not accept the authorisation, the Board must, as soon as practicable before the meeting, give the Authorising Member written notice that the authorisation has not been accepted.
- (9) To remove any doubt, an Authorising Member is not taken to be present at a general meeting only because they have authorised a Proxy to vote on their behalf at the meeting.

43 General meetings—Chair

A general meeting must be chaired by—

- (a) the Chair; or
- (b) if the Chair is absent and both Deputy Chairs are present—the Deputy Chair who has the longest tenure as an Office Bearer of the Foundation; or
- (c) if the Chair is absent and one of the Deputy Chairs is present—the Deputy Chair present; or
- (d) if the Chair and both Deputy Chairs are absent—a Member elected to chair the meeting by Members at the meeting.

44 General meetings—quorum

- (1) The Members of the Foundation may conduct business at a general meeting only if there is a quorum of Members present.
- (2) If a quorum of 10 Members, including at least 2 Office Bearers is not present at the time stated in the General Meeting Notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If a quorum of 10 Members, including at least 2 Office Bearers is not present after the 30-minute postponement, the Chair of the meeting may adjourn the meeting to another day and time that is not earlier than 7 days, and not later than 14 days, after the meeting that is being adjourned.
- (4) The Board must, within 48 hours after adjourning a meeting under subsection (3), give each Member written notice stating—
- (a) that the meeting was adjourned under subsection (3); and
 - (b) the new date, time and place of the meeting.

45 General meetings—voting

- (1) Each Member of the Foundation—
- (a) has 1 vote on each question arising at a general meeting; and
 - (b) may vote—
 - (i) personally; or

- (ii) if an authorisation of a Proxy has been accepted by the Board under section 42—by Proxy.
- (2) A motion is carried (except in the case of a special resolution) if a majority of the Members vote in favour of the motion.
- (3) However, if the votes on a question are equal, the Chair has a second or deciding vote.
- (4) The Members at a general meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (5) However, a vote on a question at a general meeting must be by ballot conducted at the meeting if—
 - (a) the Chair decides the vote is to be by ballot; or
 - (b) at least 3 Members request the vote be by ballot.
- (6) For this section, voting *personally* includes voting while taking part in a general meeting conducted using a method of communication that allows a Member taking part to hear or otherwise know what each other Member taking part says without the Members being in each other's presence.

46 General meetings—minutes

- (1) The Secretary, or another person authorised by the Board, must take and keep minutes of each general meeting.
- (2) The following must be recorded in the minutes—
 - (a) the names of the Members present at the meeting;
 - (b) any authorisation of a Proxy accepted by the Board under section 42;
 - (c) a description of the business conducted at the meeting;
 - (d) if a vote is taken at the meeting—
 - (i) the motion on which the vote is taken; and
 - (ii) the outcome of the vote; and
 - (iii) whether the vote was taken orally, in writing, by a show of hands or by ballot; and
 - (iv) the number of votes by Proxy.
- (3) The Chair must review the minutes and sign them if they are correct.
- (4) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the Members of the Foundation on the matter.

47 General meetings—adjournment

- (1) The Chair of a general meeting may, at any time, adjourn the meeting if—
 - (a) there is a quorum; and
 - (b) the majority of Members vote to adjourn the meeting.

- (2) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

Part 1.6 Financial matters

48 Funds—source

- (1) The Foundation's funds may only be made up of Annual Membership Fees of Members given under section 5(1); and
 - (a) donations; and
 - (b) any other source that the Board decides, subject to—
 - (i) section 114 of the Act (Investment with Foundations); and
 - (ii) a resolution passed by the Foundation at a general meeting.
- (2) The Board must—
 - (a) ensure that all money received by the Foundation is deposited into the Foundation's account with a deposit taking institution as soon as practicable after the money is received; and
 - (b) issue a receipt for any money received by the Foundation as soon as practicable after the money is received, unless it is impracticable to do so.

49 Funds—use and management

- (1) The Foundation must—
 - (a) open and maintain an account with an authorised deposit-taking institution; and
 - (b) pay all money received by the Foundation into the account; and
 - (c) pay all amounts spent by the Foundation out of the account.
- (2) The Foundation's funds may only be used—
 - (a) for the Foundation's objects; and
 - (b) either—
 - (i) in the way the Board decides; or
 - (ii) if a general meeting passes a resolution about the way the funds are to be used—in accordance with the resolution.
- (3) The Board may make payments on the Foundation's behalf.
- (4) The Board may delegate its functions under subsection (3) to—
 - (a) a Director; or

- (b) anyone employed or engaged by the Foundation.

Part 1.7 Miscellaneous

50 Records and other documents

- (1) The Secretary must keep all the Foundation's records and other documents, other than Accounting Records, in their custody or under their control.
- (2) The Treasurer must keep the Foundation's Accounting Records in their custody or under their control.
- (3) The Secretary must ensure that all the Foundation's records and other documents (other than the register of Members) are available for inspection by a Member free of charge at a place in the ACT at a reasonable time.

51 Property of defunct Foundation

The Foundation may pass a special resolution nominating another Foundation, or a fund, authority or institution, in which surplus property of the Foundation will vest if the Foundation is dissolved or wound up.

52 Indemnity of officers, insurance and access

- (1) The Foundation may indemnify each Director out of the assets of the Foundation to the relevant extent against any liability incurred by the Director in or arising out of the conduct of the operations of the Foundation or in or arising out of the discharge of the duties of the Director.
- (2) Where the Board considers it appropriate, the Foundation may execute a documentary indemnity in any form in favour of any Director, provided that such terms are not inconsistent with this section 52.
- (3) Where the Board considers it appropriate, the Foundation may—
 - (a) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of a Director of the Foundation against any liability incurred by the Director in or arising out of the conduct of the operations of the Foundation or in or arising out of the discharge of the duties of the Director; and
 - (b) bind itself in any contract or deed with any Director of the Foundation to make the payments.
- (4) Where the Board considers it appropriate, the Foundation may—
 - (a) give a former Director of the Foundation access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (b) bind itself in any contract with a Director or former Director to give the access.

53 Financial year

The financial year of the Foundation is the period of twelve months ending on 30 June in each year.

54 Common Seal

- (1) If the Foundation has a common seal, the Secretary must keep the Common Seal in their custody.
- (2) The Common Seal may only be attached to a document if its attachment is—
 - (a) authorised by the Board; and
 - (b) witnessed by two members of the Board or one member of the Board and the Secretary.

55 Winding up

- (1) The Foundation shall be wound up by special resolution of a general meeting on the recommendation of the Board.
- (2) If at the date of winding up and after satisfaction of all its debts and liabilities there remains any funds or property, the same shall be given or transferred to a registered or exempt charity or charities with similar objects to this Foundation, such charity or charities to be determined by the Board at or before the time of winding up or, in default, by the Chief Judge of the Court of the Australian Capital Territory, or if property only, then the property is to be sold and the funds transferred similar

Part 1.9 Dictionary

Accounting Records includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers and other documents of prime entry, books and records which record documents of prime entry, and any working papers and documents that are necessary to explain the methods and calculations by which accounts are made up.

Act means the *Associations Incorporation Act 1991*.

Annual General Meeting means a meeting of the Foundation held in accordance with section 40.

Annual Membership Fee has the meaning given by section 5(1).

Appeal Notice has the meaning given by Part 3(3) of Schedule 1.

Authorising Member, for a general meeting has the meaning given by section 42(1).

Board means the Board of Directors of the Foundation.

Board Meeting has the meaning given by section 29(1).

Board Meeting Notice has the meaning given by section 30(1).

Chair means the Chair of the Board, elected from time to time in accordance with this Constitution.

Common Seal means the common seal of the Foundation.

Constitution means this document.

Contact Details, for a person, includes the person's address, email and telephone number.

Decision-Maker means—

- (a) for a dispute resolution procedure, the person appointed under Part 1(5) of Schedule 1; and
- (b) for a disciplinary procedure, the person appointed under Part 2(5) of Schedule 1.

Deputy Chairs means each of the two Deputy Chairs of the Board, elected from time to time in accordance with this Constitution.

Director means a person elected or appointed in accordance with this Constitution to perform the duties of a director of the Foundation.

Disciplinary Action, against a Member of the Foundation in relation to the Member's status as a Member of the Foundation, for Part 2 of Schedule 1 (Disciplinary procedure), has the meaning given by Part 2(1) of Schedule 1.

Disciplinary Action Decision has the meaning given by Part 2(8)(a)(ii) of Schedule 1.

Dispute Decision has the meaning given by Part 1(8)(b) of Schedule 1.

Dispute Summary has the meaning given by Part 1(4)(b)(ii) of Schedule 1.

Due Date, for payment of an Annual Membership Fee, has the meaning given by section 5(3).

Foundation is The Sir Richard Williams Foundation Incorporated.

Foundation Fellow Member has the meaning given by section 8.

Foundation Life Member has the meaning given by section 7.

General Meeting Notice has the meaning set out at section 41(1).

Ground for Disciplinary Action, for Part 2 of Schedule 1 (Disciplinary procedure), has the meaning set out at Part 2(3) of Schedule 1.

Member means any person who is registered as a member of the Foundation at the relevant time, including Foundation Fellow Members and Foundation Life Members.

Model Rules means the rules prescribed under section 127(2)(a) of the Act.

Office Bearer means each of the Chair, the Deputy Chairs, Secretary and Treasurer.

Party, to a dispute, for Part 1 of Schedule 1 (Dispute resolution procedure), has the meaning given by Part 1(2) of Schedule 1.

Proposed Disciplinary Action has the meaning given by Part 2(4) of Schedule 1.

Proxy, for a general meeting, has the meaning given by section 42.

Requesting Members, for a general meeting, have the meaning given by section 38(1)(a).

Secretary means the person elected as Secretary from time to time in accordance with this Constitution.

Submission Period—

- (a) for a dispute resolution procedure, has the meaning given by Part 1(7)(b)(i) of Schedule 1; and
- (b) for a disciplinary procedure, has the meaning given by Part 2(7)(b)(i) of Schedule 1.

Treasurer means the person elected as Treasurer from time to time in accordance with this Constitution.

Schedule 1 – Dispute resolution and disciplinary procedure

1 Dispute resolution procedure

(1) *Application*

This section sets out the dispute resolution procedure for dealing with a dispute under the Act or the Foundation's rules between—

- (a) a Member and another Member; or
- (b) a Member and the Board.

(2) *Meaning of Party to a dispute*

In this section:

Party, to a dispute, means—

- (a) if the dispute is between Members—the Members; or
- (b) if the dispute is between a Member and the Board—the Member and the Board.

(3) *Resolving dispute by agreement*

- (a) The Parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- (b) A Party to the dispute may ask the Board to help the Parties resolve the dispute by agreement if—
 - (i) the Board is not a Party to the dispute; and
 - (ii) the Parties are unable to resolve the dispute between themselves.

(4) *Dispute resolution procedure—starting the procedure*

- (a) If the Parties to a dispute do not resolve the dispute by agreement under section (3), any Party to the dispute may start the dispute resolution procedure by giving written notice to the Board.
- (b) The notice must—
 - (i) include the names and Contact Details of the Parties to the dispute; and
 - (ii) give a brief summary of the matters in dispute (a **Dispute Summary**) including the relevant provisions of the Act and the Foundation's rules (if known); and
 - (iii) briefly state the steps the Parties have taken to resolve the dispute.

(5) *Dispute resolution procedure—appointing Decision-Maker*

- (a) As soon as practicable after receiving a notice under section (4), the Board must appoint a Decision-Maker to decide the outcome of the dispute.
- (b) The Board must ensure that the Decision-Maker—
 - (i) is unbiased; and
 - (ii) has, or can quickly acquire, knowledge of the following:

- (A) the Act;
 - (B) the Foundation's rules;
 - (C) the Foundation's objects;
 - (D) the management and operation of the Foundation; and
- (iii) does not have a conflict of interest.
- (c) The Board must give the Decision-Maker a copy of the notice.

(6) *Dispute resolution procedure—notice to Parties about Decision-Maker*

- (a) As soon as practicable after a Decision-Maker is appointed under section (5), the Secretary must give written notice to each Party to the dispute that the dispute resolution procedure has started.
- (b) However, if the Board is a Party to the dispute, the Secretary is not required to give the Board notice under subsection (a).
- (c) The notice must include—
 - (i) a copy of the Dispute Summary for the dispute; and
 - (ii) the name and Contact Details of the Decision-Maker; and
 - (iii) information about the dispute resolution procedure.

(7) *Dispute resolution procedure—opportunity to be heard*

- (a) Before deciding the outcome of a dispute, the Decision-Maker must invite each Party to make a written or oral submission (or both) about the dispute.
- (b) The invitation must state—
 - (i) if the Decision-Maker invites the Parties to make a written submission—a period of not less than 14 days in which a Party may make a written submission (the **Submission Period**); and
 - (ii) if the Decision-Maker invites the Parties to make oral submissions—the day and time (within the Submission Period) when the Party can make their oral submissions.
- (c) The Decision-Maker may also attempt to resolve the dispute with the agreement of the Parties to the dispute.

(8) *Dispute resolution procedure—outcome*

As soon as practicable after the Submission Period has ended, the Decision-Maker must—

- (a) consider any submissions received by the Decision-Maker during the Submission Period; and
- (b) decide the outcome of the dispute (the **Dispute Decision**); and
- (c) give the Parties to the dispute a written notice stating—
 - (i) the Dispute Decision; and
 - (ii) the reasons for the Dispute Decision; and

- (iii) that a Party to the dispute may appeal the Dispute Decision under Part 3 of Schedule 1 (Appealing decisions); and
- (d) if the Board is not a Party to the dispute—give the Board a copy of the notice mentioned in paragraph (c).

(9) *Dispute resolution procedure—ending dispute by agreement*

- (a) The Parties to a dispute may agree to end the dispute at any time before the Decision-Maker decides the outcome of the dispute.
- (b) If the Parties agree to end the dispute, they must give written notice to the following people:
 - (i) if the Board is not a Party to the dispute—the Board;
 - (ii) if a Decision-Maker has been appointed for the dispute—the Decision-Maker.
- (c) The notice must state—
 - (i) that the Parties have agreed to end the dispute; and
 - (ii) the terms of the agreement.

2 Disciplinary procedure

(1) *Definitions*

In this section:

Disciplinary Action, against a Member of the Foundation in relation to the Member's status as a Member of the Foundation, includes any of the following:

- (a) suspending the Member's entitlement to exercise some or all of the Member's rights and privileges as a Member for a stated period;
- (b) suspending the Member's membership for a stated period;
- (c) cancelling the Member's membership and disqualifying the Member from applying for membership for a stated period.

Ground for Disciplinary Action—see section (3).

(2) *Application*

This section sets out the disciplinary procedure the Foundation must use if it proposes to take Disciplinary Action against a Member.

(3) *Disciplinary procedure—grounds for Disciplinary Action*

Each of the following is a Ground for Disciplinary Action against a Member of the Foundation:

- (a) the Member has failed to comply with the Act or the Foundation's rules;
- (b) the Member has acted in a way that is likely to be harmful to the Foundation.

(4) *Disciplinary procedure—Proposed Disciplinary Action*

If the Board is satisfied that a Ground for Disciplinary Action exists in relation to a Member of the Foundation, the Board may, by resolution, propose to take Disciplinary Action

(the **Proposed Disciplinary Action**) against the Member in relation to the Member's status as a Member.

(5) Disciplinary procedure—appointing Decision-Maker

- (a) If the Board passes a resolution under section (4), the Board must appoint a Decision-Maker to decide whether to take the Proposed Disciplinary Action.
- (b) The Board must ensure that the Decision-Maker—
 - (i) is unbiased; and
 - (ii) has, or can quickly acquire, knowledge of the following:
 - (A) the Act;
 - (B) the Foundation's rules;
 - (C) the Foundation's objects;
 - (D) the management and operation of the Foundation; and
 - (iii) does not have a conflict of interest.
- (c) The Board must give the Decision-Maker the following information in writing:
 - (i) the name and Contact Details of the Member who is the subject of the Proposed Disciplinary Action;
 - (ii) details about the Proposed Disciplinary Action;
 - (iii) the grounds for the Proposed Disciplinary Action.

(6) Disciplinary procedure—notice to Member about Proposed Disciplinary Action

- (a) As soon as practicable after appointing a Decision-Maker under section (5), the Board must give the Member written notice telling the Member that the disciplinary procedure has started.
- (b) The notice must include—
 - (i) details about the Proposed Disciplinary Action; and
 - (ii) the grounds for the Proposed Disciplinary Action; and
 - (iii) the name and Contact Details of the Decision-Maker; and
 - (iv) information about the disciplinary procedure.

(7) Disciplinary procedure—opportunity to be heard

- (a) Before deciding whether to take the Proposed Disciplinary Action, the Decision-Maker must invite the Member to make a written or oral submission (or both) about—
 - (i) the Proposed Disciplinary Action; and
 - (ii) the grounds for the Proposed Disciplinary Action.
- (b) The invitation must state—

- (i) if the Decision-Maker invites the Member to make a written submission—a period of not less than 14 days in which the Member may make a written submission (the **Submission Period**); and
- (ii) if the Decision-Maker invites the Member to make oral submissions—the day and time (within the Submission Period) when the Member can make their oral submissions.

(8) Disciplinary procedure—outcome

- (a) As soon as practicable after the Submission Period has ended, the Decision-Maker must—
 - (i) consider any submissions received by the Decision-Maker during the Submission Period; and
 - (ii) decide whether to take the Proposed Disciplinary Action, another Disciplinary Action, or no Disciplinary Action against the Member (the **Disciplinary Action Decision**); and
 - (iii) give the Member and the Board written notice stating—
 - (A) the Disciplinary Action Decision; and
 - (B) the reasons for the Disciplinary Action Decision; and
 - (C) if the Decision-Maker decides to take Disciplinary Action—the day the Disciplinary Action takes effect; and
 - (D) that the Member or the Board may appeal the Disciplinary Action Decision under Part 3 of Schedule 1 (Appealing decisions).
- (b) If the Decision-Maker decides to take Disciplinary Action against a Member, the Board must—
 - (i) if the Member's membership is cancelled—remove information about the Member from the register of Members; or
 - (ii) in any other case—record the details of the Disciplinary Action in the register of Members.
- (c) If the Decision-Maker decides to suspend the Member's membership for a stated period—
 - (i) the person is taken not be a Member of the Foundation during the period of suspension; and
 - (ii) the period of suspension does not affect the suspended Member's liability to pay the Annual Membership Fee.

(9) Disciplinary procedure—stopping

- (a) The Board may, by resolution, decide to stop a disciplinary procedure against a Member at any time before the Decision-Maker makes a Disciplinary Action Decision.
- (b) If the Board decides to stop the disciplinary procedure, the Board must give written notice to—
 - (i) the Member; and

- (ii) the Decision-Maker.
- (c) The notice must state—
 - (i) that the Board has decided to stop the disciplinary procedure for Proposed Disciplinary Action against a Member; and
 - (ii) the reasons for the Board's decision to stop the disciplinary procedure.

(10) *Disciplinary procedure—no further action by the Board*

If a Decision-Maker makes a Disciplinary Action Decision in relation to a Member, no further Disciplinary Action may be proposed or taken against the Member in relation to the conduct making up the grounds for Disciplinary Action set out in the written notice given to the Member under section (6).

3 Appealing decisions

(1) *Appeal outcome—setting aside Decision-Maker's decision*

A Dispute Decision or Disciplinary Action Decision may be set aside only by special resolution of the Foundation.

(2) *Who can appeal a decision?*

- (a) A Party to a dispute may appeal the Dispute Decision.
- (b) The following people may appeal a Disciplinary Action Decision:
 - (i) the Member who is the subject of the Disciplinary Action Decision;
 - (ii) the Board.

(3) *Appeal notices*

A person appealing a decision must, within 7 business days after being given notice of the decision, give the Secretary written notice of the appeal (an **Appeal Notice**) stating the grounds for the appeal.

(4) *Withdrawing an appeal*

A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the Secretary.

(5) *General meeting to decide appeal*

- (a) As soon as practicable after the Secretary receives an Appeal Notice—
 - (i) the Secretary must give the parties to the appeal a copy of the Appeal Notice; and
 - (ii) the Board must call a general meeting to consider a special resolution about the appeal.
- (b) The Chair of the general meeting must ensure that—
 - (i) the special resolution is the only item of business at the general meeting called under subsection (a)(ii); and
 - (ii) the Parties to the appeal are given the opportunity to be heard about the special resolution; and

- (iii) the Members vote on the special resolution by a secret ballot.
- (c) The Parties to the appeal must not vote on the special resolution.
- (d) In this section:

Party to the appeal, means—

- (i) if the appeal is against a Dispute Decision—the Parties to the dispute; and
- (ii) if the appeal is against a Disciplinary Action Decision—
 - (A) the Member who is the subject of the disciplinary procedure; and
 - (B) the Board.