



# CONSTITUTION OF THE



## AUSTRALIAN DEFENCE COLLEGES ASSOCIATION

### 1. Interpretation

In the interpretation of this Constitution the following expressions shall bear the following meanings:

The term “Colleges” means the Centre for Defence and Strategic Studies and the Australian Command and Staff College (from and including 2001) and their antecedent and successor institutions.

“The Association” means the Australian Defence Colleges Association.

“The Council” means the Council of the Association for the time being acting pursuant to the Constitution as the same shall from time to time be in force.

“Month”, “Financial Year”, and rules as to gender and number are as defined in sections 22 and 23 of the Acts Interpretation Act 1901.

### 2. Name

The name of the Association is the “Australian Defence Colleges Association”. The short title is “ADCA”.

### 3. Central Office

The Central Office of the Association is situated in Canberra in the Australian Capital Territory.

### 4. Objectives

The objectives of the Association are:

- a. to foster friendship, communication and understanding between members to promote ongoing domestic and international engagement between professionals engaged in international security issues,
- b. provide for a continuing interest by members in issues of significant defence interest, and
- c. maintain an avenue for contact between the Colleges and equivalent overseas institutions and graduates and former officers of their staffs.

### 5. Income and Property of the Association

The income and property of the Association and Chapters of the Association have at all times been and shall at all times be applied exclusively towards promotion of the objectives of the Association as set out in paragraph 4. No provision of income and property has at any time

been paid or transferred directly or indirectly by way of profit or given to any past or present member and no distribution to past and present members has at any time been made. No portion of the income or property of the Association shall at any time be paid or transferred directly or indirectly by way of profit or gain to any member or past member and no distribution of moneys or property of the Association shall at any time be made to past and present members. Nothing therein shall prevent the payment in good faith of remuneration to any officer or servant of the Association in return for services actually rendered to the Association. If on dissolution of the Association there remains after the satisfaction of all debts and liabilities of the Association any property whatsoever, the same shall be paid in accordance with a resolution of Council.

Council may pay monies by way of subsidies to defray the cost of any social function held by the Association or any Chapter thereof in furtherance of the objectives.

#### 6. Membership

The following persons shall be considered as members of the Association:

- a. all graduates of the Colleges or of similar institutions as approved by the Council,
- b. present and past directing staff of the Colleges and their antecedent institutions as approved by the Council whether or not graduates of the College, and
- c. such other persons as the Council may approve in recognition of distinguished service to the Association.

The Council may at its discretion prescribe conditions of membership in respect of one or more of the foregoing categories of members; in particular, the Council may waive or vary the subscription payable by any member and privileges attaching to that person.

#### 7. Election of Members

In respect of persons specified in sub-paragraphs 6a. and 6b. above, membership is dependent upon the individual concerned informing the Secretary in writing of their desire to join the Association.

In respect of persons specified in sub-paragraph 6c. above, members shall be elected by the Council on the nomination of a member of the Council seconded by another.

#### 8. Entrance Fee and Subscriptions

The Council may prescribe a life membership subscription payable by the members of the Association, and will determine those benefits which will accrue from financial membership.

9. Cessation of Membership

Members may resign by signifying their intention to do so in writing to the Secretary.

10. Annual General Meeting

The Annual General Meeting of the Association shall be held as soon as is practicable after the end of the Association's financial year, and the Secretary shall give fourteen days notice of the meeting. At the meeting the audited accounts of the past year shall be submitted, the Council and auditors for the ensuing year elected, and any business dealt with of which seven days written notice has been given by the member. Twenty members personally present shall form a quorum.

11. Special General Meeting

A special General Meeting of the Association shall be called at the request, in writing, addressed to the Secretary, of not less than ten members of the Association, or of the majority of members of the Council, and seven days notice of such meeting shall be given. Twenty members personally present shall form a quorum.

12. Resolutions

Except as provided in paragraph 15, resolutions at any meeting shall be by simple majority of those present and eligible to vote, either personally or by proxy, provided that such proxy is appointed by an instrument in writing under the hand of the appointer. Votes shall be taken by show of hands unless otherwise desired by the meeting, and the chairman of the meeting shall have a casting as well as an ordinary vote.

13. Minutes and Accounts

Minutes shall be preserved of all meetings, including Annual General meetings, Special General meetings and Council Meetings. Proper accounting records shall be kept.

14. Amendments to Constitution

No amendment shall be made in this Constitution except at an Annual General or Special General Meeting. Thirty days written notice must be given to the Secretary of proposed amendments, together with the names of the members proposing and seconding them. Copies of the proposed amendments shall be sent to all members at least fourteen days prior to the meeting, and no amendment shall be made except by a two-thirds majority of the eligible members voting. Voting may be postal or votes may be lodged at the general meeting and voting papers shall be sent out with the copies of the proposed amendments. The Council may from time to time make rules and settle procedures concerning voting.

15. Audit

The accounts of the Association shall, as soon as is practicable after the end of the Association's financial year, be audited by a qualified auditor. A vacancy in the office of the Auditor during the year shall be filled by an auditor appointed by the Council.

16. Finance

As passed by AGM 30 October 2008

### Investment

Association funds not required for expenditure may be invested in or upon any securities or manner of investment from time to time determined by the Council, but not including any loan to a member.

### Banking

An account in the Association's name shall be opened at a recognised financial institution approved by the Council. Cheques and other relevant documents shall be signed by such officers as Council decides.

### Petty Cash

An advance in the imprest system may be made to the Secretary and any other officer in such amounts as Council decides.

## 17. Management

- a. The Governor-General shall be invited to be Patron for the time being of the Association. The Chief of the Defence Force, the Secretary, Department of Defence, and the three Chiefs of Service shall be invited to be Vice-Patrons for the duration of their tenure. The President and the elected Vice-President shall be financial members of the Association and, subject to re-election annually, may serve for an indefinite period.
- b. The Principal of the Centre for Defence and Strategic Studies (CDSS) and the Commandant of the Australian Command and Staff College (ACSC) at the Australian Defence College (Weston) shall be ex-officio Vice Presidents and one member of the Mess Committee, jointly nominated by the Principal and the Commandant, shall also be an ex-officio Member of the Council. A Canberra-based New Zealand officer or official (preferably a person who is, or is eligible to be, a Member of the ADCA) shall also be consensually appointed as an ex-officio Member of Council. All members of the Council (except the ex-officio members) shall be elected at the Annual General Meeting, and subject to termination of office by resignation or otherwise, shall remain in office until their successors are elected at a subsequent Annual General Meeting. The retiring members of the Council shall be eligible for re-election.
- c. The Council shall have the power to fill any casual vacancy which may occur.
- d. The President may summon a meeting of the Council, and must do so if called for by two members of Council. The Council shall meet at least four times a year and six members of the Council shall constitute a quorum.
- e. A resolution in writing signed by all members of the Council shall be as valid and effectual as if it has been passed at a meeting of the Council duly called and constituted.

- f. Only those members who have paid life membership will be eligible to vote at Association General Meetings or, as a Councillor, at a meeting of the Council.
- g. The Council may employ persons in furtherance of the management of the Association and may pay them such remuneration or honoraria as it thinks fit.
- h. The Council may set up a Chapter of the Association in any city, place or country which it thinks fit on the application of a qualified member resident there. Subject to the approval of Council, any Chapter may make by-laws not inconsistent with these Rules to govern the conduct of activities and the Council may delegate to duly constituted Committees of such Chapters any of its powers as it thinks fit.

18. Indemnity

Any member of the Association shall be indemnified out of the funds of the Association against all reasonable losses and expenses incurred in the discharge of any duties imposed upon him or them by the Council except such loss and expense as shall happen by the wilful neglect or default of such member or members.