

**Constitution of the
Australian Chapter of the Association of Old Crows**

Adopted on Thursday 13 October 2022

Section 1 Name

The name of the incorporated association is AOC Australia Inc.

Section 2 Definitions

‘the Association’ means the Australian Chapter of the Association of Old Crows

ADI “*authorised deposit-taking institution*” means a body corporate in relation to which an authority under subsection 9(3) is in force Banking Act 1959??

‘Board’ means the Board of Directors of the Association

‘General Meeting’ means a general meeting of the Association convened in accordance with these rules

‘member’ means a member of the Association

‘the Act’ means the Associations Incorporation Act 1985 (South Australia)

‘Special Resolution means a special resolution defined in the Act.

‘Month’ means a calendar month

Section 3 Purpose of the Association

The purpose of the Association is to engage in activities designed to influence Australia’s ability to understand and control the electromagnetic spectrum, cyberspace and information operations to the benefit of Australia’s national security.

The Association shall be an organisation for individuals who have a common interest in electromagnetic, cyber and information operations in peace and war.

Members seek to:

1. raise the profile and reputation of the information warfare profession in Australia,
2. foster and promote the exchange of ideas in this domain, and
3. commemorate in fitting ways the contribution and legacy of fellow Crows to the development of the art and science of operations in the electromagnetic, cyber and information domains.

Section 4 Affiliation

The Association shall be affiliated with the United States National Association of Old Crows.

Section 5 Powers of the Association

The association shall have the powers conferred by section 25 of the Act, namely:

- a. Engage in activities to achieve its purpose;
- b. Acquire, hold, deal with, and dispose of, any real or personal property;
- c. administer any property or trust;
- d. open and operate ADI accounts;
- e. invest its moneys-
 - i. in any security in which moneys may, by Act of Parliament, be invested; or
 - ii. in any other manner authorised by the rules of the Association.
- f. borrow money upon such terms and conditions as the association thinks fit;
- g. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- h. appoint agents to transact any business of the Association on its behalf; and
- i. enter into any other contract it considers necessary or desirable.

Section 6 Membership

6.1 All members of the Association of Old Crows incorporated in Virginia USA who reside in the Commonwealth of Australia and its territories are members of the Association.

6.2 Subscriptions

- a. The subscription fees for membership shall be such sum as determined by Association of Old Crows incorporated in Virginia USA.
- b. The subscription fees shall be payable to the Association of Old Crows incorporated in Virginia USA.
- c. There are no additional subscription fees payable to the Australian Chapter of the Association of Old Crows.

6.3 Resignations

A member may resign from membership of the Association by giving written notice to the Secretary or Public Officer of the Association. Any resigning member shall be liable for any outstanding monies which may be recovered as a debt due to the Association.

6.4 Expulsion of a Member

- a. Subject to giving a member an opportunity to be heard or make a written submission, the Board may resolve to expel a member from the Australian Chapter upon a charge of misconduct detrimental to the Association.
- b. Particulars of the charge shall be communicated to the members at least one month before the meeting of the Board at which the matter will be determined.
- c. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall (subject to 6.4d below), cease to be a member 14 days after the Board has communicated its determination to the member.
- d. It shall be open to the member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the board has been communicated to the member.
- e. In the event of an appeal under 6.4d above, the appellant's membership of the Association shall not be terminated unless the determination of the Board to

expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

6.5 Register of Members

A register of members must be kept and contain:

- a. The name, e-mail address and postal address of each member
- b. The date on which each member was admitted to the Association, and
- c. If applicable, the date of and reason(s) for termination of membership.

Section 7 Corporate and Institutional Members

Australian companies and other organisations based in Australia may become Corporate and Institutional members of the Association on terms and conditions determined by the Board.

Section 8 The Board of Directors

8.1 **Powers and duties**

- a. The affairs of the Association shall be managed and controlled by a Board of Directors, referred to herein as “the Board”. The Board in addition to any power and authorities conferred by these rules, may exercise all such powers and do all such things as are within the purpose of the Association, and are not by the Act or by these rules required to be done by the Association in a general meeting.
- b. The Board has the management and control of the funds and other property of the Association.
- c. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- d. The Board shall appoint a Public Officer as required by the Act.

8.2 **Appointment**

- a. The Board shall comprise of seven (7) directors.
- b. Persons holding a position on the Board must be financial members of the Association.
- c. Directors shall be elected at the Annual General Meeting to serve for a term of two years, except as noted in sub para ‘i’ below.
- d. The President shall be elected by members voting at the Annual General Meeting to serve for a term of one year.
- e. No person may be elected to the office of President for more than two (2) consecutive terms.
- f. Other executive positions, notably the Secretary and the Treasurer, will be determined by the Board at its first regular meeting following the Annual General Meeting at which the Board was elected.
- g. Notice of all members seeking election to the Board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place except as provided for in “i” and “j” below.

- h. The Board may appoint a member to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Board without nomination.
- i. If the Special General Meeting called to adopt this Constitution does so, an election will also be held for a new board which will operate until the first Annual General Meeting is held under this Constitution when provisions “j” and “k” will be invoked.
- j. Without presuming that the Special General Meeting called for the purpose of adopting this Constitution will do so, nominations for a new board will be called for at the time that this Draft Constitution is circulated to members. Further advice of the election, together with a list of candidates will be provided to members 28 days before the said Special General Meeting.
- k. At the first Annual General Meeting, following the adoption of this Constitution, all director positions, including that of the President, will be declared vacant. The four directors who receive the highest number of votes shall be deemed to have been elected for two years. The three elected with the lesser number of votes shall serve for just one year. In the event of a tie for the fourth position, those competing for the position will have their names put in a hat and the winner will be the first name drawn. The directors who are appointed with the lesser number of votes may stand for re-election for a full two-year term at the conclusion of their initial one-year term.
- l. The Board may appoint ex officio members to the board on a resolution passed by simple majority vote. The term of office of such members expires at the first Annual General Meeting held following their appointment. Such members may be reappointed as needed. They serve in an advisory capacity and do not have voting rights.

8.3

Standing and Special Committees

The Board is empowered to appoint standing and ad hoc committees to assist the Board in the achievement of the aims of the Association.

- a. An Audit and Risk Committee must be appointed at the first ordinary meeting of the Board, after the Annual General Meeting.
- b. The board may establish other standing and special committees as it sees fit.
- c. Such Committees shall be chaired by a director and may include AOC members and non-members who possess requisite knowledge and skill.
The Board shall define the powers and duties of each Standing or Special Committee and appoint the committee chair.

8.4

Proceedings of the Board

- a. The Board shall meet as often as it shall decide is necessary, but not less than four times a year.
- b. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the Board shall be four members.
- d. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose that nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual General Meeting of the Association.

8.5

Disqualifications of Board Members

The office of a Board member shall become vacant if a Board member is:

- a. disqualified from being a Board member by the Act
- b. expelled as a member under these rules
- c. permanently incapacitated by ill health
absent without apology from more than four meetings in a financial year.

Section 9

The Seal

The Association shall have a common seal upon which its Corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by the President and Secretary.

Section 10

Annual, Special and General Meetings

10.1

Annual General Meetings

- a. The Association shall hold an Annual General Meeting every year.
- b. The Annual General Meeting shall be held within five months after the end of its financial year.
- c. The order of the business at the Annual General Meeting shall be:
 - 1 the confirmation of the minutes of the previous Annual General Meeting and of any Special General meeting held since the meeting
 - 2 the consideration of the accounts and reports of the Board and the auditor's report
 - 3 the election of President, and Board members
 - 4 the appointment of auditor(s)
 - 5 any other business requiring consideration by the Association.

10.2

Special General Meeting

- a. The Board may call a Special General Meeting of the Association at any time.
- b. Upon a requisition in writing of not less than 5% of the total number of members of the Association, the Board shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- c. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a Special General Meeting is not convened within one month, as required by 10.2b above, the requisitioners, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board and for this purpose the Board shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

10.3

Notice of Annual General Meeting

- a. Each member shall be given at least 21 days notice either in writing or by e-mail of the Annual General Meeting.
- b. The notice of an Annual General Meeting shall include a request for agenda items, notices of motion, and also notifications of requirements for Board elections.
- c. To be included in the agenda, agenda items and notices of motion shall be addressed to the Secretary and be received by the Association's Office not less than 14 days prior to an Annual General Meeting.

10.4

Notice of General Meetings

- a. Subject to 8.4b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the Association to any member by the serving the member with the notice personally, or by sending it by e-mail or by post to the address appearing in the register of members (See rule 6.5).
- d. Where a notice is sent by post:
 - 1 The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - 2. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

10.5

Proceedings of Meetings

- a. Five members present personally or by proxy shall constitute a quorum for the transaction of business at any Annual General Meeting, Special Meeting or General Meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. The President shall preside as Chairperson at all meetings of the Association.
- d. If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose s a Board member or one of their own number to be the Chairperson of that meeting.

10.6

Voting at Meetings

- a. Association has only one vote at a meeting of the Association.
- b. In the event that a member's representative cannot be present at any Meeting, it may nominate another member to carry its vote, provided such nomination is in writing addressed to the Association's Secretary and delivered to the Association's office prior to the commencement of the meeting.
- c. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or by proxy at that meeting.
- d. At any meeting a resolution put to the vote of the meeting shall be decided by simple majority on a show of hands of those entitled to vote.

A declaration by the Chairperson that a resolution has on a show of hands been carried or lost shall be conclusive evidence of the votes recorded in favour of or against the resolution. The record of all resolutions shall be contained in the minutes of the meeting.

- e. By consent of 75% of those present and eligible to vote, business other than that on the agenda circulated may be included in the business of the meeting.

10 Indemnities to Officers – DELETED – APPLIES TO AOC US OFFICEHOLDERS

Section 11. Minutes

- a. Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept by the Secretary for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.

- c. The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made as a meeting shall be deemed to be valid.

Section 12. Dispute Resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
 - 1. a member and another member
 - 2. a member and the Association
- b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed by the parties.
- d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

Section 13. Financial Reporting

13.1 Financial Year

On incorporation the financial year of the association corresponded to the calendar year. Henceforth, the financial year of the Association shall be from 1 July to 30 June of the following year.

To effect this change the financial year that is due to end on 31 December 2022 will be extended to 30 June 2023.

13.2 Accounts to be Kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions of the Association. These shall include:

- a. all sums of money received and expended by the Association and manner in respect of which the receipt or expenditure takes place:
- b. the property, assets and liabilities of the Association.

The Association may invest monies in bank accounts, cash management trusts, securities or any other forms which it deems to be appropriate. Cheques drawn on the Association's bank account, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be authorised by the President or the Secretary, or Treasurer or Executive Officer, and signed by any two of those four.

13.3 Accounts and Reports to be Laid before Members

The accounts, together with the auditor's report on the accounts, the Board's statement and the Board report, shall be laid before members at the Annual General Meeting.

13.4 Annual Returns

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement and the Board's report.

13.5 Appointment of Auditor

- a. At each Annual General Meeting, the members shall appoint a person to be auditor of the Association (*Refer to sections 35(2)b and 35(4) of the Act for qualifications of auditor.*)
- b. The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment.

- c. If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

Section 14. Prohibition against securing profits for members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

Section 15. Altering the Constitution

- a. The Constitution may be passed by a resolution passed by a 66% majority of members present at an Annual General Meeting or a Special General Meeting called for that purpose.
- b. Not less than 21 days notice of proposed amendments to the Constitution shall be given to Members.
- c. The alternation shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act. The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Section 16. Winding Up

- a. The Association may be wound up or dissolved only after a resolution passed by a 75% majority of the members present and eligible to vote as a meeting called for that purpose.
- b. If after the winding up of the Association there remains 'surplus assets' as defined by the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The Association may determine to distribute surplus assets to nominated charities.
- c. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.