



THE SIR RICHARD WILLIAMS FOUNDATION INCORPORATED

CONSTITUTION

Version 7
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AMENDMENTS TO CONSTITUTION

DATE	ITEM	AUTHORITY	REMARKS
13 OCT 11	Amendment 1	AGM 13 Oct 11	Para 14.1.4 AGM- Notification
4 NOV 12	Amendment 2	AGM 24 Oct 12	Para 4.4, Paras 13.2.1 to 13.2.4, Para
6 NOV 13	Amendment 3	AGM 23 Oct 13	Para 1.1, Paras 5.2 to 5.2, Para 19
24 Nov 14	Amendment 4	AGM 21 Oct 14	Para 13, Para 13.4, Para 14.2.16
20 Nov 15	Amendment 5	AGM 20 Oct 15	Para 14.2.3, Para 19
1 Nov 16	Amendment 6	AGM 25 Oct 16	Para 1.1, Para 4.3, Para 4.4, Para 5.1.2, Para 5.2.9, Para 5.11, Para 6, Para 12.6, Para 13, Para 20.1
10 Nov 17	Amendment 7	AGM 31 Oct 17	S12 Para 12.6



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The Sir Richard Williams Foundation Constitution

1. INTRODUCTION

- 1.1. The Sir Richard Williams Foundation (hereinafter called the Foundation) is an independent organisation whose purpose is to strengthen Australia's national security by shaping and influencing policy decisions regarding Australia's defence with an emphasis on air power; and by promoting awareness, understanding and constructive debate regarding the implementation of such policies.
- 1.2. The Foundation intends to be a leading and influential voice in the Australian defence debate, including, but not limited to:
 - promotion of policies which further the fundamental principle of influencing the evolving regional strategic environment in a manner favourable to Australia's security;
 - promotion of public debate regarding national security policy and the issues related to the effective implementation of such policies in a complex and changing environment; and
 - stimulation of debate by commissioning research, publishing papers, consulting with senior officials and industry representatives, hosting conferences and conducting workshops.
- 1.3. The Foundation is incorporated under the legislation contained in the *ACT Associations Incorporations Act 1991* and is subject to the *Act*. This Constitution is adopted by the Board under the provision of 16(c) (ii) of the *Act*. Where the Constitution is silent on a matter provided for in the model rules, the model rule applies. Any clause of this Constitution which is inconsistent with the *Act* is, to the extent of that inconsistency, deemed to be null and void.

2. REGISTERED OFFICE

The registered office of the Foundation shall be situated within the Australian Capital Territory.

3. INTERPRETATIONS AND DEFINITIONS

- 3.1. The *Act* means the *Associations Incorporation Act 1991; Republication No 17 of 28 September 2010*.
- 3.2. The *Regulation* means the *Associations Incorporation Regulation 1991; Republication No 8 of 1 December 2010*.
- 3.3. 'The Foundation' means the overall organisation comprised of the members and a Board elected by the members.
- 3.4. 'The Board' means the Board of the Foundation and the members of the Board shall be referred to as Directors.

- 3.5 An affiliated organisation is one that accepts an offer of affiliation made by the Board. An affiliated organisation may be represented in the Foundation by its own affiliated representative.
- 3.6 'Property' means the real and personal property from time to time belonging to or vested in or under the control or management of the Foundation.
- 3.7 A general meeting is a meeting of the members of the Foundation. Such general meeting must be held at least once per year for the presentation of annual reports and election of office bearers and other Directors. That meeting is titled the Annual General Meeting. Other general meetings may be authorised by the Board as required.
- 3.8 Ordinary resolutions at general meetings are decided by a simple majority of voting members present or represented by authorised proxy.
- 3.9 Special resolutions at general meetings require the support at least 75% of voting members present or represented by authorised proxy.
- 3.10 The financial year of the Foundation shall commence on 1 July and end on 30 June of the following year.

4. ORGANISATION

- 4.1 **Board.** The Board is the governing body of the Foundation and shall conduct the business of the Foundation.
- 4.2 **Ordinary Membership.** The body of the Foundation is the ordinary membership which participates in the work of the Foundation throughout the year and at general meetings.
- 4.3 **Fellowships.** The Board may confer, by ordinary resolution, Foundation fellowships to individuals who have made outstanding contributions either directly to the Foundation or by their outstanding contributions in shaping and influencing policy decisions regarding Australia's defence particularly air power. Fellows will also be made honorary members of the Foundation.
- 4.4 **Defence Representatives.** Chiefs of Navy, Army and Air Force may each appoint a representative who is entitled to attend Board meetings and general meetings to remain abreast of Foundation activities and convey commentary and opinion representative of his/her parent Service. Such representatives can be Foundation members but are not members of the Board and have no Board voting rights.
- 4.5 **Affiliated Organisations.** An organisation affiliated with the Foundation may appoint a representative who is entitled to attend Board meetings and general meetings to remain abreast of Foundation activities and convey commentary and opinion representative of his/her parent organisation. Such representatives are not members of the Foundation and have no voting rights.

5. BOARD

5.1 Board Membership

- 5.1.1 The Board shall consist of a minimum of eight and a maximum of 12 Directors who are members of the Foundation, including four office-bearers: Chair, Deputy Chair, Secretary and Treasurer. The responsibilities of the latter two office-bearers may be combined and performed by one member known as the Executive Officer.
- 5.1.2 At least two-thirds of the Directors shall have sufficient time and capacity to organise and conduct Foundation activities such as seminars and other events.
- 5.1.3 Each Director and office-bearer of the Board shall hold office for about two years until the conclusion of the Annual General Meeting (AGM) at the end of that period. Directors are eligible for re-election but may not hold office as Chair or Deputy Chair for more than three consecutive terms of two years.
- 5.1.4 To ensure continuity of the Board's work, half the Directors shall be elected each year, with the position of Chair being included in one year, and that of Deputy Chair in the following year.
- 5.1.5 The Chair may invite non-Directors to attend the whole or part of a Board meeting as observers.

5.2 Board Elections

- 5.2.1 Directors and office-bearers are elected by, and from within the body of, ordinary members, at AGMs. The elected Directors and officer-bearers take up their duties at the conclusion of such meeting.
- 5.2.2 The Secretary shall notify all members of the Foundation of the date of the AGM election not later than 21 full calendar days before that date. Such notification shall include the location and starting time of that AGM together with the office-bearer positions and the number of non-office-bearer positions to be filled.
- 5.2.3 Nominations for Directors and office-bearers shall be submitted in writing to the Secretary not later than seven full calendar days before the planned election date.
- 5.2.4 Nominations must be signed by the candidate, the proposer and the seconder, each of whom must be financial members at the closing date of nominations.
- 5.2.5 The Secretary shall circulate details of all nominations to the Board and members not later than 5 full calendar days before the planned election date.
- 5.2.6 Directors whose positions are declared vacant shall retire at the conclusion of the AGM unless they have been re-elected.
- 5.2.7 No person shall be entitled to be elected to the Board unless he/she is a financial member at the time of the election.
- 5.2.8 The AGM election of members to the vacant Board positions shall be by ballot. The Board may fill vacant positions, up to a total Board membership of 12, by negotiation with individual financial members.
- 5.2.9 The election of office-bearers and other Directors shall take place at the AGM in the following manner:

- a list of the Members' names who are candidates, in alphabetical order, with the proposers' and seconders' names shall be forwarded to all Directors at least five full days prior to the AGM;
- balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetic order. Each Member present at the AGM, and those holding formal proxies for Members not present, shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- in case there shall not be sufficient number of candidates nominated, the Board may fill up the remaining vacancy or vacancies;
- if there be only one nomination for any position on the Board the Chair of the AGM at which the election is to take place shall declare such candidate duly elected;
- wherever there is more than one nomination for any position on the Board the election shall be by ballot of the Members, conducted in the following manner:
 - the voter shall mark his/her balloting list by marking a cross opposite the names of each of the candidates for whom he or she votes, and for the formal proxies they are holding. The voter shall also include his or her name, or the name of the formal proxies they are holding, legibly on the balloting list and cause it to be delivered to the Secretary. Each person voting shall vote for one candidate for each position required to fill the vacancy and no more;
 - the result of the ballot shall be determined by the Secretary assisted by two scrutineers appointed by the existing Board;
 - after the closing of the ballot the Secretary and scrutineers shall check the signatures of Members and their qualification to vote and proceed to the examination of the voting papers and shall report in writing the result of the ballot to the Chair of the AGM. The candidate for each position required to be filled receiving the greatest number of votes shall be deemed elected and a declaration as to such election shall be made at the AGM;
 - in any case of doubt as to the formality of any voting paper the matter shall be referred to the Chair of the meeting whose decision shall be final;
 - in the event of an equality of votes in favour of two or more candidates, the Chair of the meeting at which the election takes place shall have a casting vote or votes so as to decide the election; and
 - the Members comprising the Board may direct the Secretary to destroy the ballot papers at any time after the expiration of one month after the date of the declaration of the election.

5.3 Additional Directors

- 5.3.1 During an elected term the Board may wish to increase the number of Directors. In this case the additional positions shall be considered vacancies and may be filled by the Board negotiating with individual financial members. Such additional Directors shall retire at the conclusion of the next AGM election.

5.4 Powers of the Board

5.4.1 The Board, subject to the *Act*, this Constitution and any resolution passed by general meeting, shall control and manage the affairs of the Foundation. The Board may exercise all functions other than those functions required to be exercised by the Foundation in general meeting. The Board has the power to perform and do all things that the Board deems necessary or desirable for the proper management of the affairs of the Foundation.

5.5 Board Meetings

5.5.1 The Board shall hold at least four meetings per year at a time and place determined by the Chair and notified by the Executive Officer.

5.5.2 The Chair may call a meeting of the Board provided that at least 48 hours' notice has been given to Directors.

5.5.3 The Chair, or in his absence the Deputy Chair, shall preside. If at any meeting neither is present, Directors present shall elect an acting Chair to preside over the meeting.

5.6 Board Quorum

5.6.1 A quorum for the conduct of a Board Meeting shall comprise the Chair or Deputy Chair, plus any four Directors.

5.7 Board Voting

5.7.1 Questions or ordinary resolutions submitted at a meeting of the Board shall be decided by a simple majority of the votes of the members present.

5.7.2 Each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

5.7.3 At a Special Meeting of the Board to consider a matter of suspension or expulsion of a member, the Board's determination of the matter requires agreement by 75% of the voting members present.

5.8 Disclosure of Directors Interest

5.8.1 Directors shall disclose annually or as they arise any direct or indirect pecuniary interest in a contract or proposed contract to which the Foundation may be a party. Additionally, Directors shall disclose any business interests which might conflict with published positions endorsed by the Board. The Secretary is to keep a record of members' declarations of interests.

5.9 Secretary

5.9.1 The Secretary shall be responsible for the proper conduct of the Office of the Foundation and supervision of any paid staff.

5.9.2 The Secretary shall be responsible for correspondence and custody of deeds and documents of the Foundation and shall perform such duties and attend such meetings as required.

5.9.3 The Secretary shall hand over all moneys received to the Treasurer or may bank such

moneys if necessary and hand the deposit slips to the Treasurer within one week of the bank transaction.

5.9.4 The Secretary shall keep minutes of all meetings. Minutes of each meeting shall be confirmed at a following meeting and signed by the Chair as a record of proceedings.

5.9.5 The Secretary shall keep and maintain a register of members, entering all particulars prescribed under the Act and this Constitution. The register shall be made available for inspection by members at reasonable times at a place nominated by the Board and published in each annual return.

5.10 Treasurer

5.10.1 The Treasurer shall receive and take charge of all moneys belonging to the Foundation and shall, within seven days of receipt of same, deposit such moneys with the bankers of the Foundation.

5.10.2 The Treasurer shall keep a correct account of all moneys received and expended and shall neither pay, lend or otherwise appropriate any of the funds of the Foundation to any member of the Foundation for any purpose whatsoever unless so authorised by the Board.

5.10.3 The Treasurer shall keep the books posted up and have these ready at all times to show to the Board upon request. He/she shall attend all audit meetings pertaining to the office and afford all information required by the Auditor. He/she shall prepare an Annual Balance Sheet incorporating the whole of the financial transactions of the Foundation for presentation to the Annual General Meeting.

5.10.4 Any irregularity in matters appertaining to the finances of the Foundation must be reported to the next regular meeting by the person knowing of the irregularity.

5.11 Editor

5.11.1 The Editor shall be a member of the Foundation and shall be appointed by the Board. At his/her discretion, the Editor may co-opt others to assist with generating or editing papers on defence and air power topics.

5.11.2 The Chair or Deputy Chair of the Board shall provide the Editor with guidance and direction on which topics should be pursued in the form of papers or other material to be published on behalf of the Foundation.

6. MEMBERS

6.1 Any person may become a member of the Foundation by paying his/her first annual subscription.

6.2 In addition, the Board may invite individuals who, in the opinion of the Board, have specialist knowledge on air power and allied defence topics, to become members or Fellows of the Foundation.

6.3 Directors and members are required to pay an annual subscription as set by the Board and payable within three months thereof. Where a member remains un-financial for six months after the due date, his/her membership shall be considered ceased.

- 6.4 Financially current members have voting rights in general meetings of the Foundation.

7. LIABILITY OF MEMBERS

- 7.1 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 membership subscriptions.

8. SUSPENSION AND EXPULSION

- 8.1 **Suspension.** Any member who infringes the Foundation Constitution, including the non-payment of the annual subscription as and when due, or who acts or who has acted in a manner considered by the Board to be inimical to the interests of the Foundation, may, either on the initiative of the Board or on consideration of a report made by any two or more members of the Foundation, be suspended for such period as the Board may decide or expelled from membership of the Foundation.
- 8.2 **Expulsion.** Any member whom the Board considers to be a member of or associated with anybody or organisation, any of whose objects or activities are subversive to the social, political or governmental institutions of the Commonwealth of Australia, or to have expressed views in sympathy with such objects or activities, or any member who engages in behaviour or activities that in the opinion of the Board is likely to bring the Williams Foundation into disrepute or damage its reputation, may be expelled.
- 8.3 **Power of Board.** The Board alone shall have power to deal with any charge against a member involving the penalty of suspension or expulsion, at a Special Meeting of the Board convened for the purpose by not less than thirty days' notice, and provided that such member has been given not less than thirty days' notice in writing specifying the nature of the charge and the time and place of such Board meeting and notifying that he/she may attend such meeting for the purpose of being heard in defence of such charge.
- 8.4 **Special Board Resolution.** Suspension or expulsion shall be effected only if the relevant resolution is supported by a majority of 75% of Board members present.
- 8.5 **Bar to Legal Proceedings.** No member or person whose membership has been suspended or cancelled shall be entitled to commence or prosecute any action or legal proceeding for defamation against any member of the Foundation who made a complaint, or who gave evidence thereon (orally or in writing), or who exercised any power or duty as a Board member, or as an ordinary member, it being a condition of membership of the Foundation that all complaints, notices, letters, evidence and other matters arising under or incidental to any complaint and the hearing and determination thereof, and all proceedings and utterances at any Annual General Meeting, Board meeting and General and Special Meetings in connection therewith shall be privileged and protected accordingly, and should any action or legal proceeding be taken as aforesaid, this rule may be pleaded as an absolute bar thereto.

9. REINSTATEMENT

- 9.1 Any suspension or expulsion may be at any time revoked or modified by the Board, either on its own initiative or on the recommendation of the member who raised the original complaint. Any such reinstatement is subject to payment of all arrears of subscriptions which would have become due had he/she remained a member, provided however that the Board may reduce the amount payable if in its discretion it thinks fit.

10. CESSATION OF MEMBERSHIP

- 10.1 A member ceases to be a member of the Foundation if the person: dies, tenders his/her resignation in writing to the Secretary/Executive Officer, is expelled from the Foundation, or fails to pay the annual subscription. Where a person ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which membership ceased.
- 10.2 In respect of Directors, additional conditions may preclude continued service on the Board, viz: absence from three consecutive Board meetings without the consent of the Chair or absence without the consent of the Chair from all meetings for a period of six months; becomes bankrupt or personally insolvent; suffers from mental or physical incapacity; or is requested in writing by the Chair to resign.
- 10.3 Where a vacancy occurs in a Board position (whether for reasons of membership cessation or the specified precluding circumstances, or simply for unforeseen personal circumstances) the Board may at its discretion fill such casual vacancy by negotiation with an individual financial member. Such a casual appointment may continue until the conclusion of the next Board elections.

11. GENERAL MEETINGS

11.1 Annual General Meeting

- 11.1.1 The Foundation shall hold an AGM each year between 1 July and 30 November at such time and place as determined by the Board.
- 11.1.2 In addition to any general business which may be transacted at the annual general meeting, the principal purpose of the AGM shall be:
- to confirm the minutes of the preceding AGM and of any general meeting held since that meeting;
 - to receive from the Board reports on the activities of the Foundation during the last preceding financial year;
 - to receive and consider the statement of accounts and the reports as required by the Act (Sub- section 73 (1); and
 - to elect members to the Board positions declared vacant, including office-bearers.
- 11.1.3 The AGM shall be specified as such in the notice to members.
- 11.1.4 At least 21 days' notice of the AGM shall be given to members.

11.2 General meetings

- 11.2.1 At the discretion of the Board, general meetings of all members may be held to conduct general business and to receive reports.
- 11.2.2 Notice of general meetings shall be advertised at least 14 days before the meeting. The casual or non-receipt of such notice shall not invalidate the proceedings of the meeting.
- 11.2.3 Where the nature of the business to be dealt with requires a special resolution of the Foundation, the Board Executive shall, at least 21 days before the date fixed for the general meeting, send a notice to each member signifying the intention to propose the resolution as a special resolution. Special resolutions are required for:
- change of name of the Foundation,
 - changes to this Constitution,
 - changes to the character of the Foundation, and
 - dissolution and distribution of property.
- 11.2.4 A shorter notice may be advised to members of a special resolution where the Board deems it necessary for reasons of urgency.
- 11.2.5 No item of business shall be transacted at a general meeting unless a quorum is present at the time of commencement of the meeting.
- 11.2.6 **Quorum.** Ten members, including at least two office-bearers, present in person, constitute a quorum for the transaction of any business of a general meeting.
- 11.2.7 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.
- 11.2.8 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 not less than six, including two office bearers), shall constitute a quorum.
- 11.2.9 No business other than that specified in the notice convening the general meeting shall be transacted at the meeting.
- 11.2.10 **Chair.** At all meetings, the Chair, or in his absence the Deputy Chair, shall preside. If at any meeting neither the Chair nor Deputy Chair is present, members present and entitled to vote shall elect an acting Chair to preside over the meeting.
- 11.2.11 **Adjournment.** The person presiding at 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. However, no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting at which the adjournment took place.
- 11.2.12 **Voting.** All financial members of the Foundation are entitled to attend and vote at any general meeting of the Foundation.

- 11.2.13 A member must be a financial member in order to be entitled to vote on any question or to be reckoned in quorum.
- 11.2.14 On a show of hands, every financial member present and entitled to vote, shall have one vote.
- 11.2.15 The Chair shall have a deliberative vote and, in the event of an equality of votes, a casting vote.
- 11.2.16 **Proxy Voting.** A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting. Proxy votes will not be considered as 'attendance' for the purpose of constituting a quorum as required in Paragraph 12.2.6. The appointment of a proxy must be in writing, in the approved form, and signed by the member making the appointment. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit. A form appointing a proxy may be given personally to the Chair of the meeting before or at the commencement of the meeting. A form appointing a proxy sent electronically or by mail will be considered a valid proxy if received by the Foundation up to the commencement of the meeting.
- 11.2.17 A motion or amendment proposed and seconded at any meeting held in accordance with this Constitution, shall be put by the Chair and decided by a majority of the members present on a show of hands and the declaration of the Chair on the majority shall be final unless a poll be forthwith demanded by not less than five financial members present and entitled to vote at the meeting, provided however that no poll shall be taken on the appointment of a Chair or of scrutineers or the adjournment of a meeting. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than that on which the poll is demanded.
- 11.2.18 If a poll is demanded at any meeting, the poll must be taken:
- immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or in any other case
 - in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- 11.2.19 At any meeting at which a poll has been demanded, the members present shall appoint two scrutineers to examine the voting papers and report to the members the result of the poll. This report shall be conclusive on the result of the poll.

12. FUNDS

- 12.1 The funds of the Foundation shall be derived from annual subscriptions of members, sponsorships, donations and, subject to any resolution passed by the Foundation in general meeting and subject to section 114 of the *Act*, such other sources as the Board determines.
- 12.2 All monies when received by the Board shall be paid into an account with a bank, credit union or any other financial institution which provides facilities suitable for the Board's general account. Such banking arrangements shall be determined by the Board.

- 12.3 All money received by the Foundation must be deposited as soon as practicable and without deduction to the credit of the Foundation's bank account.
- 12.4 The Foundation must, as soon as practicable after receiving any money, issue an appropriate receipt, either automatically by the online system or by manual means.
- 12.5 Subject to any resolution passed by the Foundation in general meeting, the funds of the Foundation must be used for the aim of the Foundation in the way that the Board decides.
- 12.6 Either the Chair, Deputy Chair, Treasurer or Secretary are authorised to pay accounts on behalf of the Foundation for expenses and invoices incurred by the Foundation in meeting its aims, up to a \$5000 limit. Over \$5000, any two of the Chair, Deputy Chair, Treasurer or Secretary must authorise the payment.'
- 12.7 The Financial Year of the Foundation shall end on 30 June in any year and the annual subscription shall be due on 1 July of that year.

13. INCOME AND ASSETS

- 13.1 The income and property of the Foundation however derived shall be applied solely towards the promotion of the aim of the Foundation as set forth in this Constitution.
- 13.2 Nothing herein contained shall prevent the payment or reimbursement to any Director or member of reasonable expenses incurred by such person when engaged either within or outside Australia on the affairs or business of the Foundation.
- 13.3 In addition, the Board may contract a member or another individual to perform professional services in support of the Board's activities (e.g. to write reports and publications) at rates to be agreed on an individual basis.

14. ACCOUNTS, AUDITS AND REPORTS

- 14.1 An auditor shall be appointed at the annual general meeting of the Foundation. The auditor's function is to examine all accounts, vouchers, receipts, books and other relevant documents annually and furnish a report to members at the subsequent AGM. The auditor shall not be a member or closely related to a member of the Board.
- 14.2 The Board shall ensure that true accounts are kept of the moneys received and expended. The accounts of the Foundation shall be closed annually at cessation of business on 30 June. A Revenue Account for the period and a Balance Sheet shall be prepared and submitted to the Auditor with the relevant books and vouchers for examination.
- 14.3 A copy of the Revenue Account and Balance Sheet and of the Auditor's Report together with a report of the Foundation's activities during the preceding financial year shall be available to members of the Foundation immediately before and during the AGM.

15. PUBLIC OFFICER

- 15.1 A Public Officer shall be appointed in accordance with the requirements of Section 57 of the *Act* to carry out the responsibilities and obligations prescribed by the *Act*. The public officer may hold any office of the Foundation in addition to the office of public officer.

15.2 The Secretary shall lodge a notice of the appointment or change of address of the public officer with the registrar general within one month of the appointment or change.

15.3 The position of the Public Officer shall become vacant if the person appointed to it is removed by resolution of the Board; resigns from Office; dies; becomes an insolvent under administration within the meaning of the Corporations Law; suffers from mental or physical incapacity; was convicted or released from imprisonment in respect of an offence referred to in Section 63 of the *Act*; or ceases to reside in the Australian Capital Territory.

16. COMMON SEAL

16.1 The Secretary shall maintain custody of the Common Seal which shall only be used on the authority of the Board and the attaching of the Common Seal to any instrument shall be signed by either two members of the Board or one member of the Board and the Secretary.

17. INDEMNITY

17.1 Every member of the Board and every Auditor or other officer or servant of the Foundation shall be indemnified by the Foundation against any claims or losses that may arise as a result of any act performed in good faith within the scope of his/her authority on behalf of the Foundation, and no member of the Foundation shall be responsible for the actions of any other member of the Foundation. The Foundation shall maintain an insurance policy adequate to effect such indemnity.

18. WINDING UP

18.1 The Foundation shall be wound up by special resolution of a general meeting on the recommendation of the Board.

18.2 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 similarly.