

SPECIAL RESOLUTION
PROPOSED CONSTITUTION AMENDMENTS
FOR CONSIDERATION
AT THE SIR RICHARD WILLIAMS FOUNDATION
ANNUAL GENERAL MEETING
25 October 2016

Over the period late 2015 and early 2016 the Board of the Foundation conducted a series of workshops to review the operations of the Foundation, to explore what future directions we should take and to update the Constitution to align more appropriately with current, and future, business processes. A number of changes to the Constitution are therefore being proposed. Some of these changes are simply 'cosmetic', for example removing duplication and redundancy, and re-ordering the structure. The bulk of the changes however are of such a nature that they require the approval of the AGM to effect. These changes are presented below.

SPECIAL RESOLUTION 1

Proposed Amendment INTRODUCTION

The Introduction has been updated to reflect the Vision of the Foundation and to focus our role as an independent voice contributing to the national security debate.

MOVED Anne Borzycki

SECONDED

Para 1.1 Introduction

Proposed:

'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.'

SPECIAL RESOLUTION 2

Proposed Amendment ORGANISATION

The 'Fellow' category of member that was created at the last AGM is now formally included in the Constitution.

MOVED Anne Borzycki

SECONDED

Para 4.3 Fellowships

Proposed:

‘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.’

SPECIAL RESOLUTION 3

The engagement of Defence Representatives to periodically brief the Board and attend Board meetings has been an ongoing, albeit occasional, practice, that needs to be formalised in the Constitution.

MOVED Anne Borzycki

SECONDED

Para 4.4 Defence Representatives

Proposed:

‘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.’

SPECIAL RESOLUTION 4

Proposed Amendment BOARD

As the Foundation has grown and membership of the Board has become more sought after, there is a need to ensure that the Board can continue to develop, plan and organise such activities and events as necessary to achieve the aims of the Foundation. The Board is a voluntary board and as such Board members must have the capacity and time to contribute accordingly. That said, the Foundation values the expertise that is brought to the Board by a variety of professional backgrounds including as Subject Matter Experts. To ensure the Board remains able to undertake the work of the Foundation, the following paragraph is to be included.

MOVED Anne Borzycki

SECONDED

Para 5.1.2 Board Membership

Proposed:

‘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.’

SPECIAL RESOLUTION 5

Further to the paragraph above regarding Board membership being sought after, the AGM of 2015 saw the Foundation have more nominees for Board Directors than there were vacancies. This situation had not arisen in the past and, as a result, it has become necessary to articulate the process to be followed at future AGMs should a similar situation occur. The process articulated in the paragraphs below broadly reflect the process that was used at the 2015 AGM and is similar to that used in comparable think-tanks.

MOVED Anne Borzycki

SECONDED

Para 5.2.9 Board Elections

Proposed:

‘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 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. The voter shall also sign his or her name 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.'

SPECIAL RESOLUTION 6

PROPOSED AMENDMENT EDITOR

The Foundation would like to simplify current editorial arrangements by deleting the requirement for the Board to appoint an Editorial Panel, at Clause 4.3 and 4.5 of the Constitution, and replace it with the Board appointing an Editor, at Clause 5.11 of the draft Constitution, with the Editor co-opting others for assistance. The new arrangements would be under the editorial guidance and direction of the Chair or Deputy Chair on behalf of the Board.

This amendment retains appropriate Board oversight whilst providing the Editor with greater flexibility in sourcing support and contemporary communications tools so that the Foundation can better contribute to the air power debate both within the community and academic circles.

MOVED Anne Borzycki

SECONDED

Para 5.11 Editor

Proposed:

‘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.

‘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.’

SPECIAL RESOLUTION 7

PROPOSED AMENDMENT MEMBERS

In recent years the Foundation has upgraded the website and the online management of membership applications, renewals, payments and general data management. The process changes associated with this shift in membership management need to be reflected in the Constitution which refers an older paper-based approach to the membership continuum: for example, Clause 7.3 of the Constitution that requires Board approval of membership applications is unnecessary as the Foundation is fully protected from unwanted memberships through the suspension and expulsion processes at Clause 10 of the current Constitution and Clause 8 of the draft Constitution.

MOVED Anne Borzycki

SECONDED

Para 6 Members

Proposed:

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

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.

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.

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

SPECIAL RESOLUTION 8

PROPOSED AMENDMENT FUNDS

To reflect the increase in activities of the Foundation and the associated level of costs incurred by these increased activities, it is prudent to ensure that there is full transparency of the management of Foundation funds in meeting these financial obligations. The paragraph on funds management is therefore proposed to be amended as follows.

MOVED Anne Borzycki

SECONDED

Proposed:

'Either the Chair or the 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, both the Chair and Secretary must authorise the payment.'

SPECIAL RESOLUTION 9

PROPOSED AMENDMENT INCOME AND ASSETS

Similar to the comment above regarding the change in financial management processes necessitated by the growth in the Foundation activities and influence, a revision of the Income and Assets section of the Constitution has also been necessary. The Foundation engages contractors to support the activities of the Foundation as well as providing reasonable reimbursement of costs incurred by Directors or members in support of Foundation activities. These business management practices need to be reflected in the Constitution.

MOVED Anne Borzycki

SECONDED

Paragraph 13 Income and Assets

Proposed:

'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.

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.

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.'

SPECIAL RESOLUTION 10

PROPOSED AMENDMENT WINDING UP

The Constitution currently authorises the Board to wind up the Foundation on a unanimous vote to do so, however, the Associations Incorporation Act Revised 2016 clearly states that an incorporated association can only be voluntarily wound up by special resolution. Accordingly, the Foundation Constitution needs to be amended.

MOVED Anne Borzycki

SECONDED

Para 20 Winding Up

Proposed:

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