

**RULES OF
AUSTRALIAN ASSOCIATION
FOR
UNMANNED SYSTEMS**

Pursuant to Associations Incorporation Act 1985

CONTENTS PAGE

1. NAME	2
2. DEFINITIONS.....	2
3. OBJECTS OF THE ASSOCIATION	2
4. POWERS OF THE ASSOCIATION	3
5. MEMBERSHIP	3
5.1 Subscriptions.....	3
5.2 Resignations.....	3
5.3 Expulsion of a Member.....	3
5.4 Register of Members	4
6. THE COMMITTEE	4
6.1 Powers and Duties	4
6.2 Appointment	4
6.3 Proceedings of Committee	5
6.4 Disqualification of Committee Members	5
6.5 Council	5
6.6 Duties of Officers	5
7. GENERAL MEETINGS.....	6
7.1 Annual General Meetings	6
7.2 Special General Meetings	6
7.3 Notice of General Meetings	6
7.4 Proceedings at General Meetings	7
7.5 Voting at General Meetings	7
7.6 Poll at General Meetings	7
7.7 Proxies	7
8. MINUTES	7
9. FINANCIAL REPORTING.....	8
9.1 Financial Year.....	8
9.2 Accounts to be kept	8
9.3 Accounts and Reports to be laid before members.....	8
9.4 Annual Return.....	8
9.5 Appointment of Auditor	8
10. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS.....	8
11. WINDING UP.....	9
12. APPLICATION OF SURPLUS ASSETS	9
13. RULES.....	9

1. NAME

- a. The name of the incorporated association is Australian Association for Unmanned Systems - Australia, referred to herein as “the association” or “AAUS”.

2. DEFINITIONS

“**chapter**” means an affiliated organisation established in an Australian state or territory and chartered by AUVS-Australia

“**committee**” means the committee of management of the association

“**general meeting**” means a general meeting of members of the association convened in accordance with these rules

“**member**” means a member of the association

“**the Act**” means the Associations Incorporation Act 1985

“**special resolution**” means a special resolution defined in the Act

“**ordinary resolution**” means a resolution passed at a general meeting of the association

“**officers**” means the President, Vice President, Secretary and Treasurer.

“**month**” shall mean a calendar month.

“**Chapter**” means a member group established in an Australian state or territory with similar objects and rules to the association and accepted as a member Chapter by the association.

3. OBJECTS OF THE ASSOCIATION

The objects of the association are:

- a. to further the advancement of unmanned systems in Australia and the surrounding region;
- b. to encourage the advancement of technology associated with the unmanned systems community;
- c. to promote the education of the membership and those directly associated with unmanned systems and of the general public;
- d. to broaden professional relationships among members,
- e. to maintain and increase the professional standing of the membership;
- f. to provide support to worthy candidates in the field of unmanned systems;
- g. to recognise and award honours to individuals of great contribution to the field of unmanned systems.

4. POWERS OF THE ASSOCIATION

The association shall have all the powers necessary to promote the objects of the association as set down in Rule 3, including but not limited to:

- a. To facilitate the formation of Chapters in Australian states and territories
- b. To organize and participate in conferences, seminars, trade shows and other public events
- c. To publish newsletters, technical papers, lists of opportunities, and other information
- d. To form affiliations and join organisations with complementary objects
- e. To offer prizes, awards and scholarships, and to make donations
- f. To undertake promotional and advertising activities
- g. To have and to exercise all other powers as may be allowed by law including those granted under Clause 25 of the Act.

5. MEMBERSHIP

- a. Membership in the association is open to all individuals and all organisations.
- b. Any person who supports the objects of the association and agrees to be bound by its rules and who applies for membership of the association may apply for membership in writing. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

5.1 Subscriptions

- a. The subscription fees for membership shall be such sum as AAUS shall determine from time to time.
- b. The subscription fees shall be payable annually on 1 July or at such other time as the committee shall determine.
- c. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.2 Resignations

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.3 Expulsion of a Member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.

5.4 Register of Members

A register of members must be kept and contain:

- i) the name and address of each member;
- ii) the date on which each member was admitted to the association; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

6. THE COMMITTEE

6.1 Powers and Duties

- a. The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. The committee 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 committee shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer, is to be lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Ground Floor, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1407, Adelaide 5001.

6.2 Appointment

- a. The committee shall be comprised of:
 - president,
 - vice president,
 - secretary,
 - treasurer and
 - up to eleven committee members.
- b. A committee member shall be a natural person, and shall be a member in good standing of the association.
- c. The first committee of the association shall be appointed from the promoters of the association. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.
- d. A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.

- e. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f. Each Chapter of the association shall have the right to appoint a committee member.
- g. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of Committee

- a. The committee shall meet together for the dispatch of business at least quarterly. Meetings may be held by teleconference.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of Committee Members

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

- i. disqualified from being a committee member by the Act;
- ii. expelled as a member under these rules;
- iii. permanently incapacitated by ill health;
- iv. absent without apology from more than four meetings in a financial year;
- v. no longer the duly appointed representative of a corporate member.

6.5 Council

- a. There shall be a Council which undertakes day-to-day management of the association in accordance with these rules. The Council shall consist of:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
- b. The Committee may appoint other Council members
- c. The Committee shall appoint a Public Officer resident in South Australia as required by the Act.

6.6 Duties of Officers

- a. The President is the principal officer and responsible for leadership and management of the association and its activities in accordance with the policies and procedures of AAUS and these Rules. The President shall preside at all meetings of the association and of its Council.
- b. The Vice President shall preside at meetings in the absence of the President, assist in managing the association, and perform other duties that may be assigned by the President.

- c. The Secretary shall keep the minutes of all Member Group and Council meetings. Other duties of the Secretary include preparation of the Member Group's annual activity report.
- d. The Treasurer shall pay all bills and maintain the association's financial records. Duties of the Treasurer also include preparation of the Member Group's Annual Financial Report for presentation to the association.

7. GENERAL MEETINGS

7.1 Annual General Meetings

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c. The order of the business at the meeting shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) the consideration of the accounts and reports of the committee and the auditor's report
 - iii) the election of committee members
 - iv) the appointment of auditors
 - v) any other business requiring consideration by the association in general meeting.

7.2 Special General Meetings

- a. The committee 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 committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

7.3 Notice of General Meetings

- a. Subject to 7.3b, 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 serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- d. Where a notice is sent by post:
 - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - ii) 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.

7.4 Proceedings at General Meetings

- a. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any 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. Subject to 7.4d, the President shall preside as chairperson at a general meeting of the association.
- d. If the chairperson 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 a committee member or one of their own number to be the chairperson of that meeting.

7.5 Voting at General Meetings

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. 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, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

7.6 Poll at General Meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

8. MINUTES

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered in minute books kept 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 committee (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 at a meeting shall be deemed to be valid.

9. FINANCIAL REPORTING

9.1 Financial Year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

9.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

9.3 Accounts and Reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

9.4 Annual Return

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 committee's statement, and the committee's report.

9.5 Appointment of Auditor

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

10. 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 55 of the Act provides a prohibition against securing profits for members.

11. WINDING UP

After unanimous agreement of its officers, the association may be wound up in the manner provided for in the Act, by consent of the members by a majority vote at a Special General Meeting.

12. APPLICATION OF SURPLUS ASSETS

If after the winding up of the association there remains "surplus assets" as defined in 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.

13. RULES

- a. These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- b. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- c. 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.
- d. Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed.