



ADIESA

Australian Defence Information and Electronic Systems Association

Constitution

for the

Australian Defence Information and Electronic Systems
Association Incorporated

Accepted at a General Meeting of the Association on 27 November 2018

ADIESA AT A GLANCE

Incorporation information

The Australian Defence Information and Electronic Systems Association (ADIESA or the Association as appropriate) is incorporated under the Associations Incorporation Act of the Australian Defence Information and Electronic Systems Association.

Date of Incorporation: 11 July 2007
Association Number: A04627
ABN: 53 620 349 109
Internet Domain Name: www.adiesa.org.au
Postal Address: PO Box 3869
MANUKA
ACT 2603

Mission

To enhance Australia's defence capabilities by assisting with force modernisation and encouraging business process improvement by facilitating increased collaboration between industry, Defence and other relevant elements of government operating predominantly in the information and electronic systems domain.

ADIESA objectives

The objectives of ADIESA are to:

- Achieve close alignment and robust information exchange between Defence and industry related to the management and handling of information in support of operations and corporate activities.
- Serve as a forum which gives balanced industry advice to Defence on issues pertaining to capability definition, system procurement and through-life support.
- Increase involvement of industry in force development to assist in the identification of key Information and Electronic Systems technologies and trends, industry capabilities and research and development opportunities which enhance Defence capability and reduce risks, including technical risk, associated with system implementation and through-life support.
- Provide industry input to the development of Defence policy (accepting that ADIESA is not the only industry voice).
- Enhance industry focus on Defence requirements and the formation of industry-to-industry and industry-to-Defence alliances which effectively address Defence and broader national security objectives.
- Satisfy the requirements of Defence and Industry engagement objectives through avenues such as the Capability Development Advisory Forum (CDAF) and Environmental Working Groups (EWGs).
- Promote an internationally competitive Australian Defence information and electronic systems industry.

Comments

Comments have been included for information or clarification of intent. Comments are contained within a comment box such as this paragraph is in. These do not form part of the Constitution.

References

- A. Schedule 1 of the Australian Capital Territory *Associations Incorporation Regulation 1991* made under the Australian Capital Territory *Associations Incorporation Act 1991* (effective 18 June 2013)
- B. *Corporations Act 2001*, including amendments up to Act No. 61, 2013 (Compilation start date 19 July 2013)
- C. The Australian Capital Territory *Associations Incorporation Act 1991*
- D. The Australian Capital Territory *Associations Incorporation Regulation 1991* (effective 18 June 2013)

This Constitution is based on Reference A above, cognisant of the requirements laid down in Reference B.

Definitions

| Term | Meaning |
|---------------------|---|
| Member | A company, or other organisation, that has applied and been accepted for membership in accordance with the Constitution. |
| Financial Year (FY) | The year ending on 30 June. |
| Board | Equivalent to the “committee” under Reference A; the governing body for ADIESA. |
| Representative | A person (natural person) who has been selected by a Member to represent their company (or other organisation) at ADIESA gatherings (meetings, forums, workshops etc.). A Member may have multiple Representatives. |

Amendments

| Date | Amendment |
|------------------|--|
| 24 November 2014 | Initial approved version |
| 27 November 2018 | Proposal 1 clarifying definition of Member qualification |

Membership

Membership qualifications

1. Membership of ADIESA is open to companies and other organisations (including research institutions and government entities) which:
 - a. are substantially involved in the provision of information and electronic systems and related capabilities to Defence and to other national security agencies and authorities; and
 - b. actively operate within Australia (i.e. have an Australian Company Number or Australian Business Number, a registered office in Australia and Australian-based staff); and
 - c. support the mission and objectives of ADIESA.

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| <p>This may include the design, development, manufacture and delivery of information management and C4ISR systems and the provision of electronic hardware and software products and services.</p> |
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Nomination for membership

2. Companies and organisations which seek to join ADIESA are required to submit a completed membership application form (Appendix 1) with the Secretary.
3. The Secretary, in a practical timeframe, refers the nomination to the Board which, in turn, decides whether to approve or reject the nomination.
4. The Secretary notifies the nominee of the success (or otherwise) of the application and requests the relevant subscriptions (see: *Fee, subscriptions etc*). Upon receipt of the subscription, the nominee's name is entered into the register of Members and the nominee becomes a Member of the Association.

Membership entitlements not transferable

5. In general, membership of ADIESA cannot be transferred or transmitted to another company (or organisation), with the following clarifications:
 - a. If a financial Member acquires, is acquired by, or merges with another financial Member, no refund will be given to either member.
 - b. If a financial Member acquires, is acquired by, or merges with a non-financial organisation, the new organisation is deemed to be a financial Member for the remainder of the financial year. A new fee, based on the size and status of the new organisation, will be determined and levied at the next subscription period.

Cessation of membership

6. A company (or organisation) ceases to be a Member of the Association if the Member:
 - a. Resigns from the Association (see paragraph 8 below);
 - b. Fails to renew membership to the Association;
 - c. Ceases trading; or
 - d. Is expelled from the association.
7. Membership fees are non-refundable in the event a member ceases their subscription.

Resignation of membership

8. ADIESA is a voluntary association. Members may leave (resign) at any time they choose by giving written notice to the Secretary. The Secretary must amend the register of Members to reflect the change in membership status.

Fee, subscriptions etc

ADIESA is a not-for-profit association.

9. The Association has no application or joining fees.
10. The Board reviews and determines membership fees and subscriptions annually. The fees which apply at any given time, as determined by the Executive, are promulgated on the ADIESA website.
11. Where new members join ADIESA part way through the year, their initial subscription may, at the Board's discretion, be a pro-rata amount, based on the number of whole months remaining in the financial year.
12. All annual subscriptions shall become due and payable, in advance, on 1 July in every year or as otherwise advised by the Executive.

Members' liabilities

13. The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by Sections 10 and 11 above.

Disciplining of members

14. The Board, in a formally constituted meeting, may determine if a Member is not abiding by the spirit or the wording of the ADIESA Constitution or any properly authorised procedures. In such a circumstance, the Board may resolve to counsel the Member or expel the Member from the Association.
15. If the Board resolves to take action against the Member, the Secretary must, as soon as practical serve a written notice on the member that sets out the Board's resolution. This notice will also include:
- the grounds upon which the resolution is based,
 - the Member's rights to address the Board at a properly convened meeting (through attendance and/or oral presentation or through a written submission), and
 - the date, place and time of the meeting (opportunity to address the Board); which will be between 14 and 28 days of serving the notice.
16. The Board shall decide at the disciplinary meeting (15.15.c above) whether to confirm or revoke the resolution. Should the Board confirm the resolution, the Secretary will inform the Member confirm this by means of a written notice within seven days.
17. A disciplinary resolution confirmed by the Board will take effect once the notice has been served. The Members right of appeal remains extant.

Right of appeal of disciplined Member

18. A Member may appeal to the Association in general meeting against a resolution of the Board, that is confirmed under section 16 above, within 7 days after notice of the resolution is served on the member. This general meeting may be called through the mechanisms described in (see paragraphs 65 and 66 below).
19. No business other than the question of the appeal may be transacted; and the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both.
20. The Members present must vote (see paragraphs 79-82 below) on the question where the resolution should be confirmed or revoked. The results of the vote are binding on both the Board and the Member.
21. The resolution shall be noted as confirmed if a quorum is not be achieved

Board

Powers of committee

22. The Board, subject to Reference C and D, these rules, and to any resolution passed by the association in general meeting:
 - a. controls and manages the affairs of the association; and
 - b. may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
 - c. has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and membership

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| ADIESA provides opportunities to mentor individual members in higher level engagements with senior Defence officials as well as Parliamentarians, and Ministers and their staff |
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23. The Board consists of eight directly elected Representatives, covering:
 - a. the office-bearers of the association; and
 - b. 4 ordinary Board members.
24. The Board may also co-opt up to three additional Representatives, where a need is seen to bring particular expertise or insight onto the Board. The Board will provide clear guidance as to the stated role and scope of these additional Board members. This arrangement can be terminated at any time by the Board.
25. The office-bearers of the association are:
 - a. the Chair; and
 - b. the Deputy Chair; and
 - c. the Treasurer; and
 - d. the Secretary.
26. Each member of the Board holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the Board member's election.

- a. Board members, unless appointed as the Chair or Deputy Chair, should not normally serve for more than three consecutive years on the Board.
- b. The Chair and Deputy Chair should not normally serve in either position for more than two consecutive years. Irrespective of their length of tenure on the Board, the Chair, on ceasing to hold this position, is invited to remain on the Board as an ex officio member for a further year (see paragraph 24 above).
- c. Members who are co-opted as members of the Board cease to be Board members at the Annual General Meeting which follows their appointment.

27. If there is a vacancy in the membership of the Board, the Board must appoint a Representative to fill the vacancy (ensuring there is a minimum of eight active members of the Board at any time) and the Representative so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

Election of Board members

28. Representatives may self-nominate as candidates for election to the Board providing that the Member to which they belong is a financial member or not more than two months in arrears with membership subscription payments when the election occurs.
29. Nominations for election to the Board must be made in writing and will generally close a week prior to the meeting for which nominations have been called.
30. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
31. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
32. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
33. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held. A first past the post voting system shall be used. A two way tie for the last position shall be resolved by the toss of a coin. Should the tie involve three or more candidates, a short straw method of selecting the final member shall be adopted.
34. The Chair and Deputy Chair shall be selected by the Members present at the meeting. Only members who have been elected to the Board may nominate for these positions and the elections for both positions, should elections be required, should be conducted immediately after the results of the Board election have been declared.
35. The remaining officer bearers shall be decided by the incoming Board. The Board shall also identify the Public Officer for the Association so that the ACT Office of Regulatory Services can be properly notified as required in References C & D.

Office holders are expected to table action plans at the Board meeting immediately following the appointment.

36. A person is not eligible to simultaneously hold more than one position on the Board.

Secretary

37. The secretary is responsible for minutes of:
- all elections and appointments of office-bearers and ordinary Board members;
 - the names of members of the Board present at a Board meeting or a general meeting; and
 - all proceedings at Board meetings and general meetings.
38. Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
39. Draft minutes are to be distributed to the Board members within one week of the date of the meeting. The accepted minutes (accepted at the next Board meeting) are to be available on demand to all Members.
40. A Secretariat, not an elected Representative, will be appointed as required by the Board to take minutes and perform such other duties as are necessary to ensure the smooth functioning of the Board. The Secretariat may be remunerated for reasonable effort.

Treasurer

41. The treasurer of the association is responsible for:
- collecting and receiving all amounts owing to the Association and make all payments authorised by the Association; and
 - keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the association.

Vacancies

42. For these rules, a vacancy in the office of a member of the Board happens if the Board member:
- dies; or
 - their parent company (or other organisation) ceases to be a Member of the Association; or
 - resigns the office; or
 - is removed from office under paragraph 44 (Removal of Board members); or
 - becomes bankrupt or personally insolvent; or
 - suffers from mental or physical incapacity; or
 - is disqualified from office under the Act (Reference C), section 63 (1); or
 - is subject to a disqualification order under the Act (Reference C), section 63A; or
 - is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

Stability of leadership for ADIEA is important. Should personnel find themselves in a volatile employment environment, ADIEA should be able to (a) allow the person to stabilise their situation, and (b) allow the Board to follow through with plans already in action.

43. Where the Board member ceases to be an employee of a Member company, the remaining Board members may agree to allow the vacating Board member a period of grace before being asked to vacate the Board.

Removal of Board members

44. The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the Board from the office before the end of the Board member's term of office.

Board meetings and quorum

In 2014, the intention is to hold a Board meeting each month. To this end, a standing agenda has been developed and meetings are scheduled for the second Tuesday of each month.

ADIESA is a national organisation and every opportunity for participation by interstate Representatives must be given.

45. The Board should meet at intervals of not greater than four months with a view to having at least four meetings per annum. Where a Board member cannot be present in person, an opportunity to attend by teleconference shall be provided.

46. Additional meetings of the Board may be called by any member of the Board.

47. At least one week's notice is to be given unless the meeting is to cover urgent business. The notice must specify the general nature of the business to be transacted at the meeting (the agenda).

48. Four members of the Board, of which at least one is to be the Chair or Deputy Chair (or a delegate in according with paragraph 51.b below), shall constitute a quorum. A quorum will only be valid for a properly constituted (formal) meeting.

49. No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place of the Board's choosing.

50. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

51. At meetings of the Board:

- a. the Chair or, in the absence of the Chair, the Deputy Chair presides; or
- b. if the Chair and the Deputy Chair have both offered their apologies, one of the remaining members of the Board may be chosen (prior to the meeting) by the Chair to preside.

Delegation by Board to working group

52. The Board may, in writing, delegate to one or more working groups (consisting of Representatives that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument, other than:

- a. this power of delegation; and
- b. a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Association in general meeting.

An example of a function that could be delegated is the management of Focus Groups.

53. The instrument of delegation will normally include conditions or limitations (including regarding time or circumstances) about the exercise of any function. The Board may (in writing) revoke the delegation (in part or in whole) at its discretion.
54. Despite any delegation under this section, the Board may continue to exercise any function delegated.
55. Any act or thing done or suffered by a working group acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.
56. A working group may meet and adjourn as it considers appropriate.

Voting and decisions

57. For the purposes of this section the term “meeting” shall mean the meeting of the Board or working group that is relevant to the context.
58. All members of the Board, including any who may have been co-opted, shall have a vote.
59. Questions arising at a meeting are decided by a majority of the votes of members present at the meeting.
60. Each member present at a meeting (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.
61. Any voting outcomes are to be recorded in the minutes.

General meetings

Annual general meetings—holding of

62. ADIESA holds its Annual General Meeting (AGM) between September and early-December of each year.

Factors for the timing of the AGM are the completion of the audit of accounts and the requirement to report to the ACT Government.

Annual general meetings—calling of and business at

63. The Board will determine the appropriate time and place for the AGM. The Board shall be responsible for notifying members (reference).
64. The AGM, in addition to considering formal business notified in advance, shall also:
 - a. Formally confirm the minutes of the last AGM and any general meeting held since that meeting.
 - b. Receive reports on the activities of the Association during the last financial year.
 - c. Receive reports from the Chair, the Treasurer and the Auditor; and
 - d. conduct elections for the Board, Chair and Deputy Chair for the forthcoming year.

General meetings—calling of

65. The Board may call a general meeting as may any five Members not necessarily being members of the Board.

66. Where a general meeting is called by ordinary Members (whether in co-operation with members of the Board or not), the request must be lodged with the Secretary and include the purpose(s) of the meeting. Additional document may be included with the request. The Board must call the general meeting on the Members' behalf within one month of the request.

Notice

67. The Secretary must provide notice of the date, time, place and business of the meeting to all Members not less than 21 days before the meeting is to be held. Formal motions and relevant supporting documentation must also be circulated to Members not less than 14 days before the meeting is to be held.

68. No business other than that specified in the notice calling a general meeting may be transacted at the meeting.

69. A Member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

The Board should provide a "heads-up" to Members about the proposed date for general meetings (in particular the AGM) so that Members may provide the Secretary with additional agenda items. This does not absolve Members of the need to communicate with the Secretary as soon as they have an item they want raised.

General meetings—procedure and quorum

70. No item of business may be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.

71. A quorum shall consist of the Representatives of 10 Members or 50% of Members (whichever is the lesser). Where a Member cannot send a Representative to be present in person, an opportunity to attend by teleconference shall be provided.

72. If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Members is dissolved and in any other case stands adjourned to a time and place to be decided by the Board.

73. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Members present (being not less than 3) constitute a quorum.

Presiding member

74. The Chair, or in the absence of the Chair, the Deputy Chair, presides at each general meeting of the association.

75. If the Chair and the Deputy Chair are absent from a general meeting, the Representatives present must elect one of their number to preside at the meeting.

Adjournment

76. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Representatives present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

77. If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Making of decisions

78. A question arising at a general meeting of the association is to be decided on by a vote of the Members present. The outcome of the vote is to be recorded in the minutes.

Voting

79. On any question arising at a general meeting of the association a Member, irrespective of how many Representatives are present, has one vote only. For each Member present, the Representative who is authorised to cast that vote is to be recorded.

80. All votes may be given personally or by proxy but no Member may hold more than 5 proxies.

81. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

82. A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid.

Appointment of proxies

83. Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

84. The notice appointing the proxy must be in the form set out in appendix 2.

85. Completed forms must be handed to the person presiding the meeting before the meeting is opened. Unless otherwise instructed the proxy may vote as he/she thinks fit.

Miscellaneous

Funds—source

86. ADIESA's principal source of revenue is expected to be from the subscriptions of Members. Some activities, run on a cost-recovery basis, shall also involve ADIESA Members being billed for their attendance or involvement. Other activities may be open to non-members, in which case Member involvement would normally be subsidised where payment is required.

87. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

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| ADIESA prefers that all financial transactions are done through Electronic Funds Transfer. |
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88. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds—management

89. Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the Board decides.

90. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of four nominated members of the Board.

ADIESA has established a general purpose cheque account for the purpose of managing revenues as well as payments. The cheque book is held by the Treasurer.

Alteration of objects and rules

91. Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

Common seal

92. The common seal of the Association must be kept in the custody of the Secretary.

93. The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of two members of the Board or of one member of the Board and of the Secretary.

Custody of books

94. The Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

Inspection of books

95. The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a Member of the Association at any reasonable hour.

Service of notice

96. The preferred means of communication is through e-mail. Any message delivered through e-mail (whether in the body of the e-mail or an attached document) is considered to have been served in writing.

- a. The addresses to be used for communication (whether by e-mail, traditional post or facsimile) shall be kept in the register of Members. Members may have more than one e-mail address as the preferred point of contact.
- b. Working groups may hold additional e-mail contacts for those Representatives that are relevant to the working group but not for general Association correspondence.

97. The Association reserves the option to also use more traditional means of serving notices (including traditional mail and facsimile).

Surplus property

98. At the first general meeting of the association, the association must pass a special resolution nominating:

- a. another association for the Act, section 92 (1) (a); or
- b. a fund, authority or institution for the Act, section 92 (1) (b); in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

99. An association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).