

## **B-24 Liberator Memorial Australia Inc.**

### ***Summary of Changes to the Constitution, submitted to Committee of Management, July 2018***

These changes have been made to take account of advice and recommendations from:

- (1) Museums Australia (Victoria) – see Accreditation Report, 8 March 2018
- (2) Not-for-Profit Law – see report on Governance Health Check, April 2018, including reference to new requirements for incorporated associations set out in the AIR Act

The order of several sections has been changed, so that sections 13 to 16 are now as follows:

- 13 Sources of funds
- 14 Management of funds
- 15 Liquidation of the Association
- 16 Custody and inspection of records

Some re-numbering of subsections has occurred to achieve consistency throughout the document.

Section 4, 1<sup>st</sup> sentence, has been expanded as follows: 'Any person who supports the purposes of the Association and is of good character is eligible for membership.'

Section 9, second sentence has been amended to read: 'The Committee consists of an Executive of four, a Committee of between six and eight (the number to be determined by the outgoing Committee prior to the AGM) and a representative of the National Trust, Victoria.' This is to provide some flexibility regarding the number of non-executive Committee positions.

The following subsections have been added under '9.2 Executive Responsibilities':

- c) Removal from, and Vacation of, Office  
A member of the Committee vacates their office if any of the following circumstances occurs:
  - i The Committee member resigns his or her office by written notice addressed to the Committee.
  - ii The Committee member is removed from office by special resolution of members.
  - iii The Committee member:
    - dies;
    - becomes insolvent under administration;
    - becomes a represented person (within the meaning of the Guardianship and Administration Act 1986);
    - is disqualified from managing corporations under Part 2D.6 of the Corporations Act;
    - is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Corporations (Aboriginal) and Torres Strait Island) Act 2006 or
    - is disqualified from managing cooperatives under Division 2 of Part 3.1 of the Cooperatives National Law (Victoria);
    - if he or she stops living in Australia (this only applies to the Secretary); or
    - a statutory manager is appointed under section 116 of the Act to conduct the affairs of the Association.
- d) Filling the Position of Secretary if Vacated  
If the office of Secretary becomes vacant, the association must, within 14 days after the vacancy

arises, fill the vacancy in accordance with the procedure provided in its rules. If 14 days is not long enough to carry out this procedure, the Committee must appoint a temporary Secretary within 14 days. This “interim” Secretary only holds the position until a permanent Secretary is appointed. CAV must be notified of the appointment of a new Secretary.

The sections ‘10.2.1 Special General Meeting’ and ‘10.3 Voting’ have been re-numbered 10.2 and 10.3. Sections ‘13 Sources of Funds’ and ‘14 Management of Funds’ have been added:

### 13. Sources of Funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund raising activities, grants, interest and any other sources approved by the Committee.

### 14. Management of Funds

- i The assets and income of the Association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to members except as genuine compensation for services rendered or expenses incurred on behalf of the Association.
- ii The Association must open an account with a financial institution from which all expenditure is made and into which all of the Association’s revenue is deposited.
- iii Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- iv The Committee may authorise the Treasurer to expend funds on behalf of the Association (including electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- v All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee members.
- vi All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- vii With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid into the float is accurately recorded at the time of the transaction.

Section ‘15 Liquidation of the Association’ has been amended to take account of MA (Vic) requirements for accreditation (see Accreditation Report, p. 3 and detailed comments on Part A Managing the Museum, A.1).

### 15. Liquidation of the Association

- i If the Association is liquidated, the aircraft and associated heritage collection items will be offered to an appropriate, accredited Australian museum. Matters such as undercover display and storage, and public access would be covered by means of a detailed Memorandum of Understanding.
- ii No money will be distributed to members of the Association.
- iii Any item that has been received as a loan will be returned to the lender.
- iv Any other associated items such as records, files, equipment and electronic data will be given or transferred to a similar institution (ideally, the same museum as referred to in 15.i above).
- v All other assets will be sold and the money invested to provide funds for the ongoing maintenance of the B-24 Liberator.