



# Constitution

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# Constitution

Revision 3a - Effective 18/05/2021

## Preamble

Since its formation in the late 1990s, VATPAC has served the flight simulation community in Australia and the Pacific by providing a community and network for online flight and air traffic control simulation.

Originally formed as "SATPAC" under the auspices of SATCO, following the dissolution of SATCO, the board of the day resolved to become affiliated with VATSIM and consequently changed the name of the organisation to VATPAC.

Over the past twenty years, VATPAC has grown from a small group of members to a flourishing organisation with over 500 members and visitors flying and controlling within its virtual airspace.

As it enters its third decade of operation, it has become desirable to strengthen the governance of the organisation. This constitution serves not only to codify existing practices but implement a number of changes that will improve transparency and accountability.

The VATPAC Board therefore resolved on 12 January 2019 to enact this constitution.

## Part 1—Preliminary

### 1 Name

The name of the organisation is “VATSIM Australia Pacific”. The organisation may alternatively be known as “VATPAC”.

### 2 Purposes

The purpose of VATPAC is to provide a networked environment for the computer simulation of flight and air traffic control within Australia and the Pacific.

### 3 VATSIM

- (1) VATPAC is a division of the Virtual Air Traffic Simulation Network (hereinafter referred to as **VATSIM**) pursuant to the **Code of Regulations** of the latter.
- (2) Where this constitution is inconsistent with the VATSIM Code of Regulations, the latter shall prevail and the former will be without force or effect but only to the extent of the inconsistency.

### 4 Definitions

- (1) The dictionary at the end of this constitution defines certain words and expressions.
- (2) Words and expressions defined elsewhere in this constitution apply to each use of the word or expression, unless the contrary intention appears.

### 5 Powers of VATPAC

- (1) Subject to the VATSIM Code of Regulations, VATPAC has the power to do all things incidental or conducive to achieve its purposes.
- (2) VATPAC may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6 Not for profit

- (1) VATPAC must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subsection (1) does not prevent VATPAC from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

## Part 2—Membership

### Division 1—General

#### 7 Ordinary membership

- (1) Any person who supports the purposes of VATPAC and is also a member of VATSIM is eligible for ordinary membership.
- (2) A person becomes an **ordinary member** of VATPAC by registering, with VATSIM, their home division as VATPAC and meeting any requirements determined by VATSIM, including VATPAC rules made pursuant to such requirements.

#### 8 Associate membership

- (1) Associate membership of VATPAC shall be open to all persons who meet the requirements for ordinary membership but whose home division is other than VATPAC.
- (2) The Board must enact a policy for the enrolment of associate members.
- (3) An **associate member** shall have the same rights as ordinary members except they shall not be eligible to be a staff member or board member.

#### 9 Ceasing membership

- (1) The membership of a person ceases—
  - (a) if the member ceases to be a member of VATSIM;
  - (b) if an ordinary member changes their home division to other than VATPAC;
  - (c) if an associate member resigns by notice in writing to VATPAC; or

#### Note

Section 83 provides for how notices may be served.

- (d) if the person dies.
- (2) A person who ceases to be a member also ceases to be a staff member or board member.

## 10 Expulsion of members

VATPAC may not expel any of its members.

### Note

Expulsion of members from VATSIM is provided for under Article VI of the VATSIM Code of Regulations. A member who is so expelled consequently ceases to be a member of VATPAC by the operation of Section 9.

## 11 Register of members

- (1) VATPAC must keep and maintain a **register of members** that includes—
  - (a) the member's name;
  - (b) the email address for notice last given by the member;
  - (c) the date of becoming a member;
  - (d) if the member is an associate member, a note to that effect;
  - (e) any other information determined by the Board—  
except that general members excluding those appointed to a staff role, need not be entered into the register if VATSIM keeps and maintains such records.
- (2) VATPAC must publish the register of members, except that any private information (such as email address) must not be published.

### Division 2—Town Hall Meetings

## 12 Town hall meetings

- (1) The Board must convene a **town hall meeting** at least once in each calendar year but at intervals not exceeding 18 months.
- (2) The Board may determine the date, time and teleconferencing system for each town hall meeting.
- (3) The business of each town hall meeting is as follows—
  - (a) the Board is to present a report of recent activities;
  - (b) at the first town hall meeting following the end of a financial year, to receive and consider the financial statements of VATPAC for the preceding financial year;

- (c) members may ask questions without notice to the Board;
- (d) any other business for which notice has been given in accordance with this constitution.

### **13 Notice of town hall meetings**

The secretary must place a notice on the noticeboard at least 14 days prior to a town hall meeting. The notice must—

- (a) specify the date and time for the meeting;
- (b) include instructions for accessing the teleconferencing system; and
- (c) include a list of business to be considered at the meeting.

## **Part 3—Board of Directors**

### **Division 1—General**

### **14 Role and Powers**

- (1) **The Board** is responsible for—
  - (a) the overall management of VATPAC;
  - (b) providing advice to the division director on the exercise of his or her powers; and
  - (c) providing oversight of the activities of portfolios.
- (2) The Board has the following powers—
  - (a) to change this constitution;
  - (b) to appoint and remove board members and the divisional conflict resolution manager;
  - (c) to disallow the appointment of senior staff members;
  - (d) to enact policies;
  - (e) to approve expenditure and fund-raising measures;
  - (f) to decide on administrative appeals;
  - (g) to inquire into the activities of VATPAC; and
  - (h) to establish committees consisting of ordinary members with terms of reference it considers appropriate.

## **15 Delegation**

- (1) The Board may delegate any of its powers to the division director, except the power to change this constitution.
- (2) The delegation must be by a resolution of the Board, the text of which must contain—
  - (a) any conditions or limitations of delegation; and
  - (b) the commencement and expiry times of the delegation.

## **16 Emergency powers**

In urgent circumstances, the division director may exercise the powers of the Board (other than the power to change this constitution), subject to the advice and consent of the VP Asia Pacific, and such exercise must be ratified by the Board at the earliest opportunity.

## **17 Challenge to the powers of the Board**

In the event that it is held that the certain powers of the Board (as prescribed in section 14) are properly held by the division director, then the division director is deemed to have delegated those powers to the Board and must not personally exercise those powers except in accordance with this constitution.

## **Division 2—Composition and Duties**

## **18 Composition**

The Board consists of—

- (a) the division director;
- (b) portfolio directors;
- (c) non-executive directors.

## **19 Who is eligible to become a board member**

- (1) A person must not be appointed as a board member unless they have been an ordinary member during the 12 months to the date of appointment.
- (2) If a board member ceases to be an ordinary member, then that person also ceases to be a board member and their position shall be vacant.
- (3) The division director must publish position descriptions for portfolio directors and non-executive directors.

## **20 General duties of board members**

- (1) In addition to the general duties in this section, board members must also perform the duties described in their respective position descriptions.
- (2) Board members must become familiar with this constitution, the VATSIM Code of Regulations, VATSIM policies and VATPAC policies.
- (3) Board members must exercise their powers and discharge their duties in good faith in the best interests of VATPAC and for a proper purpose.
- (4) Board members and former board members must not make improper use of their position or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or cause detriment to VATPAC.

## **21 Resignation of board members**

A board member may resign from the Board by written notice to the division director.

## **22 Board members not to be remunerated**

VATPAC must not remunerate any board member nor reimburse a board member's expenses to attend any meeting.

### Division 3—Executive Directors

## **23 Executive directors**

**Executive directors** include the division director and portfolio directors.

## **24 Division director**

- (1) The division director is the person appointed by the VP Asia Pacific pursuant to the VATSIM Code of Regulations.
- (2) VATPAC requests that the VP Asia Pacific appoints the division director generally in accordance with the requirements of this constitution for the appointment of portfolio directors.

## **25 Portfolio directors**

The division director shall nominate the number of **portfolio directors** and each portfolio director's area of responsibility.

## **26 Order of precedence**

- (1) The division director must maintain and publish an order of precedence of portfolio directors.
- (2) In the event of the absence, death, incapacity or removal of the division director, the office of the division director shall be assumed by a portfolio director according to the order of precedence.
- (3) Despite subsection (2), a portfolio director must not assume the office of the division director, except at the request of the division director or VP Asia Pacific.

### Division 4—Non-Executive Directors

## **27 Non-executive directors**

- (1) The division director shall nominate the number of ***non-executive directors***, up to a maximum of two.
- (1A) Despite subsection (1), the Board, by unanimous consent, may approve a different maximum.
- (2) If the division director nominates a number of non-executive directors exceeding the number currently appointed, then those additional seats shall be deemed to be vacancies.
- (3) If the division director nominates a number of non-executive directors less than the number currently appointed, there will be no effect on the appointment of current non-executive directors. However, no vacancies will be created until the number of non-executive directors falls below the nominated number.

## **28 Term of appointment**

- (1) A non-executive director shall be appointed for a term commencing on the first day of January after appointment and expire after one year, except where the appointment is to fill a vacancy.
- (2) Where a non-executive director has been appointed to fill a vacancy, the term of appointment shall commence immediately after appointment and expire on the last day of December after his or her appointment.

## Division 5—Board Meetings

### 29 Board meetings

- (1) The division director must convene an ordinary **board meeting** 4 times each year.
- (2) An extraordinary board meeting may be convened by the division director or by any three board members.
- (3) An extraordinary board meeting may be convened by a single board member where a provision of this constitution permits. However, the only business that may be conducted at that meeting is that authorised by that provision.

### 30 Notice of meetings

The convenor of a board meeting must give 14 days' notice to each board member which must—

- (a) specify the date and time for the meeting;
- (b) include instructions for accessing the teleconferencing system; and
- (c) include a list of business to be considered at the meeting.

### 31 Urgent meetings

- (1) In urgent circumstances, a board meeting may be convened without the notice required under section 29, provided that as much notice as practicable is given to each board member.
- (2) Any substantive resolution made at an urgent meeting must be passed by an absolute majority of board members.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### 32 Procedure

The procedure to be followed at Board meetings shall be determined from time to time by the Board.

### 33 Quorum

- (1) No business may be conducted at a board meeting unless a quorum is present.

- (2) The quorum for a board meeting is the presence of a majority of board members.
- (3) Where a meeting has been convened other than by the division director, if a quorum is not present within 30 minutes after the notified commencement time of a board meeting, the division director may adjourn the meeting indefinitely.

#### **34 Executive session**

- (1) At a board meeting, any board member may move a procedural motion to enter or leave executive session.
- (2) Any business considered during an executive session shall be considered to be confidential and must not be recorded in the minutes or publicised except by order of the Board.

#### **35 Minutes of meetings**

The secretary must cause minutes to be taken and published of each board meeting, which must record—

- (a) the names of attendees;
- (b) the business considered at the meeting; and
- (c) the results of votes on motions—

but must exclude any business considered during an executive session or that the Board has otherwise ordered not be published, except by further order of the Board.

#### **36 Leave of absence**

The Board may grant a board member leave of absence from a board meeting. A leave of absence may be granted retrospectively.

#### **Division 6—Resolutions of the Board**

#### **37 Voting at meetings**

- (1) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (2) A motion is carried as an ordinary resolution if a majority of board members present at the meeting vote in favour of the motion.
- (3) If votes are equally divided on a question, then the motion fails.

### **38 Voting outside of meetings**

- (1) A board member may move a motion outside of a board meeting by submitting it to the division director.
- (2) The division director must put the question to each board member.
- (3) The motion is carried as an ordinary resolution if an absolute majority of board members vote in favour of the motion.
- (4) The division director may declare the result of a motion once a sufficient number of 'yes' or 'no' votes have been received.
- (5) At the next ordinary board meeting, the division director must read out the resolutions that had been passed outside of meetings since the last meeting and move a motion to confirm those resolutions.

### **39 Special resolutions**

- (1) Where this policy requires a ***special resolution*** of the Board, the motion may only be moved at a board meeting and where the motion has been placed on the agenda for that meeting.
- (2) A motion for a special resolution passes if not less than three quarters of all board members vote in favour of the motion.
- (3) The minutes of meeting must record the names of those voting in favour and against the motion.
- (4) Where the requirement of subsection (2) cannot be reasonably achieved, the motion may be moved in the VATPAC Board Forum and all voting board members must participate in the vote and the result must be included in the quarterly minutes, IAW subsection (3).

### **40 Effect of vacancies**

For the purposes of determining the number of votes required to pass a resolution, the total number of board members shall exclude vacant positions.

## Division 7—Administration

### 41 Secretary and Treasurer

- (1) The secretary and treasurer is the person who is responsible for managing the finances of VATPAC in accordance with the directions of the Board and responsible for the administration of this constitution.
- (1A) The secretary and treasurer is a voting, non-executive, board level position and the incumbent must—
  - (a) be at least 18 years of age;
  - (b) ordinarily reside in Australia;
  - (c) not be disqualified from managing corporations under Part 2D.6 of the **Corporations Act 2001** of the Commonwealth of Australia.
- (2) The division director shall ensure that at all times there is a secretary and treasurer appointed who meets the requirements of subsection (1A).
- (3) The Secretary and Treasurer term of appointment is subject to the requirements of section 28.
- (4) The Secretary and Treasurer must—
  - (a) receive all monies paid to or received by VATPAC and issue receipts for those monies in the name of VATPAC;
  - (b) ensure all monies received are paid into the account of VATPAC within 5 working days after receipt;
  - (c) make any payments authorised by the Board from VATPAC's funds; and
  - (d) ensure that at least one other Board member meeting the requirements of subsection (1A) has access to the accounts and financial records of VATPAC.
  - (e) ensure that the financial records of VATPAC are kept;
  - (f) arrange for the preparation of financial statements; and
  - (g) maintain the register of members as described in section 11.

in accordance with the policies enacted by the Board.

(6) No person shall have access to the accounts of VATPAC until that person provides to the Board and VP Asia Pacific (to their satisfaction)—

- (a) identity document issued by an Australian government agency with name, address and photograph; and
- (b) photograph of the person holding a hand-written, signed and dated note with the text “I am [A.B.], an officeholder of VATSIM Australia Pacific”.

## **42 Reserved**

Reserved.

## Division 8—Removal of a board member

## **43 Grounds for removing a board member**

The Board may remove a board member (other than the division director) if it is determined that the board member—

- (a) has failed to perform the duties in his or her position description;
- (b) has breached this constitution;
- (c) has failed to meet the online participation requirements in his or her position description;
- (d) has failed to attend Board meetings without leave of absence; or
- (e) has engaged in conduct prejudicial to VATPAC.

### **Note**

In accordance with the VATSIM Code of Regulations, the division director may only be removed by the VP Asia Pacific.

## **44 Notice to board member**

If one-quarter of board members are satisfied that there are sufficient grounds for commencing removal proceedings against a board member, they may submit a petition to the division director, who must give written notice to the board member—

- (a) stating that it is proposed to remove the member from the Board;
- (b) stating the grounds for removal;
- (c) stating the date and time for the removal meeting;

- (c) advising the member that he or she may give a written statement to the Board at any time prior to the removal meeting; and
- (d) setting out the member's appeal rights under section 47—

and such notice must be given no later than 14 days before the removal meeting is held.

#### **45 Removal meeting**

- (1) The division director shall convene an extraordinary board meeting to consider the removal of the board member, which shall only pass by special resolution.
- (2) The member in question shall not participate in the meeting, except that the member in question has the right to be heard by the Board.

#### **46 Effect of removal**

The removal of a member from the Board does not affect that member's ordinary membership.

#### **47 Appeal rights**

A member may appeal his or her removal from the Board to the VP Asia Pacific whose decision on the matter shall be final.

### **Part 4—Policies**

#### **48 Effect of policies**

Policies enacted by the Board have the following effects—

- (a) policies have the same force as this constitution; and
- (b) policies may be local rules pursuant to VATSIM policies.

#### **49 Policies not to conflict with VATSIM policies**

Policies enacted by the Board shall not be in conflict with VATSIM policies and the latter shall prevail to the extent of any inconsistencies and the former shall be without effect or force but only to the extent of the inconsistency.

#### **50 Sponsoring director to consult with general members**

- (1) An executive director who sponsors a policy (including an amendment or repeal of a policy) must place a draft of the

policy, along with any necessary explanatory notes, on the noticeboard and invite comments from general members for a period not less than 30 days.

- (2) The sponsoring director may also consult general members in other ways, but must make records of such consultation.

## **51 Tabling and enactment of proposed policies**

- (1) Where a proposed policy (including an amendment or repeal of a policy) is listed on the business for a board meeting, the sponsoring director must provide to all board members—
  - (a) the final text of the policy to be enacted;
  - (b) any explanatory notes; and
  - (c) any comments from general members and the sponsoring director's response to such comments.
- (2) The documents to be provided under subsection (1) must be provided no later than 24 hours after the latest time by which notice of the board meeting must be given.

**Example:** For an ordinary board meeting, 14 days' notice must be given, therefore the documents must be provided 13 days prior to the meeting.

- (3) Policies are adopted by the Board by an ordinary resolution.

## **52 Regular review of policies**

- (1) Each policy document must list an executive director as the responsible director.
- (2) The responsible director must review the policy at intervals not exceeding 24 months and the date of the last review must be listed on the policy document.
- (3) Except as provided in subsection (4), prior to the expiry of 23 months after the date of the last review, the responsible director must place a notice on the noticeboard inviting comments from general members on desired changes for a period of not less than 30 days.
- (4) If the responsible director believes that no changes are required to a policy—
  - (a) the director may issue a notice to all board members no later than 45 days before the due date for review of the director's intent to dispense with

the public consultation requirement in subsection (3);

- (b) if there is no objection by any board member within 14 days after the issue of the notice, then the director is relieved of the requirement under subsection (3);
- (c) if any board member objects to the intent to dispense, then the director must comply with subsection (3).

## Part 5—Committees

### Division 1—General

#### **53 Establishment of a committee**

The Board may establish a **committee** by ordinary resolution.

#### **54 Terms of reference**

Except for appointment committees, the **establishing resolution** must contain the terms of reference.

#### **55 Membership of a committee**

- (1) Where the establishing resolution does not contain the rules for membership, the committee shall consist of—
  - (a) a board member, as chair;
  - (b) a staff member; and
  - (c) a general member.
- (2) The establishing resolution must not permit persons other than ordinary members from becoming members of the committee.
- (3) The appointment and replacement of members of a committee shall be determined by the Board by ordinary resolution.

#### **56 Acceptance of appointment**

- (1) Upon the appointment of a person other than a board member to a committee, the chair shall contact that person to obtain their acceptance of appointment.
- (2) If the chair-designate is not a board member, then the division director shall contact the chair-designate to obtain their acceptance of appointment.

**57 Cessation of committee membership**

A person ceases to be a committee member if—

- (a) he or she resigns by written notice to the chair, or to the division director in the case of the chair;
- (b) is removed or replaced by the Board; or
- (c) no longer meets the membership rules of the committee.

**58 Powers of a committee**

The Board must not delegate any of its powers to a committee.

**59 Meetings of a committee**

- (1) The Board shall determine the rules for committee meetings, including—
  - (a) notice for meetings;
  - (b) quorum requirements;
  - (c) procedure during committee meetings.
- (2) Each committee member shall have a single vote and resolutions of the committee shall pass by a majority vote of those at the meeting.
- (3) Committees may meet in private or in public session and request the attendance of certain members, unless specified by the establishing resolution.

**60 Reporting**

- (1) Once a committee believes it has considered all of the relevant information, it may pass a resolution to report its recommendations.
- (2) Except for a standing committee, a committee ceases to exist once it has resolved to report, unless the Board refers any matter back to the committee.
- (3) The chair shall communicate the report of the committee to the Board.
- (4) The Board is not bound to accept any recommendations of a committee.

**61 Confidential information**

- (1) The Board, by ordinary resolution, may release information not available to the public to a committee.

- (2) A member of a committee must not disclose that information to persons outside of the Board or the committee.

## Division 2—Appointment Committees

### **62 Establishment of appointment committees**

- (1) The Board must establish ***appointment committees*** to recommend on the appointment of board members (other than the division director) and the divisional conflict resolution manager.
- (2) The Board may appoint a person to be a portfolio director or divisional conflict resolution manager for a term not exceeding six months without reference to an appointment committee.

### **63 Terms of reference**

The terms of reference for an appointment committee are—

- (a) to consider the candidates for the relevant office;
- (b) to take into consideration the criteria set out in the position description;
- (c) to report on its most preferred candidate and whether or not it recommends that candidate's appointment.

### **64 Membership**

The membership of an appointment committee shall be in accordance with subsection 55(1).

### **65 Information provided to the committee**

The division director must provide the application letters of all candidates to the committee, regardless of whether the candidates appear to meet the position description.

## Division 3—Review Committees

### **66 Right of administrative appeal**

A person has the right of appeal to the Board of any decision made by VATPAC directly affecting that person, except on decisions made by the Board. A decision includes a failure or refusal to issue a decision.

**67 Applicant to set out nature of, grounds for appeal**

- (1) For the purposes of this division, an **applicant** is a person exercising his or her right to **administrative appeal** under section 66.
- (2) An applicant shall apply in writing to the secretary including—
  - (a) the nature of the original decision;
  - (b) the part of the original decision which is contested;
  - (c) the grounds for the appeal; and
  - (d) the decision that the appellant desires to have in place of the original decision.
- (2) The secretary shall inform the board of the appeal as soon as practicable.
- (3) Once the Board has decided on the appeal, the secretary shall inform the applicant of the outcome including any reasons included in the deciding resolution.

**68 Establishment of review committee**

The Board may establish a **review committee** to consider an administrative appeal.

**69 Membership**

The membership of a review committee shall be in accordance with subsection 55(1).

**70 Original decision-maker to assist committee**

The person who made the original decision must assist the committee.

**71 Hearing**

- (1) The committee may convene a hearing at which the applicant and original decision-maker shall be entitled to hear all oral evidence given to the committee.
- (2) Hearings shall be in private, unless the committee, by resolution, requests that the Board orders the hearing to be public and the Board so orders.

**72 Access to evidence**

- (1) The applicant and the original decision-maker shall have access to all evidence before the committee.

- (2) The applicant, the original decision-maker or the committee (the latter by resolution), may request that certain evidence not be shared with a party or parties to a proceeding.
- (3) The Board may order that certain evidence not be shared with a party or parties to a proceeding.

### **73 Matters to be considered by the committee**

In making a recommendation to the Board, a review committee must have regard to—

- (a) the application and any written or oral evidence before the committee;
- (b) any VATSIM or VATPAC rule or policy;
- (c) whether the process followed in making the original decision was fair; and
- (d) whether the original decision was appropriate to the circumstances.

### **73A Board may meet to urgently to resolve matter**

Any board member may convene an extraordinary board meeting to discuss an administrative appeal

## **Part 6—Staff**

### **74 Staff members to be ordinary members**

- (1) A person must not be appointed as a staff member if that person is not an ordinary member at the time of appointment.
- (2) If a staff member ceases to be an ordinary member, that person also ceases to be a staff member or senior staff member.

### **75 Appointment of senior staff members**

Where a portfolio director who proposes to appoint a senior staff member—

- (a) the portfolio director must provide 14 days' notice to the Board of the proposed appointment;
- (b) during the notice period, any board member may convene an extraordinary board meeting to discuss the matter, in which case the portfolio director must not make the appointment until after the meeting;

- (c) during the extraordinary board meeting, any board member may move a motion to disallow the appointment and should the motion pass as an ordinary resolution, the portfolio director must not make the appointment.

#### **75A Asset Protection**

A staff member who is responsible for any VATPAC technology asset must—

- (a) be at least 18 years of age;
- (b) ensure that technology asset contracts (or similar) are in the name of the Treasurer or Technology Director, as trustee for VATPAC;
- (c) ensure that the service providers of contracts mentioned in subsection (b) are kept up-to-date on the names of people authorised to access accounts.

### **Part 7—Financial Matters**

#### **76 Source of funds**

The funds of VATPAC may be derived from donations, fund-raising activities, grants, interest and any other sources approved by the Board.

#### **77 Management of funds**

- (1) VATPAC must open an account with a financial institution from which all expenditure of VATPAC is made and into which all of VATPAC's revenue is deposited.
- (2) The Board shall approve all expenditure on behalf of VATPAC.
- (3) All funds of VATPAC must be deposited into the financial account of VATPAC no later than 5 working days after receipt.

#### **78 Financial records**

- (1) VATPAC must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and

- (b) enable financial statements to be prepared as in accordance with the financial policies enacted by the Board.
- (2) VATPAC must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Board.

## **79 Financial policies**

The Board shall enact financial policies regulating financial record-keeping and reporting, including—

- (a) the preparation of financial statements;
- (b) the certification of financial statements by the Board;
- (c) the presentation of financial statements at town hall meetings.

## **Part 8—General**

### **80 Official address**

The **official address** of VATPAC is—

- (a) the address determined from time to time by resolution of Board which must be in Australia; or
- (b) if the Board has not determined an official address, the postal address of the secretary.

### **81 Conflict of Interest**

The Board shall enact a policy in relation to conflicts of interest by board members, staff members and committee members.

### **82 Noticeboard**

The **noticeboard** is a publicly accessible location on the Internet nominated by the division director for the placing of notices.

### **83 Service of notices**

- (1) Any notice required to be given to a member or a board member under this constitution may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending to email address recorded for the member on the register of members.
- (2) Any notice required to be given to VATPAC or the Board may be given—
  - (a) by handing the notice to a member of the Board;
  - (b) by sending the notice by post to the official address;
  - (c) by leaving the notice at the official address; or
  - (d) by email to the email address of the secretary.

### **84 Winding up**

- (1) VATPAC may be wound up by a special resolution of the Board.
- (2) In the event of the winding up of VATPAC, the surplus assets of VATPAC must not be distributed to any members or former members of VATPAC.
- (3) The final treasurer must hold the surplus assets in trust until the final Board determines, by special resolution, the body to which the surplus assets are to be given.
- (4) The surplus assets must be given to a body—
  - (a) has similar purposes to VATPAC;
  - (b) residing in Australia;
  - (c) is not carried on for the profit or gain of its individual members;
  - (d) is affiliated with VATSIM, unless no such body is formed within 3 months of the date of winding up.

### **85 Alteration of this constitution**

Alterations to this constitution shall be made in accordance with Part 4, except that the enactment of changes is by a special resolution of the Board.

**86 Transitional—policies**

- (1) Any policies that exist on commencement continue to apply, even if they do not meet the requirements of this constitution.
- (2) Section 52 does not apply to policies that were enacted prior to this constitution.

**87 Transitional—appointments**

- (1) For avoidance of doubt, the appointment of a person who is a senior staff member, board member or divisional conflict resolution manager on commencement is not invalid only because that appointment was not made in accordance with this constitution.
- (2) The appointment of a person who is a board member on commencement is not invalid only because that person has not been an ordinary member of VATPAC for at least 12 months.
- (3) Despite section 28, the term of a person who is a non-executive director on commencement is not affected.

## Dictionary

**absolute majority**, of the Board, means a majority of Board members (see section 40 for the effect of vacancies), as distinct from a majority of Board members present at a Board meeting;

**administrative appeals** are those appeals made under section 66;

**applicant**, in relation to an administrative appeal, is the person making an application under section 67;

an **appointment committee** is a committee established under Part 5 Division 2;

**associate member** is defined in section 8;

the **Board** is the body described in Part 3 which is responsible for the management of VATPAC;

**Board meeting** means a meeting of the Board under Part 3 Division 5;

**committee** is a subsidiary body of the Board established under Part 5;

**commencement** means the day on which this constitution is enacted;

the **establishing resolution**, of a committee, is the resolution of the Board which established that committee;

**divisional conflict resolution manager** has means the divisional conflict resolution manager for the Australian division under the VATSIM Code of Regulations;

the **division director** is the person appointed by the VP Asia Pacific to oversee the management of VATPAC under the VATSIM Code of Regulations;

**executive directors** are the board members charged with the day-to-day management of VATPAC;

**general member** is an ordinary member who is not a staff member or board member or holds any office in VATSIM;

**non-executive directors** are advisory board members not involved in the day-to-day management of VATPAC;

**noticeboard** is defined in section 82;

**official address** is defined in section 80;

**ordinary member** is defined in section 7;

an **ordinary resolution** is a resolution passed in accordance with section 37 or section 38;

**original decision-maker** means the person described in section 70;

a **portfolio director** is a board member charged with managing a part of VATPAC;

**VP Asia Pacific** means the VATSIM Vice President Asia Pacific, a member of the VATSIM Board of Governors;

a **review committee** is a committee established under Part 5 Division 3;

the **register of members** means the register described in section 11;

**staff member** is an ordinary member who holds office in VATPAC other than a board member, but including senior staff members;

**senior staff member** means a staff member whose position grants them elevated privileges compared to regular staff members, as determined by the Board;

a **special resolution** is a resolution passed in accordance with section 39;

a **town hall meeting** is a meeting convened in accordance with section 12;

**VATSIM** is defined in section 3.

## Revision History

Date enacted	Change
12/01/2019	First issue
18/05/2021	Revision supporting VATPAC Organisational Structure, VATSIM regional structure changes and other minor improvements

### Summary of Changes – 18/05/2021

- Renaming of Regional Director to VP Asia Pacific.
- Combined Secretary and Treasurer role with inclusion as voting board member status.
- Register of Ordinary Members to contain data for staff, even if same data collected by VATSIM.
- Secretary and Treasurer to administer Register of Ordinary Members.
- Non-Executive Director definition includes new terminology of “Advisory Board Member” as per Organisational Structure.
- Formatting changes.
- Requirements of VATPAC technology asset responsible persons.