



ROYAL AUSTRALIAN ARTILLERY HISTORICAL COMPANY

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BYLAWS

RAAHC BYLAWS

Edition 3.3
Approved by Board of Directors on
Date 31 March 2018

Contents

Chapter 1 – Bylaws Introduction	5
Authority and Interpretation	5
Chapter 2 – RAAHC Policies	5
Membership.....	5
Application for Membership.....	5
Categories of Membership	5
Membership Subscriptions	7
Chapter 3 – The Board.....	7
The Role of the Board	7
Structure of the Board of the RAAHC	8
Skills required on the Board.....	8
Appointment of Directors	8
Directors' Code of Conduct	8
Expectations of Directors in Board Process	9
Conflict of Interest and Related Party Transactions	9
RAAHC Decision Making Process	10
Chapter 4 - Directors' Rights, Obligations and Protection.....	10
General.....	10
Information Seeking Protocol	10
Access to Board Papers and Legal Advice	11
Insurance.....	11
Authority and Delegation by Directors	11
Decisions Requiring Board Approval.....	12
Matters to be Reported to the Board	12
Chapter 5 – Directors' Roles.....	13
Chairman.....	13

Election of Chairman.....	13
Specific Chairman Roles.....	13
Deputy Chairman.....	13
Specific Deputy Chairman’s Roles.....	13
Company Secretary.....	14
Specific Tasks of the Company Secretary.....	14
Honorary Secretary.....	14
Specific Tasks of the Honorary Secretary.....	14
Membership Officer.....	15
Honorary Treasurer.....	16
Specific Tasks of the Honorary Treasurer.....	16
Specific Tasks of the SHFT Liaison Officer.....	16
Specific Tasks of the Risk Officer.....	17
Specific Tasks of the Collections Director.....	17
Chapter 6 – Committees of the RAAHC.....	17
Committees.....	17
History Committee.....	18
Finance & Governance Committee.....	18
Membership Committee.....	19
Chapter 7 - Board Functions.....	19
Strategic Direction.....	19
Risk Management.....	19
Monitoring Performance.....	19
Financial Key Performance Indicators.....	19
Non-Financial Key Performance Indicators.....	20
Statement of Compliance Philosophy.....	20
Legal Compliance.....	20
Chapter 8 – Non Financial Assets.....	21
Categories.....	21
Acquisition.....	21
Possession.....	21
Disposal.....	21
RAAHC Library Acquisition and Retention Policy.....	22

Chapter 9 - Board Meetings	23
Introduction	23
Meetings of the Board	23
Chapter 10 – Annual Board Governance Plan and Business Calendar	24
Cycle.....	24
Chapter 11 – Volunteers	25
Background	25
Duty of Care	25
Tasking	25
Payment	25

Chapter 1 – Bylaws Introduction

Authority and Interpretation

- 1.1 These Bylaws are provided to assist the Board, Office Bearers and Members to effectively manage the business of the RAAHC. They are reviewed and approved by the Board.
- 1.2 The RAAHC Constitution provides the principal guidance for the RAAHC. It should be read in conjunction with these Bylaws. The Bylaws are provided to assist in the interpretation of the Constitution, but where a difference arises between the Constitution or the *Corporations Act* the latter holds primacy. The Bylaws consolidates Board agreed policies and precedents to facilitate consistency and quality in decision making and implementation.
- 1.3 Throughout, words used of a specific gender apply to both male and females unless otherwise noted.

Chapter 2 – RAAHC Policies

Membership

- 2.1 The process of membership approval is devolved by the Board to the Membership Committee. The Membership Committee will review each application to ensure the applicant is unlikely to bring disrepute on the RAAHC.

Application for Membership

- 2.2 Application for membership is to be made on the extant form published on the RAAHC Website. Applications are to be forwarded to the Chair of the Membership Committee for Committee action. Approved applications are advised by the Chair of the Membership Committee via the Membership Officer as follows:
 - 2.2.1 Membership Officer (for data management),
 - 2.2.2 Honorary Treasurer (for receipting subscription),
 - 2.2.3 Webmaster (for access to the members only section of website),
 - 2.2.4 Editor of Cannonball (for Cannonball database for mailing), and
 - 2.2.5 Honorary Secretary (for dispatching an acknowledgement letter with receipt to the approved member).
- 2.3 The Membership Officer is to include in their report to each Board Meeting (via email or face-to-face) a list of new members for noting. Membership is effective from the date of Membership Committee approval.

Categories of Membership

- 2.4 In accordance with the provisions of the Company's Constitution the Board has the capacity to determine the Types of Membership that will be made available by the Company and the benefits and responsibilities that accord to each class of membership.

The classes are as follows:

- Ordinary Membership
- Affiliate Membership
- Association Membership
- Life Governor

- Life Member, and
- Honorary Member.

2.5 Ordinary Membership

- Payment of the Annual Fee as determined by the Board from time to time
- Entitled to one ordinary vote as a financial member
Receive full benefit of Members discounts for attendance at Company events and purchases made from the Company or its Website
- Receipt of all Publications/Communications issued by the Company.

2.6 Affiliate Membership

- Available to a member of any recognised Artillery Association
- No liability for membership fees
- No right to vote as a Member in Company Meetings
- Receive full benefit of Members discounts for attendance at Company events.
- Receipt of Airburst Electronic Communications issued by the Company.

2.7 Association Membership

- Available to all recognised Artillery Associations
- Payment of one Ordinary Membership Annual Fee
- Entitles the Association to one ordinary vote as a member
- Receive full benefit of Members discounts for attendance at Company events.
- Receipt of all Publications/Electronic Communications issued by the Company.

2.8 Life Governor

- Life Governors has been a membership category in the past and is no longer offered. Existing Life Governors are encouraged to transfer to Ordinary Membership or make an annual donation. Where this does not occur Life Governor Members will continue to receive Ordinary Membership benefits in recognition of their past contributions to the RAAHC.

2.9 Life Member

- Presented to a Member by unanimous resolution of the Board
- Reflective of service and support of a Member to the Company over an extended period of time
- Entitled to one ordinary vote as a member
- Receive full benefit of Members discounts for attendance at Company events and purchases made from the Company or its Website
- Receipt of all Communications issued by the Company
- Proposals for life membership are to be in writing by a financial member and seconded by a financial member and submitted to the Chair of the Board. The proposal is to clearly set out the reasons for the proposal and the benefits rendered to the RAAHC.

2.10 Honorary Member

- Presented to a Non Member by unanimous resolution of the Board

- Reflective of service, contribution and/or support of a Non Member to the Company that is deemed worthy of recognition by the Board
- No right to vote in Company Meetings
- Receive full benefit of Members discounts for attendance at Company events and purchases made from the Company or its Website
- Receipt of all Communications issued by the Company
- This category of membership is unrelated to office holders whose title includes the word Honorary for the period of holding their office and to reflect the voluntary and significant nature of the office. Examples include the Honorary Auditor and Honorary Solicitor.
- Proposals for honorary membership are to be in writing by a financial member and seconded by a financial member and submitted to the Chair of the Board. The proposal is to clearly set out the reasons for the proposal and the benefits rendered to the RAAHC.

Membership Subscriptions

- 2.11 Membership subscriptions are considered by the Membership Committee, endorsed by the Board and published in these By Laws.
- 2.12 Currently Ordinary Membership subscription is \$30 per annum or \$120 for five years and payable on 1 July each year. Pro-rata payments for new members or refunds for ceasing members are not applicable.
- 2.13 Honorary Members and remaining Life Governors do not pay annual subscriptions.

Chapter 3 – The Board

The Role of the Board

- 3.1 The Board is ultimately responsible for all matters relating to the running of the Royal Australian Artillery Historical Company (RAAHC).
- 3.2 The Board's primary role is to govern the RAAHC. In general, the Board is responsible for and has the authority to determine all matters relating to the policies, practices, management and operations of the RAAHC. It is required to do all things that may be necessary to be done in order to carry out the objectives of the RAAHC. The Board has the final responsibility for the successful operations of the RAAHC. Without intending to limit this general role of the Board, the specific or principal functions and responsibilities will include:
- Acting as an interface between RAAHC, members and stakeholders;
 - Setting the goals of RAAHC, including short, medium and long term objectives;
 - Providing the overall strategic direction of RAAHC;
 - Establishing the risk appetite of the RAAHC and ensuring risk is identified and appropriately managed for all RAAHC activities;
 - Ensuring the RAAHC operates with probity and is financially solvent at all times;
 - Complying with all matters as prescribed by law including, but not limited to, safety and the environment;
 - Determining all policies governing the operations of RAAHC;

- Appointing and approving the terms and conditions of the appointment of staff that may be recruited;
- Viewing and providing feedback on the performance of any staff so appointed
- Establishing and determining the powers and functions of all the committees of the Board;
- Approving major operating plans, including a triennial corporate plan;
- Approving the annual budget and long term budgets;
- Approving all items of capital expenditure;
- Approving all operational expenditures outside budget;
- Approving all mergers, acquisitions or property disposals; and
- Reviewing the annual progress and performance of RAAHC in meeting its objectives, including reporting the outcome of such reviews.

3.3 RAAHC has no permanent employees and therefore the resource implications of any Board proposals must be carefully considered, particularly the staffing aspects of any proposal.

Structure of the Board of the RAAHC

3.4 The Board will consist of the Chairman, Vice Chairman, Honorary Treasurer, Honorary Secretary and up to eleven other directors (total 15). The Company Secretary may also be a director.

Skills required on the Board

3.5 The Board, where possible, shall contain a relevant blend of expertise in:

- Accounting;
- Finance;
- Business;
- Curatorial, library and museum; and
- Corporate, risk management and legal skills.

Appointment of Directors

3.6 Directors are appointed and reappointed in accordance with the Constitution. Notwithstanding the appointment of directors at a general meeting by members, the Board may appoint any RAAHC member to the Board to fill a vacancy so that the total number of directors does not exceed the number fixed by the Constitution. These directors hold their appointment until the next annual general meeting.

Directors' Code of Conduct

3.7 Corporation Act 2001 states that directors must act in the “best interests of the corporation”. As such, action that favours some members above others will generally breach this duty, even if the disadvantaged members are a minority.

3.8 In accordance with best practice, good governance, corporate law and ethics, RAAHC Directors will:

- Owe a fiduciary duty to the RAAHC as a whole;
- Use the powers of the office for a proper purpose;
- Discharge their duties in good faith and honestly;
- Act with the level of skill, care and diligence expected of a director of a company;
- Demonstrate commercial reasonableness in their decisions;

- Act for the benefit of the RAAHC;
- Not make improper use of information gained through their position as a director;
- Not take improper advantage of the position of director;
- Not allow personal interests, or the interest of any associated person, to conflict with the interests of the RAAHC;
- Make reasonable enquiries to ensure that the RAAHC is operating efficiently, effectively and legally towards achieving its goals;
- Undertake diligent analysis of all proposals placed before the Board;
- Not engage in conduct likely to bring discredit upon the RAAHC;
- Give of their specific expertise generously to the RAAHC; and
- Comply with the spirit, as well as the letter, of the law and with the principles of the Constitution and Bylaws.

Expectations of Directors in Board Process

3.9 A director shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:

- Acting in a business-like manner;
- Acting in accordance with the Constitution;
- Addressing issues in a confident and firm, yet friendly manner;
- Using judgment, common sense and tact when discussing issues;
- Minimising chatter and irrelevant remarks;
- Ensuring that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when a speaker has the floor); and
- Being particularly sensitive in interpreting any request or indication from the Chairman that aims to ensure the orderly and good-spirited conduct of the meeting.

3.10 Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvas all aspects of any issue confronting the RAAHC and cast their vote on any resolution according to their own decision. However, outside the Boardroom, Directors will support the letter and spirit of Board decisions in discussions with members, suppliers, customers, staff and other parties.

3.11 Directors will keep confidential Board discussions and deliberations. Similarly, all confidential information received by a Director in the course of the exercise of the Director's duties remains the property of RAAHC. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law.

Conflict of Interest and Related Party Transactions

3.12 Directors must:

- Disclose to the Board actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of the Director or the Director's seconded personnel and the interests of any other parties in carrying out the activities of the RAAHC as soon as they become aware of it; and

- At the request of the Board within seven days or such further period as may be allowed, take such steps as are necessary and reasonable to remove any conflict of interest referred to above.
- 3.13 If a Director cannot or is unwilling to remove a conflict of interest as required then the Director must absent himself from the room when discussing matters about which the conflict relates. This entry and exit should be minuted. However, where the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and clearly states that the remaining Board members are satisfied that the interest should not disqualify the Director, then that Director can take part in discussions and voting involving the conflicting interests.
- 3.14 Further, under s192(1) of the Corporations Act 2001, “A Director of a RAAHC who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter” and that such notice “may be given at any time and whether or not the matter relates to the affairs of the RAAHC at the time the notice is given”. Such notice shall be recorded in the meeting minutes of the next available Board meeting.
- 3.15 The same requirement will exist for related party transactions. Related party transactions include any financial transaction between a Director and RAAHC and will be reported in writing to each Board meeting.

RAAHC Decision Making Process

- 3.16 The decision making process of the Board is set out in the RAAHC’s Constitution. Questions arising at the Board meeting are decided by a majority of votes. In the event of an equality of votes, the Chairman has a casting vote. It is for this reason that the Chairman should refrain from personally moving a motion.
- 3.17 When a member of the Board intends to be absent (unable to communicate effectively) for three or more days they should advise the Honorary Secretary. Absent Directors will be recorded as not having voted should an urgent resolution be circulated for approval while the Director is absent.

Chapter 4 - Directors’ Rights, Obligations and Protection

General

- 4.1 Directors provide their time, resources and skills freely to the RAAHC and, while bound by the Corporations Act 2001, they are also entitled to information and protection in carrying out their roles.
- 4.2 Directors of RAAHC are also expected, where appropriate, to employ appropriate business contacts in furthering the interests of the RAAHC. Similarly, Directors are expected to actively promote the organisation in external interactions.

Information Seeking Protocol

- 4.3 Directors may request RAAHC information by following these steps:
- Approach the Honorary Secretary to request the required information.
 - If the details are not provided or a date for providing the information is not forthcoming, approach the Chairman.

- If a resolution is still not forthcoming, write a letter to all Board members and the Honorary Secretary detailing the information required, purpose of the information, and whom the Director intends to approach in order to obtain the information.
- As a last resort, employ the provisions of the Corporations Law.

Access to Board Papers and Legal Advice

- 4.4 A complete set of Board Papers is retained by the RAAHC Company Secretary on behalf of each Director (individually) for a period of at least seven years. Papers are published on line prior to Board Meetings and they are held on line for a period of two years. Directors are entitled to access the papers for the period when they were a Director on request, even if they have ceased to be Directors, and this policy has been adopted as a formal Board resolution.
- 4.5 All documentation containing or seeking legal advice will clearly state that the legal advice is sought both in relation to the RAAHC and to the Directors in their personal capacity.
- 4.6 Additionally, the RAAHC executes a Deed of Access in favour of each Director individually. A copy of the Deed is provided to each Director on appointment.

Insurance

- 4.7 The RAAHC will provide each Director with a copy of the Directors and Officers Policy (D&O policy) and any changes to that policy. The RAAHC will maintain each Director's D&O insurance for seven years from the date at which they ceased to be a Director.

Authority and Delegation by Directors

- 4.8 Directors are responsible for any delegations of their responsibilities with regard to corporate operations. As such, they decide as a Board what RAAHC matters are delegated to either specific Directors or office bearers. In addition, they outline what controls are in place to oversee the operation of these delegated powers.
- 4.9 As a consequence, individual Directors must be authorised by the Board to participate in the day-to-day management of the RAAHC including making any representations or agreements with member companies, suppliers, customers, employees or other parties or organisations.
- 4.10 Similarly, committees and their members require specific delegations from the Board as a whole and these will be contained in each committee's respective Terms of Reference.
- 4.11 Standing financial expenditure delegated authority:

Appointment	Authority
Any two directors on the Finance and Governance Committee	Approve expenditure up to \$2,000 (excluding GST) where the commitment has been previously approved in the Company's budget and the balance of the line item will not be exceeded.
Project Manager	Approve expenditure up to \$2,000 (excluding GST) where the commitment has been previously

	approved in the Project’s budget and the balance of the line item will not be exceeded; and co-approved by the Treasurer or nominated Finance and Governance Committee Member.
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Decisions Requiring Board Approval

4.12 As a guide all decisions that potentially affect good governance should be made by the Board. The following decisions would be expected to be referred to the Board for approval:

- Acquiring, selling or otherwise disposing of property of RAAHC;
- Founding, acquiring or selling subsidiaries of RAAHC (excluding project joint ventures);
- Undertaking any activity that might expose the RAAHC, its members, volunteers, contractors, visitors or the public to unacceptable workplace health and safety risk;
- Committing the RAAHC to any form of binding agreement or contract.
- Committing the RAAHC to any financial obligation.
- Acquiring or selling patent rights, rights in registered trade marks, licences or other intellectual property rights of RAAHC;
- Founding, dissolving or relocating offices or collection items and facilities;
- Starting new business activities, terminating existing business activities or initiating major changes to the field of RAAHC’s business activities;
- Participating in the development of and approving the triennial Corporate Plan.
- Approving and/or altering the annual business plans (including financial planning) for RAAHC or any part of RAAHC;
- Taking or granting loans (including, without limitation, the placing of credit orders, issuing of promissory notes or loans against IOU’s);
- Granting securities of any type;
- Granting loans to RAAHC officers or employees and taking over guarantees for RAAHC officers and employees, if any;
- Determining the balance sheet strategy for RAAHC or any part of RAAHC; and
- Determining the total amount of bonuses and gratuities for any staff, if any.

Matters to be Reported to the Board

4.13 The following should be reported to the Board:

- Bad debts in excess of 90 days,
- Any potential legal action against the RAAHC on arising,
- Any unanticipated event or managed risk that is realised and causes death or injury, or that might expose the RAAHC to financial, legal or insurance claim on arising, and
- Any unapproved financial claim against the RAAHC.

Chapter 5 – Directors’ Roles

Chairman

5.1 The Chairman's role is a key one within RAAHC. The Chairman is considered the "lead" Director and utilises experience, skills and leadership abilities to facilitate the governance processes.

Election of Chairman

5.2 The Chairman is elected by RAAHC Directors. The Directors shall immediately after each annual general meeting elect one of their members as the Chairman, another as Deputy Chairman, a third as Honorary Treasurer and a fourth as Honorary Secretary. Should any such office fall vacant then the Directors shall as soon as possible elect one of their members to such office.

Specific Chairman Roles

5.3 The Chairman’s responsibilities include:

- Chair Board meetings. If the Chairman is not present within 15 minutes after the time appointed for the holding of that meeting, the Deputy Chairman shall assume this role;
- Represent the Company at major events, negotiations, meetings and in written communication to Members and other stakeholders
- Establish the agenda for Board meetings in consultation with the Honorary Secretary;
- Be the spokesperson for the RAAHC at the AGM and in the reporting of performance and profit figures.
- Maintain liaison with the RAA Regimental Committee (RAARC), RAA Representative Colonel Commandant and Head of Regiment (HOR)
- Prepare the Annual Report to AGM and RAARC.
- Allocate responsibilities to individual Board Members and Board Committees.
- In conjunction with the Deputy Chairman, develop and maintain the triennial RAAHC Corporate Plan.
- Act in an ex-officio membership capacity on all Company Committees.
- Formally acknowledge all Donations to the RAAHC in excess of \$1000.00 to respective Donors
- Commence the annual process of Board and Director evaluation; and
- In accordance with the Constitution, have a casting vote on motions.

Deputy Chairman

5.4 The Deputy Chairman is elected by RAAHC Directors. The Deputy Chairman is responsible to the Board to understudy the Chairman and to conduct formal meetings of the Company in his absence.

Specific Deputy Chairman’s Roles

5.5 The Deputy Chairman is responsible for:

- Chair formal meetings in the absence of the Chairman.
- Lead major projects particularly those requiring detailed negotiations.
- Develop and maintain major policy documents of the Company such as the triennial RAAHC Corporate Plan (in conjunction with the Chairman).

- Oversee the development of media/public relations and publicity material as well as policy aspects of the Company Journal “Cannonball”.
- Act as the coordinator of Website development and control all requests made to the Webmaster.
- Chair the Membership Committee.
- Provide a package of orientation material for new Directors of the Company.
- Formally acknowledge all Donations over \$100.00 and under \$1000.00 to respective Donors.

Company Secretary

5.6 The Company Secretary is appointed by the Board. The Company Secretary of RAAHC is charged with facilitating the RAAHC corporate governance processes and providing general legal counsel. In so doing, the Company Secretary holds primary responsibility for ensuring that Board processes and procedures are run efficiently and effectively.

5.7 In addition, while compliance issues are the responsibility of all Directors and monitored through the Board, the Company Secretary is charged with advising the Board and ensuring the Board’s compliance policies are implemented in accordance with corporations law.

Specific Tasks of the Company Secretary

5.8 The specific tasks of the Company Secretary include:

- Overseeing the RAAHC compliance program and ensuring all RAAHC legislative obligations are met;
- Ensuring all requirements of the ASIC are fully met;
- Ensuring all requirements of the ATO are fully met;
- Providing counsel for corporate governance principles and individual Director liability.
- Ensuring the RAAHC insurance policies are current.
- Any other services the Chairman or Board of Directors may require.

Honorary Secretary

5.9 The Honorary Secretary is elected by RAAHC Directors. The Honorary Secretary is responsible to the Board for the processing and recording of all correspondence related to Board decisions and proceedings. The role should not be confused with the role of Company Secretary, which is a legal appointment in accordance with the Corporations Act and the Constitution. It is possible for a Director to hold both roles but a clear distinction must be maintained.

Specific Tasks of the Honorary Secretary

5.10 The Honorary Secretary is responsible for:

- Receipt of correspondence (post and email) mail on a periodic basis.
- Maintain Correspondence Registers of all relevant Inwards and Outwards Correspondence.
- Publish Correspondence Registers for Board Members.
- Prepare and coordinate activity associated with Notices of Meeting, Board Nominations and associated correspondence for the Annual General Meeting (AGM) Annual and Extraordinary General Meetings of the RAAHC.

- Recording, maintaining and distributing the minutes of all Annual and Extraordinary General Meetings of the RAAHC.
- Maintain the AGM Attendance Book.
- Maintain a record of Board Attendances and tenure/rotation of individual Board Members.
- In conjunction with the Chairman, draft meeting agenda at least 14 days prior to a scheduled meeting of the Board.
- Subject to provisions for shorter notice of a Board meeting as per of the Constitution, notifying the Directors in writing at least 14 days in advance of a meeting of the Board;
- Ensuring that the agenda and Board papers are prepared and published for Directors seven days before the Board meeting;
- Recording, maintaining and distributing the minutes of all Board meetings as required;
- Receive Applications for Membership, pass to Membership Committee for approval and then pass relevant paperwork to the Honorary Treasurer and Membership Officer for financial and other record keeping.
- Act as a Member of the Membership Committee (MC).
- Advise and assist Membership Officer.
- Advise new members of their acceptance for membership of the Company and associated conditions.
- Coordinate mail-out activity to the Membership as required.
- Maintain the Company Contact List and the Company Directory as it appears in Cannonball.
- Respond to routine electronic mail and telephone queries about the Company and refer the query to the appropriate Board Member or other agency as required.
- Act as Documentation Controller for the Company.
- In conjunction with the Honorary Treasurer, develop and maintain the RAAHC Procedures Manual.
- Report to each Board Meeting.
- In conjunction with the Honorary Treasurer, liaise with the Honorary Auditor to produce the Annual Report for the AGM.
- Maintain records of Loans from the Collection to external organisations and individuals.
- Maintain and control relevant Company correspondence records, files and archives.

Membership Officer

5.11 The Membership Officer assists the MC through:

- Providing administrative support, including preparing letters for the Honorary Secretary for new members.
- Managing the membership database and responding to member enquiries.
- Ensuring the database is consistent with the Cannonball distribution list.
- Informing members when their subscription is due.
- Providing a report to each board meeting on the membership status of the company (extract from the database).
- Informing members when their subscription is due.

Honorary Treasurer

5.12 The Honorary Treasurer is elected by RAAHC Directors. The Honorary Treasurer is responsible to the Board for all aspects of financial administration and reporting. Because of the integration of the Membership database into QuickBooks, the role also oversees the administration and operation of the Membership database. The Honorary Treasurer is chair of the Finance and Governance Committee.

Specific Tasks of the Honorary Treasurer

5.13 The Honorary Treasurer is responsible for the following duties:

- Effective operation of the financial accounts.
- Issue of Receipts and banking of all monies received on at least a weekly basis.
- Acknowledge all donations under \$100.00 to the Donor.
- Make electronic or other payments for all debtor accounts after approval by the Board or Finance Committee (FC), or delegate, as appropriate.
- Process Australia's Memorial Walk (AMW) paver orders and pass this documentation on to the AMW Officer responsible for the administration of the AMW.
- Reconcile the Company bank accounts on a monthly basis.
- Provide a Monthly Financial Report to the Board on a monthly basis.
- Establish an annual budget for all Company financial activities and incorporate this into project management activity and monthly Board financial reporting.
- In conjunction with the Honorary Auditor, maintain an overview of the accuracy and relevance of all Balance Sheet items and make recommendations as required to the Board.
- Maintain oversight of all Grants and funds allocated by external organisations or individuals ensuring that all monies are correctly accounted for and acquitted in accordance with the Grant or Loan conditions.
- Maintain the List of Authorised signatories with the bank and other bank negotiations as required.
- Calculate and submit the Quarterly Business Activity Statement (BAS) to the Australian Taxation Office (ATO).
- Act as the principal point of contact for all business accounts opened in the name of the Company (this includes the operation of the Company Website and all insurances taken out by the Company).
- Act as the Chair of the Finance and Governance Committee.
- Prepare a periodic report on financial activities for Board meetings.
- In conjunction with the Membership Secretary, process Membership receipts.

- In conjunction with the Honorary Secretary, liaise with the Honorary Auditor to ensure the Annual Report is completed and signed off in accordance with the AGM Schedule.
- Maintain accounting Archives for the Statutory retention period.
- Make recommendations on company commercial practices as required.

Specific Tasks of the SHFT Liaison Officer

5.14 The SHFT Liaison Officer is a member of the Board who is responsible to the Board for the relationship between the RAAHC and SHFT. Specifically the duties include:

- Communicate on behalf of the RAAHC with SHFT.
- Attend the Community Advisory Committee on behalf of the RAAHC.

- Have responsibility for the AMW and the AMW Manager, including authorising financial approval for purchases,
- Preparing a report for the Board meeting on progress or issues relating to SHFT.
- Managing the preparation and maintenance of the MoU between SHFT and the RAAHC.

Specific Tasks of the Risk Officer

5.15 The Risk Officer is a member of the Board who is responsible for the following duties:

- Maintenance of the RAAHC Risk Register.
- Presenting the Risk Register to the Board meeting on progress or issues relating to risk annually for their review.
- Monitoring risk management in the RAAHC and for providing advice on risk management to members and volunteers when required.
- Making recommendations to the Board on amendments, additions and deletions to the RAAHC Risk Register.

Specific Tasks of the Collections Director

5.16 The Collections Director is a member of the Board who is responsible for the RAAHC Collection including items on loan and in Army storage at Bandiana/Puckapunyal. Specific duties:

- Work with Army to resolve the ownership of the Collection.
- Oversee the disposal process of those items surplus to the RAAHC, Army and not required on loan to SHFT.
- Manage the RAAHC's assets.
- Making and amending the RAAHC Museum Collection and associated information services policy for Board approval;
- Liaising with, and making recommendations on items that should be granted to, the Australian Army History Unit for the Army Artillery and Armour Museum
- Approving loans of items;
- Oversight of the operation and development of RAAHC Museum Collection and related information services
- Initiating consultation and liaison with the History Committee for collection issues that overlap with Library Collection and information services policy;
- Making recommendations to the Board on loan of items to, and from, other agencies when the Collection Committee judges it necessary due to high levels of sensitivity or risk;
- Developing and maintaining loan documentation; and
- Developing and maintaining a Company Assets Register and obtaining valuations for Register inclusion.

Chapter 6 – Committees of the RAAHC

Committees

6.1 The Board may establish standing committees and ad hoc working groups from time-to-time to facilitate the company's operations, to ensure continuity and consistency and provide expert advice.

6.2 The currently established committees are:

- History,
- Finance & Governance, and
- Membership.

History Committee

6.3 History Director (Chair), Director Collections and others as nominated by the Chair and endorsed by the Board.

6.4 The Historical Committee operates within the RAAHC Historical Strategy determined by the Board. It is responsible for making recommendations to the Board on artillery heritage and historical matters including the following specific areas:

- Making and amending policy on RAAHC history and heritage, strategies and initiatives, for Board approval;
- Making and amending RAAHC Library and Library Information Services policy for Board approval;
- Oversight of the operation and development of the RAAHC Library and the Library Collection;
- Oversight of the operation and development of RAAHC Library related information services;
- Provide advice to the RAAHC Museum Collections Committee on items that should be acquired; and
- Maintaining a sound working relationship with the RAA Regimental Committee Historical Sub Committee (HSC).

Finance & Governance Committee

6.5 The members of the Finance & Governance Committee are the Honorary Treasurer (Chair), Company Secretary and other members as nominated by the Chair and endorsed by the Board.

6.6 The Finance and Governance Committee operates within the financial and governance strategies determined by the Board. It is responsible for making recommendations to the Board on all relevant matters and the following specific areas:

- Reviewing financial performance against budget and reporting to the Board;
- Making recommendations on Capital Expenditure and borrowing;
- Formulating an annual budget;
- Recommending Financial Delegations;
- Formulating a five-year forecast and update annually;
- Oversight of the Accounts and Company solvency;
- Minor expense approvals within Delegation;
- Liaison with Collections Committee on Asset Register and Depreciation issues,
- Oversee the operation of the Gift Account and make recommendations to the Board as required;
- Reviewing the Governance Charter and recommending changes to the Board;
- Reviewing Board performance and providing a report to the Board;
- In conjunction with the Risk Officer, manage the RAAHC Risk Register and facilitate the annual review of the Register by the Board;
- In conjunction with the Risk Officer, determine what RAAHC activities require a risk management plan, and provide high-level oversight of the tasking, development and execution of these plans;

- Overall accounting and acquisition policy;
- Oversight of the preparation and submission of the Annual Report;
- Advise on Loans Policy and Insurances; and
- In conjunction with Deputy Chair and other Committees, oversee the operation of the Website as well as PR, publicity and solvency issues.

Membership Committee

6.7 The Membership Committee consists of the Deputy Chair (Chair) and Honorary Secretary, Membership Officer and other members as nominated by the Chair and endorsed by the Board.

6.8 The Membership Committee operates within the national membership strategy determined by the Board. It is responsible for making recommendations to the Board on all membership matters and the following membership specific areas:

- Approving new membership applications on behalf of the Board;
- Reviewing national membership numbers and reporting to the Board;
- Making recommendations to the Board on membership categories and links and cost of membership;
- Formulating a national annual membership plan;
- Ensure the membership statistics are provided regularly and the database of Membership records is current and accurate; and
- Communications with members through PR, publicity, Cannonball and the Website.

Chapter 7 - Board Functions

Strategic Direction

7.1 The Board reviews the Company's strategic direction annually and releases a (triennial) Corporate Plan every three years. The strategic planning cycle is described in the Annual Board Calendar below.

7.2 The Board also reviews all major strategies and purchases to determine the relative risk to the Company, and as a Board, determines the acceptability or otherwise the potential exposure.

Risk Management

7.3 The Board supports the RAAHC in achieving its purpose by putting in place an appropriate system of risk oversight and internal controls,. Annual reviews of the RAAHC Risk Register by the Board ensures a common understanding of the risks being managed, the mitigation measures in place, and who is responsible for each area of risk. This process supports the Board in defining the risk appetite of the RAAHC.

Monitoring Performance

7.4 A fundamental function of the Board is to monitor the performance and compliance of the organisation. With this general principle in mind, the Board is charged with monitoring both financial and non-financial Key Performance Indicators (KPI).

Financial Key Performance Indicators

7.5 The Board will closely follow:

- Cash reserves,

- Balance sheet,
- Profitability, and
- Cash flows,

Non-Financial Key Performance Indicators

7.6 In addition to the financial reporting, the Board will observe the following key performance indicators:

- Membership numbers,
- Volunteers,
- Productivity,
- Key income areas,
- Successful Grant applications,
- Customer satisfaction,
- OH&S measures,
- Quality assurance, and
- Environmental KPIs.

7.7 These Key Performance Indicators will, where possible, be benchmarked for industry comparison of the RAAHC performance.

Statement of Compliance Philosophy

7.8 RAAHC is a company of integrity and companies of integrity do not breach the law or proper ethical standards. Accordingly, it is part of the philosophy of this RAAHC that it will at all times comply with the law (or particular laws) and will demonstrate ethical behaviour. Ensuring everyone in RAAHC complies with the law is simply a part of good management. Every officer, contractor, agent and distributor of the RAAHC is required to comply with all aspects of the law and to act ethically, at all times. No person who wilfully breaches the law and is prosecuted will receive support from the RAAHC.

Legal Compliance

7.9 The Company Secretary will work in conjunction with relevant Board Members to ensure all areas of compliance are covered within the RAAHC. The Company Secretary may raise compliance matters at any Board Meeting, including:

- Liquidity;
- Financial and secretarial (including ASIC/ACCC requirements);
- Tax returns;
- Licenses and permits;
- Safety;
- Environment;
- Industrial Relations including employment contracts;
- Competition and consumer matters, including the ACCC;
- Quality Assurance;
- Privacy;
- Insurance;
- Risk management; and
- Equal Opportunity and Anti-Discrimination requirements.

Chapter 8 – Non Financial Assets

Categories

- 8.1 In accordance with the Constitution the non-financial assets of the Company, regardless of whether they were acquired by purchase from Company funds or received by way of Donation from another party shall, once received, be valued and recorded in the records of the Company within one of the three following categories of Assets:
- 8.2 Historical Memorabilia. This category shall include all equipment, uniforms, medals, books, journals, records, digital recordings of all forms, etc. Assets in this category would, in general terms, be considered to be held in perpetuity.
- 8.3 Operational Assets. This category shall include all assets that are of a functional or operational nature generally used for the smooth operation of the Company’s business. Assets in this category would include Computer Equipment, sound and picture recording and playing equipment, tools, etc. Assets in this category would in the ordinary course be disposed of and replaced once they became no longer fit for purpose.
- 8.4 Memorial Walk Assets. This category consists of items, materials and labour that will constitute the construction of the “Memorial Walk at North Fort.” Whilst an Asset of the Company it is expected that at an appropriate time as determined by the Board the entirety of this Asset class shall be gifted by the Company to the People of Australia to be held on their behalf in perpetuity by the Sydney Harbour Federation Trust.

Acquisition

- 8.5 The Board shall have the right to acquire assets in all three categories above as it sees fit based upon the current needs of the Company, the promulgated Acquisition Policy and any relevant financial restraints.

Possession

- 8.6 It is understood that whilst the Company shall have title to a significant quantity of Assets these assets may well be on varying forms of loan to appropriate bodies or institutions who will care for and display the assets in a manner fitting to the Objectives of the Company.

Disposal

- 8.7 The Board shall have the power to dispose of Assets as necessary but within the limitations for set for each category of assets as set out below.

Historical Memorabilia:

- Assets may not be disposed of to fund on going operational costs.
- Duplicates and multiples may be combined or disposed of by unanimous agreement of the Board.
- Disposal of individual assets may be done after circulation of the reasoning to of the Members,
- Disposal of entire groups of assets are to only be done by resolution of the Members.

Operational Assets:

- For individual assets with a cost exceeding \$10,000 in value, not before notifying members of the intent to dispose.
- For all other items as the Board considers appropriate.

Memorial Walk Assets:

- In accordance with paragraph 8.4, above.

RAAHC Library Acquisition and Retention Policy

8.8 Within the guidance of Paragraphs 8.1 to 8.7 the order of preference for material being acquired and retained for the Library is:

- a. Any original material that refers to, or was used by, Australian artillery in general, units or equipment of the RAA, AIF, AMF and pre-federation artillery,
- b. Personnel records,
- c. Organisation and Unit Histories,
- d. Organisation and Unit Newsletters and Magazines,
- e. Official Histories,
- f. National Histories (eg, 'Bean's')
- g. Tactical references and manuals,
- h. Technical references and manuals,
- i. Operational references and manuals,
- j. Developmental, trial or experimental records,
- k. Maps,
- l. Photographs,
- m. Films
- n. DVDs
- o. Diaries,
- p. Drawings,
- q. Newspaper/journal/reviews/public reports, and
- r. Commercially produced publications.
- s. Facsimiles or second copies of the above.
- t. Bequeathed material that has been accepted by the RAAHC.
- u. General historical information on the defence of Australia's coast.
- v. General historical international information on artillery relevant to the RAA.

8.9 Material that should not be retained:

- a. Triplicate copies of commonly available books.
- b. General articles, journals, reviews and newspapers that are not germane to Australian Artillery.
- c. Non artillery material that has no direct or peripheral relevance to the RAA.

Chapter 9 - Board Meetings

Introduction

- 9.1 The Board meetings and agenda are fundamental to the governance processes. The Board meeting is critical as it is the main opportunity for Directors to obtain and exchange information between each other and stakeholders and the opportunity to understand other's views before making a decision as a single entity. Similarly the meeting agenda is important as it shapes the information flow and subsequent discussion.
- 9.2 The Board is expected to meet five times a year. Meetings may be face-to-face or via video- or teleconference. It is normal to commence meetings about 1000 and conclude by 1500 to enable interstate travel to be completed in one day. Meetings will be held at a venue convenient to the Board.
- 9.3 Additionally to the scheduled meetings, the Board can be convened under the RAAHC Constitution when any two Directors or the Chairman so requests. In such situations, a minimum of seven days' notice must be given unless it is an emergency meeting.

Meetings of the Board

- 9.4 All Directors and the Company Secretary are expected to attend all Board meetings. In addition, the Chairman or a majority of Directors may request the attendance at any meeting of the Board of any person who, in their opinion, may be able to assist the Board in any matter under consideration.
- 9.5 An agenda is required to be prepared for each Board meeting by the Honorary Secretary. Committees that meet should also prepare an agenda and forward copies of the minutes to the Honorary Secretary for inclusion in the next Board meeting agenda.
- 9.6 The procedure for the Board meeting is summarised in the RAAHC Procedures Manual.
- 9.7 It is expected that each committee and office bearer will provide a report on their respective activities since the last Board meeting. Actions listed in the Action List that require a paper or supporting document will usually be addressed under 'General Business' on the agenda.
- 9.8 Unless exceptional circumstances exist and the Chairman approves a late paper, all Board papers must be circulated to Directors a minimum of seven days before the Board meeting. No papers requiring consideration or decision can be tabled at the Board meeting for a decision at that meeting, except with the approval of the Chairman and all Directors.
- 9.9 Minutes will be prepared in draft form by the Honorary Secretary and provided to the Chairman for review within three days of the meeting. Once the Chairman has approved the draft minutes, the Honorary Secretary will circulate the draft minutes to all Directors.
- 9.10 At the Chairman's discretion an extract or elaboration of the minutes may be circulated for the purposes of communicating decisions within the organisation.
- 9.11 Once the minutes have been adopted by the Board as the second item of business they cannot be amended.

Chapter 10 – Annual Board Governance Plan and Business Calendar

Cycle

10.1 In order to provide an even distribution of work over the year, the Board will adopt a rolling twelve-month Calendar. Included will be all scheduled Board and committee meetings as well as major corporate and Board activities to be carried out in the month in question. The calendar is published as part of the Action List and updated as determined by the Board.

10.2 An indicative year is:

Month	Board Event
January	
February	Directors advise Budget requirements for next financial year
March	Board Meeting Review or Revise the Triennial Corporate Plan
April	Directors review their Committee's Plans Grant Applications prepared Asset review and revaluation
May	Board Meeting Next financial year budget presented and approved
June	
July	Account preparation for audit
August	Board Meeting Accounts presented to Board and to Auditor
September	Publish AGM Notice Board Approves Annual Financial Report
October	AGM Board Meeting Submission of Annual Company Statement
November	
December	Board Meeting Annual review of RAAHC Risk Register Board Governance Development Annual Partners' Dinner

Chapter 11 - Volunteers

Background

11.1 The Company is very dependent on volunteers to carry out its day-to-day activities. All office bearers are volunteers. As well, volunteers assist the Company through projects such as maintaining the Library, servicing the Australia's Memorial Walk and general research or heritage projects. The Company has a need for specific task Volunteers in support of RAAHC activities and these may be located anywhere in Australia. Volunteers do not necessarily need to be RAAHC members but need to be registered (as a Project Volunteer). Guidance on Volunteer procedures and Code of Conduct can be found in the RAAHC Procedures Manual.

Duty of Care

11.2 The RAAHC is responsible for the safe work place of volunteers. Under the NSW Work Health and Safety Act, the RAAHC has obligations to ensure volunteers work in an environment that is neither harmful nor hazardous. Volunteers commit of their own time and consequently will not participate if they feel uncomfortable or threatened. Accordingly, volunteers are to be advised of their rights (Code of Conduct) on being enlisted. The RAAHC has Public Liability insurance to protect against legal liability and personal injury of its volunteers. Details of the policy are available from the Honorary Secretary. Volunteers are required to record their attendance as a volunteer at the place of volunteering.

Tasking

11.3 The Director who is appointed to oversight a RAAHC activity is to prepare a Duty Statement for each volunteer. All duty statements are to be passed to the Honorary Secretary who is to maintain them in the Volunteer Register against the specific volunteer's name. Tasking of a volunteer by any other Director must be actioned through the responsible Director.

Payment

11.4 No payments will be made to volunteers. Reimbursement for authorised expenses will be processed in accordance with RAAHC procedures.