

The Royal Australian Air Force Welfare Trust Fund (RWTF) Constitution

PART A – PRELIMINARY MATTERS

INTRODUCTION

1. This Constitution sets out the roles and responsibilities of the Trustees of the RWTF in achieving the RWTF's purposes. It sets out a framework for the administration of good governance consistent with the *Services Trust Funds Act 1947* (Cth) (the Act) and other applicable laws and policies.

DEFINED TERMS & INTERPRETATION

2. The 'Dictionary and Interpretation' section defines some of the terms used in this Constitution and other governance materials, particularly those that commence with a capital letter.

BENEFITS POLICY

3. Annex B will contain the Benefits Policy upon RWTF ratification. Until ratification, the policies in effect from time to time continue to apply. Any references to the Benefits Policy below should be taken to be a reference to such policies.

NAME, NATURE OF THE RWTF & LIABILITY

4. The Royal Australian Air Force Trust Fund (RWTF) is a fund established under the Act and administered by Trustees in accordance with the provisions of the Act¹ and other legislation as applicable from time-to-time.

5. **Corporate name.** The corporate name of the Trustees of the RWTF is 'The Trustees of the Royal Australian Air Force Welfare Trust Fund'².

6. **Composition.** The RWTF consists of the assets transferred to the Trustees of the RWTF pursuant to the Act, together with all other property which is received in any manner by the Trustees for the purposes of the RWTF³.

7. **Body corporate.** The RWTF is a body corporate with perpetual succession and a common seal⁴. Every instrument to which the seal is affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee, or by some other person appointed by the RWTF, for that purpose.

¹ Section 30(1) of the Act.

² Section 6(2) of the Act.

³ Section 30(2) of the Act.

⁴ Section 6(1) of the Act.

8. **Corporate Commonwealth entity.** For the purposes of the *Public Governance, Performance and Accountability Act 2013* (Cth) (PGPA Act):
- a. The RWTF is a 'corporate Commonwealth entity'⁵.
 - b. The 'accountable authority' of the RWTF is 'the governing body of the [RWTF]⁶'.
 - c. The 'governing body' of the RWTF is the board of Trustees⁷.
9. **Charitable purpose.** The RWTF is administered in the interests of service personnel, ex-service personnel and their dependants, and for other charitable purposes⁸. The RWTF is a registered charity for the purposes of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (ACNC Act).
10. **Liability.** No person holding office as a Trustee of the RWTF shall be personally liable for anything bona fide done or omitted to be done by them as holder of that office⁹. See Part G below.

⁵ Section 11(a) of the PGPA Act; a corporate Commonwealth entity is a body corporate.

⁶ Section 12 of the PGPA. For the purposes of the PGPA and many other Commonwealth public laws, the 'accountable authority' is the relevant entity in relation to whom legal responsibilities are often attached.

⁷ Section 8 of the PGPA Act.

⁸ Long title of the Act.

⁹ Section 12 of the Act.

PART B – PURPOSE

VISION, PURPOSE, PRINCIPLES & ACTIVITIES OF THE RWTF

11. **Vision.** The Royal Australian Air Force Welfare Trust Fund (RWTF) was established under the Act and started with seed money of sixty thousand pounds from the proceeds of disbanded wartime messes. It is administered in the interests of serving and ex-serving members of the RAAF and their dependants. The RWTF's primary focus is to enhance the benefits available to eligible persons by way of low cost loans, grants and insurance.

12. **Purpose.** The purpose of the RWTF is to provide Benefits for members of the Defence Force who have served in, or in association with, the Air Force, and to the dependants of such members¹⁰ (Purpose).

13. **Principles.** In pursuing the Purpose, the RWTF will have due regard to:

- a. Ethics and integrity in governance practice;
- b. The concept and principles of corporate structure and governance accountability under the Act and other relevant laws and applicable Defence policies;
- c. Continuance of its registration as a charity.

14. **Activities.** The activities of the RWTF must be conducted in furtherance of its Purpose and may include:

- a. Reviewing and establishing mechanisms for the provision of monetary loans, grants and other financial Benefits;
- b. Investment of its funds;
- c. Advocacy to Defence officials on behalf of individuals or a class of beneficiaries;
- d. Outreach to Air Force members and units; and
- e. Other activities ancillary to, or contributing to, the attainment of the Purpose.

¹⁰ Section 32 of the Act.

PART C – MEETINGS

GENERAL

15. **Regular meetings.** The Trustees will meet as often as required for the proper discharge of their duties and in any event no less than 4 times per calendar year. At the discretion of the Chair, meetings may be:
- a. In-person, with option for virtual attendance; or
 - b. Wholly virtual.
16. **Convening meetings.** Without limiting the above, the Chair may convene a meeting of the Trustees:
- a. At such times as the Chair considers necessary; or
 - b. Upon written request of at least two Trustees.
17. **Notice of meetings, distribution of papers, and other attendees.** Notice of a meeting must be given to each Trustee via their nominated email address.
- a. Each notice must specify:
 - i. The time and place of, and if relevant, the form of technology for, the meeting, and
 - ii. The nature of the business to be conducted at the meeting.
 - b. Each notice must be sent with sufficient time for the Trustees to properly consider the subject matter contained within the notice and any accompanying materials.
 - c. The Secretary will distribute relevant meeting papers at a reasonable time before each meeting with an aim of distributing them at least one week prior to that meeting;
 - d. The Chair may request the attendance of any person at the meeting who is responsible for, or associated with, a matter included as an agenda item. That person should be noted in the minutes for the meeting as an attendee and can speak at the meeting at the invitation of the Chair but does not have any voting rights.
18. **Minutes.** The Secretary, or another person appointed by the Trustees, will take minutes of the proceedings of all RWTF meetings, in accordance with Part F.
19. **Resolutions via email or other methods.** The Secretary, at the discretion of the Chair, may seek a resolution of the Trustees over email or similar means, in lieu of a meeting. The

requirements below regarding quorum and conduct apply to such proceedings, as well as any other requirements the Chair considers appropriate.

20. **Quorum.** At any meeting of the Trustees, three Trustees shall constitute a quorum and may exercise and perform all or any of the powers, functions and duties of the Trustees.
 - a. No business may be transacted unless there is a quorum of Trustees at the time the business is dealt with.
 - b. If, within 30 minutes after the time appointed for the meeting, a quorum is not present then, without prejudice to those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide and as notified subsequently to all Trustees.
21. **Conduct.** The Chair shall preside at all meetings of the Trustees when present.
22. **Absence of Chair and Deputy Chair.** In the event of the absence of the Chair and Deputy Chair, the Trustees present at the meeting shall appoint one of their number to preside at that meeting. The person presiding at that meeting shall have and may exercise and perform all the powers, functions and duties of the Chair.
23. **Votes.** At any meeting of the Trustees:
 - a. Each Trustee shall have one vote and all questions shall be decided by a majority of votes;
 - b. The Chair, Deputy Chair or person presiding at the meeting shall have a deliberative vote and, in the event of an equality of votes, shall also have a casting vote.
24. **Resolutions.** Any resolution passed by a majority of votes at a meeting of the Trustees shall be a resolution of the Trustees.

PART D – TRUSTEES AND KEY PERSONNEL

TRUSTEES – NUMBER, APPOINTMENT, QUALIFICATIONS & TERM

25. **Number of Trustees.** Subject to the Minister’s discretion¹¹ and the needs of the RWTF, the typical number of Trustees is up to 8 members, with a minimum of 3 members cognisant of gender and skills balance.

26. **Composition.** The composition of the RWTF Trustees should reflect an appropriate mix of skills, experience and diversity, consistent with any requirements established by the Minister, [government](#) or Defence policy, such as a 50% gender mix.

27. **Becoming a Trustee & letter of appointment.** Subject to any Ministerial or Defence requirements, a person may become a Trustee by Ministerial appointment upon the recommendation of the Chair.

a. The Minister will issue a letter of appointment to each Trustee outlining any applicable conditions relating to that appointment.

28. **Qualifications and requirements of Trustees.** To be eligible for appointment as a Trustee, and subject to any Ministerial or other requirements a person should:

a. Be a member of the Royal Australian Air Force, whether permanent or reserve;

b. Be recommended for the role by a commanding officer, manager or other supervisor (minimum O-5 / EL 1 equivalent);

c. Have knowledge about and be committed to the Purpose of the RWTF;

d. Consent to discharge the duties of a Trustee as prescribed in this Constitution and amended from time to time, in writing; and

e. Meet any other criteria relating to the composition of the Trustees and skills and qualifications of Trustees as may be determined by the Trustees, Defence and the Minister from time to time.

29. **Term of office.** Subject to the Act and the Minister’s discretion:

a. A Trustee’s term in office commences at the time specified by the Minister, and ordinarily continues for a term of 3 years, with the option for a further (up to a maximum of) 2 two-year extensions;

¹¹ ‘The Minister must appoint... trustees of such number as he thinks fit and a chair of trustees.’ Section 5 of the Act.

- b. Each Trustee is to remain in office until one of the following events, whichever occurs earlier:
 - i. Their term in office expires;
 - ii. They have served in office for 10 years;
 - iii. They resign by notice in writing; or
 - iv. They are otherwise removed as a Trustee in accordance with this Constitution¹².
- c. **Removal from office.** Removal from office is a matter for the Minister. Subject to case-by-case consideration, the following is an indicative list of grounds that may give rise to consideration for removal:
 - i. The Trustee has been found to have engaged in unacceptable behaviour under Defence or other applicable workplace policy;
 - ii. The Trustee has been convicted of an offence, or has been charged with a serious offence; or
 - iii. The Trustee fails to attend three or more consecutive meetings without reasonable excuse.
- d. **Succession planning.** *To be included in further revisions to this Constitution.*

TRUSTEES RESPONSIBILITIES, POWERS & DUTIES

30. Roles and objectives of the Trustees.

31. The role of the Trustees is to lead and supervise the RWTF's governance and its duties under the Act.

32. The Trustees' key objective is to administer the RWTF in accordance with the RWTF's Purpose.

33. The Trustees will also determine and monitor:

- a. The RWTF's strategic framework and its short, medium and long term strategic goals;

¹² 'The Minister may terminate the appointment of a trustee or a chair of trustees at any time.' Section 5(2) of the Act.

- b. Policies governing the operations of the RWTF and the conduct of its Trustees, employees and regional representatives, including but not limited to:
 - i. The Benefits Policy
 - ii. The Corporate Plan
 - iii. The Protective Security Policy, in consultation with the Audit and Risk Committee
 - iv. The Risk Management and Fraud Control Plan, in consultation with the Audit and Risk Committee
 - c. The RWTF's risk management framework and risk appetite;
 - d. Powers and functions of subordinate committees as may be established from time to time; and
 - e. Annual progress and performance of the RWTF in implementing its strategic goals and objectives.
34. **Responsibilities of the Trustees.** The responsibilities of the Trustees include:
- a. Making and/or amending the policies and procedures regulating the Trustees, its employees and regional representatives;
 - b. Reviewing, approving and monitoring the strategic direction of the RWTF, including its vision, mission and values;
 - c. Monitoring the RWTF's performance in achieving its mission and Purpose in accordance with the RWTF's vision and strategy, as well as stakeholder expectations;
 - d. Supervising the RWTF's framework of control and accountability systems, including to enable risks to be appropriately identified, assessed and managed;
 - e. Overseeing the integrity of the RWTF's accounting and reporting systems;
 - f. Ensuring the RWTF complies with the Act and all other applicable legislation such as the *Public Governance, Performance and Accountability Act 2013* (Cth) (PGPA Act) and the ACNC Act;
 - g. Ensuring the Secretary, employees and regional representatives execute the day-to-day management and functioning of the RWTF, for example, by:

- i. Reviewing and monitoring the performance of the Secretary and other employees, and regional representatives, and providing feedback where necessary;
- ii. Providing critical and independent judgment regarding matters brought forward by the Secretary.
- iii. Approving and monitoring the progress of significant capital expenditure, capital management, and acquisitions and divestitures, as applicable;
- h. Enhancing and protecting the RWTF's reputation;
- i. Approving the annual budget and monitoring the financial performance of the RWTF;
- j. Approving and monitoring financial and other reporting;
- k. Engaging with stakeholders, including RAAF leadership, other funds under the Act, and service members as required;
- l. Establishing and determining the powers and functions of subordinate committees such as the Executive Committee and Audit and Risk Committee;
- m. Liaising with the RWTF's external auditors, such as the Australian National Audit Office in conjunction with the Audit and Risk Committee;
- n. Approving and monitoring the achievement of non-financial objectives of the RWTF;
- o. Fostering a lawful, responsible and ethical culture at the RWTF that aligns with the RWTF's purpose and strategy, and is consistent with broader Defence culture and values;
- p. Demonstrating leadership within the RWTF, including its employees and regional representatives, and to the broader Air Force and Defence community;
- q. Overseeing and monitoring a framework for the reward and recognition of RWTF staff, including employees and regional representatives;
- r. Providing overall corporate governance of the RWTF, including conducting regular reviews of the balance of responsibilities within the RWTF to ensure the division of functions remains appropriate to the needs of the RWTF.

35. **Powers and duties of Trustees.** The Trustees are responsible for the governance and affairs of the RWTF and may exercise all the powers of the RWTF in accordance with the Act and other laws.

36. The Trustees must comply with their duties as Trustees under the Act and other laws, and will use all reasonable endeavours to ensure that they and the Trustees as a whole are performing their duties and responsibilities in accordance with the law and this Constitution.
37. For as long as the RWTF is registered as a charity under the ACNC Act, the Trustees must ensure they comply with the requirements described in [Governance Standard 5](#) of the regulations made under the ACNC Act, as applicable.
38. **General powers.** The Trustees are responsible for the governance and administration of the RWTF in accordance with the Act and any other applicable laws.
39. **Statutory powers.** The Trustees ‘may, from time to time, do all such acts and things as appear to them necessary for the due administration’ of the RWTF¹³. Without limiting the generality of the foregoing, the Trustees have the following powers under the Act:
- a. To receive and consider applications for Benefits from the RWTF and determine whether any person or group or class of persons is entitled to benefit from the fund and the extent of the Benefit to which that person or the persons comprising that group or class is or are so entitled¹⁴;
 - b. To invest in any part of the RWTF in securities of the Commonwealth, on deposit with the Reserve Bank of Australia or in any manner for the time being allowed by any Commonwealth, State or Territory legislation for the investment of trust funds in Australia¹⁵;
 - c. To realise and convert into money any property forming part of the fund¹⁶;
 - d. To engage such clerical and other assistance in the management or administration of the fund as the Trustees consider necessary¹⁷;
 - e. To make payments or grant benefits from the fund, either directly or through the agency of any person or association of persons, to or on behalf of any beneficiary or group or class or beneficiaries in such manner as the Trustees think fit¹⁸; and
 - f. To appoint regional committees with such powers and functions, and upon such terms and conditions, as are prescribed¹⁹.

¹³ Section 8.

¹⁴ Section 8(a)

¹⁵ Section 8(b)

¹⁶ Section 8(c)

¹⁷ Section 8(d)

¹⁸ Section 8(e)

¹⁹ Section 8(f)

40. **Duties.** The Trustees must exercise their powers under the Act consistently with applicable legal duties, including those enumerated under the PGPA and ACNC as well as their general fiduciary duties. Those duties include but are not limited to the following:
- a. To exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Trustee of the RWTF²⁰;
 - b. To act in good faith in the best interests of the RWTF and to further the purposes of the RWTF as set out in the Act and this Constitution²¹;
 - c. Not to misuse their position as a Trustee²²;
 - d. Not to misuse information they gain in their role as a Trustee²³;
 - e. Not to receive any benefit from the RWTF and to ensure that any of their dependants do not receive any benefits from the RWTF²⁴;
 - f. To disclose any actual, potential or perceived conflicts of interest²⁵;
 - i. Trustees must disclose all personal information and other matters that could, or do, give rise to a conflict of interest in relation to a matter or decision being considered by the Trustees;
 - ii. Where a Trustee has a material personal interest in a matter being considered, that Trustee must not be present while the matter is being considered at the meeting or vote on the matter;
 - iii. Trustees are required to make an annual declaration, which includes an undertaking to disclose conflicts of interest in a timely and appropriate manner.
 - g. To ensure that the financial affairs of the RWTF are managed responsibly; and
 - h. Not to allow the RWTF to operate while insolvent.

²⁰ See also s 25 of the PGPA Act.

²¹ See also s 26 of the PGPA Act.

²² See also s 27 of the PGPA Act.

²³ See also s 28 of the PGPA Act.

²⁴ See s 14 of the Act

²⁵ See also s 29 of the PGPA Act.

41. **Power of delegation.** Under the Act:
- a. The Trustees may delegate to any person or committee such of their powers and functions as the Trustees think fit, except the power of delegation²⁶; such individuals may include:
 - i. One or more Trustees;
 - ii. One or more employees, including the Secretary;
 - iii. One or more regional representatives or other volunteers.
 - b. Any delegation is to be recorded in writing and is revocable at will²⁷; and
 - c. No delegation shall prevent the exercise of any power or function by the Trustees making the delegation²⁸.
 - d. A person or committee to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the Trustees.
 - e. The Trustees should review their delegations at least once a year and at any time there is a material change to the governance, operations or external regulatory environment.

CHAIR & DEPUTY CHAIR

42. **The Chair.**
- a. The Chair is appointed by the Minister.
 - b. The Chair has a role as the head of the Trustees in providing leadership of the Trustees and in the strategic direction of the RWTF.
 - c. The Chair is responsible for the efficient organisation and conduct of the Trustees.
 - d. The key responsibilities of the Chair are set out in the role description for the Chair as determined by the Trustees from time to time and included at Annex A (*to be issued*).

²⁶ Section 9(1)

²⁷ Section 9(2)

²⁸ Section 9(2)

43. **The Deputy Chair.**

- a. The Trustees may from time to time vote to appoint a Trustee, who will ordinarily be a serving permanent member of the Air Force, to be Deputy Chair. The appointment shall not be for any specific term and shall be revocable upon a vote.
- b. During the absence of the Chair, the Deputy Chair is to undertake the functions of the Chair except as provided by the Chair.
- c. The key responsibilities of the Deputy Chair are set out in the role description for the Deputy Chair as determined by the Trustees from time to time and included at Annex A (*to be issued*).

SECRETARY AND ASSISTANT SECRETARY

44. **Secretary.** There shall be a position of Secretary to the RWTF. The Trustees may from time to time appoint a person as Secretary upon such terms and conditions as the Trustees may think fit. Consistent with the terms of any agreement, the Secretary is responsible for the duties expressed in Annex A (*to be issued*).

45. **Assistant Secretary.** There shall be a position of Assistant Secretary. The Trustees may from time to time appoint a person as Assistant Secretary upon such terms and conditions as the Trustees may think fit. Consistent with the terms of any agreement, the Assistant Secretary is responsible for the duties expressed in Annex A (*to be issued*).

PART E – COMMITTEES AND REGIONAL REPRESENTATIVES

GENERAL

46. In addition to the Executive Committee and Audit and Risk Committee, established under this Constitution, the Trustees may resolve to establish one or more committees consisting of such persons as they determine to assist in the execution of their responsibilities.
47. The Trustees may resolve to:
- a. Delegate to each committee such of their powers required for the effective running and administration of the committee;
 - b. Revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
 - c. Change the makeup of a committee at any time or dissolve it altogether.
48. The Trustees may adopt committee charters for each committee, addressing the membership, delegated authority, function and reporting obligations of the committee, and any other matters the Trustees determine.
49. The Trustees must regularly evaluate the operations of any committees.

EXECUTIVE COMMITTEE

50. **General.** There shall be an Executive Committee, which shall consist of the Chair, Deputy Chair and the Secretary, and any other persons as the Chair determines from time to time.
51. **General responsibilities.** The Executive Committee shall be responsible to the Trustees for the following:
- a. Managing the day-to-day operations of the Fund, and
 - b. Managing the operations of the Fund between Trustee meetings.
52. It shall not be necessary for the Executive Committee to meet formally and any decisions may be taken by any two of the Executive Committee.
53. All action taken by the Executive Committee other than routine administrative action shall be subject to review and, if required, ratification at the next succeeding meeting of the Trustees.

54. **Specific responsibilities.** The Executive Committee shall have the following specific powers, authorities, duties and responsibilities:
- a. To act for and on behalf of the Trustees between meetings of the Trustees.
 - b. To approve the provision of Benefits (for example, emergency loans and grants) up to the limit prescribed in the Benefits Policy.
 - c. To undertake and carry out such other duties and responsibilities as the Trustees may from time to time direct.

AUDIT AND RISK COMMITTEE

55. **General.** There shall be an Audit and Risk Committee, in accordance with the PGPA Act²⁹, which shall consist of:
- a. One member drawn from the Department of Defence who is not a member of the Trustees or an employee of the RWTF;
 - b. 2 other persons deemed suitable by the RWTF Trustees who are neither Trustees nor employees of the RWTF.
56. The objective of the Audit and Risk Committee is to provide independent assurance and advice to the Board of Trustees of the RWTF regarding its financial reporting, performance reporting, risk oversight and management and system of internal control and compliance framework responsibilities.
57. The authority and responsibilities of the Audit and Risk Committee is established by charter (Annex G) (*to be issued*).

REGIONAL REPRESENTATIVES

58. RAAF Chaplains and any other persons appointed by the Trustees from time to time may be co-opted by the Chair to support the RWTF in the volunteer capacity of regional representative. RAAF Chaplains by virtue of their appointment as chaplains are automatically appointed as regional representatives.

²⁹ Section 45.

59. Regional representatives support the functions of the RWTF by performing the following duties:

- a. Representing the mission of the RWTF;
- b. Making recommendations to the Trustees regarding applications for benefits (primarily loans or grants); and
- c. Approve emergency grants up to the limit prescribed by the Trustees in the Benefits Policy.

PART F – RECORDS AND INFORMATION MANAGEMENT

RECORDS MANAGEMENT GENERALLY

60. The RWTF will adhere to records management policies as outlined in:
- a. Applicable law and Defence policy, and
 - b. The *Records Management Policy Manual*, as amended from time to time (Annex G);
 - c. This Constitution to the extent it is not inconsistent with the foregoing.

CONFIDENTIALITY OF INFORMATION

61. Subject to any prevailing law or Defence policy, Trustees must keep all deliberations and decisions which are not publicly known confidential.
62. Any confidential information received by a Trustee in their position as Trustee must not be disclosed to any third party, unless authorised by the Trustees or required by law or Defence policy.

MINUTES

63. The Trustees, through the Secretary or other individual as directed, must ensure that the following minutes are recorded, approved and kept in accordance with the law and policy:
- a. Meetings and resolutions of the Trustees, and
 - b. Meetings and resolutions of any committees or subcommittees (such as the Executive Committee and the Risk and Audit Committee)
64. Minutes shall be endorsed by the Chair or presiding Trustee of the meeting at which the proceedings were held or by the Chair or presiding Trustee of the next succeeding meeting.

INSPECTION OF RECORDS

65. Upon request, the Trustees are to provide a copy of the RWTF's annual budgets, annual report, business and corporate plans and any notification of amendments to the RWTF's governing documents to the Minister, the Secretary of the Department of Defence, the Chief of the Defence Force (CDF) and the Chief of Air Force (CAF).
66. The Secretary is to arrange for operations and financial summaries of the RWTF's performance to be forwarded to the Financial Reporting and Accounting Team in the Defence Finance Group to provide a consolidated monthly report to the Secretary on the

performance of Defence portfolio bodies. Additionally, the Secretary is to provide the Finance Executive with information relating to any major change of the Fund's Constitution and Rules.

PART G – ADMINISTRATIVE MATTERS

INDUCTION AND BRIEFINGS

67. **New Trustees.** All new Trustees will be given an induction which will generally involve the following activities:

- a. A meeting with the Chair to discuss expectations and responsibilities;
- b. A meeting with the Secretary to discuss key personnel and current RWTF operations;
- c. Such other meetings as the Trustee reasonably requests; and
- d. The provision of a comprehensive package of briefing materials in relation to the RWTF.

68. **Continuing education.** From time to time, the Chair may organise briefing sessions relating to factors affecting the RWTF and the discharge of the Trustees' responsibilities (such as the Australian Institute of Company Directors (AICD)). Additionally:

- a. Trustees are expected to keep up to date on relevant topical issues and be committed to their continuing professional development as Trustees.
- b. The Chair and Deputy Chair may undergo Company Director's courses at public / RWTF expense. Other Trustees may undergo 'not-for-profit' governance type workshops through the AICD at RWTF expense.
- c. The Chair of the Audit and Risk Committee may complete a AICD Company Directors course at RWTF expense.

ASSESSMENT OF PERFORMANCE

69. **Annual evaluation.** Subject to the drafting and approval by the Trustees of appropriate standard operating procedures, at least once each year the performance of the RWTF and employed Trust Fund staff, the committees of the RWTF and individual Trustees will be assessed against the requirements of this Charter and the Constitution.

70. The evaluation will include an assessment of:

- a. Financial and non-financial results against budgets and other benchmarks;
- b. The quality and effectiveness of information made available to the Trustees;
- c. The effectiveness and composition of the Board;

- d. Whether the expectations of stakeholders has been achieved; and
- e. The contribution by the Trustees in the further of the Purpose.

71. The Trustees may engage an independent expert to facilitate the evaluation and assessment process.

INDEMNITY AND INSURANCE

72. **Trustees not personally liable.** No person holding office as a Trustee shall be personally liable for anything bona fide done or omitted to be done by them as holder of that office.³⁰

73. The Trustees will take out appropriate insurance to cover RWTF's insurable risks, including as appropriate:

- a. Directors' and Officers' liability;
- b. Fraud, Fidelity and General liability; and
- c. Workers' Compensation insurance.

REMUNERATION AND EXPENSES

74. **Offices to be honorary.** Trustees are not entitled to receive from the RWTF any remuneration for any work done in relation to the administration of that fund.³¹

75. **Travelling and other expenses.** A Trustee may be paid, out of the RWTF, an allowance at a rate approved by the Minister in respect of travelling and other expenses incurred by him in connexion with the exercise of his powers or functions under the Act³². Any travel is to be approved by the Chair in advance and recorded.

³⁰ Section 12 of the Act.

³¹ Section 11 of the Act.

³² Section 11 of the Act

PART H – REVIEW AND AMENDMENT

CONSTITUTION

76. The Trustees must regularly, and in any event no less than once every 2 years, review this Constitution and key governance materials. Authority to update governance materials is provided in the Schedule.

OTHER GOVERNANCE MATERIALS

77. Schedule 1 contains a list of key governance documents, the amendment authority, and the amendment frequency.

AMENDMENTS TO THE CONSTITUTION

First approved:	27 November 2025 (typographical errors fixed and approved by Executive Committee on 10 February 2026)	
First approved by:	The Trustees of the RWTF	
Amendments		
DATE	Authorised by	Description of amendment
-	-	-

PART I – DICTIONARY & INTERPRETATION

78. **Dictionary.** In this Constitution:

- a. **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
- b. **Benefits** means the financial and any other mechanisms provided out of the RWTF, as specified in the Benefits Policy;
- c. **Chair** means a person appointed by the Minister as such under the Act;
- d. **Constitution** means the constitution of the RWTF (this document);
- e. **Dependant** has the same meaning as in the Act (*'dependant*, in relation to a member of the Defence Force, means any person who, in the opinion of the trustees [of the RWTF], has or had such relationship to, or dependence upon, the member of the Defence Force as to justify the receipt by that person of benefit from that fund').
- f. **PGPA Act** means the *Public Governance, Performance and Accountability Act 2013* (Cth);
- g. **Purpose** means the purpose of the RWTF as set out in this Constitution;
- h. **RWTF** means the Royal Australian Air Force Welfare Trust Fund;
- i. **Secretary** means a person appointed to the position of secretary of the RWTF;
- j. **Trustees** means the Trustees for the time being of the RWTF as appointed by the Minister under the Act;

79. **Interpretation.** If there is any conflict between this Constitution and other governance materials besides law, the terms of the Constitution will prevail.

SCHEDULE 1 – INDICATIVE KEY GOVERNANCE DOCUMENTS

Note: The following are yet to be ratified and issued. Accordingly, the policies and understandings in effect from time to time continue to be in effect pending ratification.

Annex	Document Title	Amendment Approval Minimum Authority
A	Position Descriptions and Delegations	Trustees
B	Benefits Policy	Trustees
C	Standard Operating Procedures	Chair and Secretary
D	Code of Conduct	Trustees
E	Protective Security Plan	Trustees in consultation with Audit and Risk Committee
F	Risk Management and Fraud Control Plan	Trustees in consultation with Audit and Risk Committee
G	Audit and Risk Committee Charter	Trustees
H	Records Management Policy Manual	Chair and Secretary