

**1st ARMOURED REGIMENT ASSOCIATION Inc.**

# **The Constitution of the 1st Armoured Regiment Association Inc.**

**A Foundation Member Association of  
The Royal Australian Armoured Corps Corporation**



**Adopted via special resolution at the Annual General Meeting held 12 October 2019**

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**Note:**

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Association and its members.

## **PART 1—PRELIMINARY**

### **1 Name**

The name of the incorporated association is '1st ARMOURED REGIMENT ASSOCIATION Incorporated'. The Registration Number is AO044180K.

**Note: Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.**

### **2 Purposes**

The purposes of the Association are to:

- (1) combine into an Association:
  - (a) former members of 1st Armoured Regiment and attached RAEME units; and
  - (b) currently-serving members of 1st Armoured Regiment; and
  - (c) widows, dependants and next of kin of former and present members of the units however prescribed in rule 25 (2).
- (2) foster and perpetuate ties of comradeship created by those eligible for membership;
- (3) unite members of the Association for their mutual benefit;
- (4) promote and advance or otherwise assist the welfare and well-being of members, their dependants and next of kin and any other persons as the Management Committee, branch or branches shall approve;
- (5) provide all possible assistance to members in a practical and advisory capacity;
- (6) preserve the history of 1st Armoured Regiment;
- (7) foster and sponsor awards for excellence in soldiering to current serving members of the Regiment;
- (8) diffuse or disseminate knowledge and information or otherwise further these purposes;
- (9) maintain, promote and encourage the establishment of groups of members to act as a branch or branches of the Association; and
- (10) do all such other acts and things and enter such affiliation as are incidental or conducive to the furtherance of the above objectives.

### **3 Values**

The values of the Association are:

- (1) **FAIRNESS:** The Management Committee of the Association and all its members owe a reciprocal duty to conduct themselves in a manner which applies the characteristics of impartiality and equity and mutual respect.
- (2) **ACCOUNTABILITY:** The Management Committee of the Association and all its members owe a reciprocal duty to acknowledge ownership of work results, personal actions and being answerable for outcomes.
- (3) **COMMITMENT:** The Management Committee of the Association will conduct itself in a manner characterised by dedication, application, perseverance, a belief in a personal capacity and professionalism to achieve and add value to the Association's goals and governance.
- (4) **EXCELLENCE:** The Management Committee of the Association commits to seeking improvement in everything we do and in the quality of the services we provide to all members of the Association including serving members of 1st Armoured Regiment.
- (5) **INTEGRITY:** The Management Committee of the Association and all members of the Association recognise and acknowledge that integrity in all that the Association does is quality that underpins every member's soundness of moral principles. It is manifested in their uprightness, honesty and sincerity in their approach to themselves, others and their work in managing the Association and in acting responsibly within the requirements of the Constitution and By-laws.
- (6) **TRUST:** All members acknowledge that trust in one another equates to faith, confidence and being able to rely and depend on others in particular in the Management Committee of the Association to discharge its duties in the manner prescribed in this Constitution.

#### 4 Financial year

The financial year of the Association is each period of 12 months ending on 30 June each year.

#### 5 Definitions

In these Rules, unless the contrary intention applies:

**absolute majority**, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

**Affiliate member** means a member referred to in rule 24;

**Associate member** means a member referred to in rule 25;

**AGM** has the same meaning as Annual General Meeting. Both terms are interchangeable;

**Association** has the same meaning as the 1st Armoured Regiment Association. Both terms are interchangeable;

**branch(es)** means the Association's State or Territory branch(es);

**by-laws** means the By-laws approved by members at a general meeting of the Association;

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 57;

**Committee** means the Committee having management of the business of the Association;

**committee meeting** means a meeting of the Committee held in accordance with these Rules;

**committee member** means a member of the Committee elected or appointed under Part 5 Division 3;

**disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 91 (3);

**disciplinary meeting** means a meeting of the Disciplinary subcommittee convened for the purposes of rule 88;

**disciplinary subcommittee** means the subcommittee appointed under rule 87;

**effective date of resignation** means the date that the resignation has been received by the Secretary or 30 days after received by the Secretary if the person resigning considers their position under the provisions of the 30 day Cooling Off period;

**Ex-officio members** mean those members who have been appointed by the Management Committee to the Management Committee, without election. An *ex officio* member is not entitled to vote at any Management Committee meeting;

**Executive** of the Management Committee of the Association consists of: (a) President; (b) Vice-President; (c) Secretary; (d) Treasurer;

**financial year** means the 12-month period specified in rule 4;

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**Indictable Offence** means, “An offence that can be prosecuted on indictment” and which is “typically tried before a judge and jury” or where the accused elects to be tried by judge alone<sup>1</sup>;

**Management Committee** has the same meaning as Management Committee of the Association elected or appointed, as the case may be, and has the same meaning as Committee. Both terms are interchangeable. The Management Committee consists of a President; Vice-President; Secretary; Treasurer and any other ordinary, Life, affiliate or associate members the Association members elected at a general meeting;

**member** means a member of the Association;

**member entitled to vote** means a member who under rule 21 (2) is entitled to vote at a general meeting;

**Membership Year** means a period of twelve months commencing from the date that the membership fees have been received by the Association for members who joined after 1 February 2019. For all other members, the Membership year is defined as a period of twelve months commencing on 1 February each year.’

**misconduct** is defined as any circumstance where an Ordinary Member, life member, Affiliate Member or Associate Member without reasonable excuse fails to fulfil his or her duty or obligation as a member of the Association under these Rules, By-laws or Policies in force at the time the misconduct was committed;

**Next of kin** means an immediate family member such as Wife, Partner or child over 18;

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<sup>1</sup> Butterworths Concise Australian Legal Dictionary 2006, 3rd edn, Chatswood NSW, 218. Additionally, according to the Dictionary notes, “An offence does not cease to be indictable because it is dealt with summarily: *Ross v R* (1979) 141 CLR 432: 24ALR 137.” IMPORTANT NOTE: This High Court decision enables an Association to deal with members who have been convicted of an offence which has been dealt with by a court of summary jurisdiction – namely a Magistrates Court. The Criminal Convictions provisions in the By-laws address dealing with a member convicted of an indictable offence.



**Policies** means the policies of the Association in force from time to time, as the case may be and has the same meaning as Standing Orders. Both terms are interchangeable;

**Purposes** means the Purposes of the Association as set out in Rule 2;

**Qualification** has the same meaning as **eligibility**. Both terms are interchangeable;

**Regulation** means the *Associations Incorporation Reform Regulations 2012* (Vic);

**Rules** means the Rules of the Association for the time being in force;

**Special General Meeting** means a special general meeting convened pursuant to rule 37;

**special resolution** means a resolution passed-

- (a) by a General Meeting of the Association of which Twenty-one (21) days-notice of intention to move the motion has been given in accordance with this Constitution, and
- (b) by at least 75% of the members present and voting, whether in person or by proxy, at that meeting;

**the Act** means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations.

## 6 Interpretations

In these Rules, unless the contrary intention appears —

**may** refers to something that is discretionary;

**must** has the same meaning as “**shall**.” Both terms are interchangeable;

**should** refers to something that is strongly recommended and is considered to be best practice;

**words** importing the singular include the plural and the converse;

**words** importing a gender include all genders;

where a word or phrase is defined, its other grammatical forms have a corresponding meaning;

an expression importing a natural person includes an individual, a firm, a body corporate, an unincorporated association and any Government Agency;

expressions referring to “writing” shall be construed as including references to printing, photography, web site and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;

a word or expression that is not defined in these rules, but is defined in the Act, has, if the context permits, the meaning given by the Act;

an expression used in the Act that is given a special meaning for the purposes of the Act, has in any Rule of this Constitution that deals with the same matter, the same meaning as in the Act;

all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

an accounting term is a reference to that term as it is used in accounting standards under the *Corporations Act 2001 (Cth)*, or, if not inconsistent with these standards, in accounting principles and practices generally accepted in Australia.

## **7 Acts and Rules Prevail**

- (1) Where an inconsistency between the Act and these Rules exists, the Act shall apply only to the extent that the inconsistency exists.
- (2) Where an inconsistency between the By-laws and these Rules exists, the Rules shall apply only to the extent that the inconsistency exists.
- (3) Where these Rules or the By-laws are silent on any matter, the Act shall apply.

## **8 Parties bound**

Under the provisions of these Rules, each person who applies to be admitted as an ordinary member, affiliate member, associate member, or upon whom life membership is conferred, shall be deemed to have agreed to be bound by the provisions of this Constitution and By-laws.

## **9 Privacy**

The 1st Armoured Regiment Association Inc. is subject to the provisions of the *Privacy Act 1988 (Cth)*.

## **10 By-Laws**

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Association.

## **PART 2—POWERS OF THE ASSOCIATION**

### **11 Powers of the Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (4) Sub rule (3) does not prevent the Association 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.

## 12 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Association 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.

**Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.**

## PART 3—MEMBERS

### 13 Minimum number of members

The Association must have at least 5 members.

### 14 Eligibility for membership – ordinary and life members

- (1) Any person including former or serving members, who:
  - (a) served as a posted or attached member of the 1<sup>st</sup> Armoured Car Sqn, 1st Armoured Regiment, 348 Light Aid Detachment or 36 Light Aid Detachment; and
  - (b) has not been convicted of an indictable offence.

**Note: The Executive may waive this requirement if the applicant is considered of good character and has duly served any sentence imposed);**

is deemed to have the requisite qualifications regardless of the duration or nature of service.

### 15 Classes of members

- (1) The membership of the Association consists of the following classes of members:
  - (a) ordinary members
  - (b) affiliate members (refer rule 24)
  - (c) associate members (refer rule 25)
  - (d) life members (refer rule 23)
  - (e) honorary members (refer rule 26)
- (2) The number of members is unlimited.
- (3) An application for admission to a class of membership specified in sub rule (1) shall be subject to due diligence processes, including a fit and proper person test, as established

by the Association as represented by the Executive and Management Committees, from time to time, to verify their eligibility.

**NOTE: The requirement for admission to membership of the 1<sup>st</sup> Armoured Regiment Association Inc is that a person is a fit and proper person for consideration of admission or re-admission. For the purposes of this Constitution, including rules 17 and 18, a fit and proper person is defined as:**

***“A person who is suitable, appropriate or legally eligible to undertake a particular activity.”<sup>(1)</sup>*** In this Constitution, the term **“person”** means relevantly, an applicant for membership of the Association, a member who is seeking-readmission to the Association or a member who is renewing their membership of the Association. A person who fails to meet the fit and proper test is ineligible for consideration of membership, re-admission to the Association or renewal of membership.

## 16 Application for membership

- (1) A person who meets the eligibility criteria for a class of membership howsoever prescribed in rule 15 may apply for the relevant class of membership, of the Association.
- (2) To apply to become a member of the Association, a person must submit a written application, in the form decided by the Management Committee, to a committee member stating that the person—
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
- (3) The application—
  - (a) must indicate the type of membership sought;
  - (b) must be signed by the applicant; and
  - (c) may be accompanied by the joining and/or membership fee.

**Note: The joining fee is the fee (if any) determined by the Association under rule 20 (2).**

## 17 Admission and rejection of new members

- (1) As soon as practicable after a completed application for membership is received, the Management Committee must—
  - (a) conduct and complete a due diligence process on the completed application; and
  - (b) decide by resolution whether to accept or reject the application.
- (2) The Management Committee has the discretion absolutely, to accept or reject an application for membership of the Association.
- (3) The Management Committee must notify the applicant in writing of its decision including any reasons for rejection as soon as practicable after the decision is made.
- (4) If the Management Committee rejects the application, it must return any money accompanying the application to the applicant.

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<sup>[1]</sup> *Butterworths Concise Australian Legal Dictionary* 2006, 3<sup>rd</sup> edn, Chatswood NSW, at 218.

- (5) A decision by the Management Committee to reject an application for membership is final and binding on all parties.

## 18 New membership

- (1) If an application for membership is approved by the Committee, and the joining and or annual subscription have been paid—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 21 (2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Committee approves the person's membership; or
  - (b) the person pays the joining and/or fee.

## 19 Renewal of membership

- (1) A member however prescribed, may elect to renew his or her membership of the Association in the manner prescribed by the Management Committee.
- (2) A renewal of membership shall be treated by the Management Committee in the same manner as an application for membership including due diligence.
- (3) The discretionary powers of the Management Committee on the basis of a conviction for an indictable offence as specified in **Rule 14**, shall apply.
- (4) A decision to reject a renewal of membership shall be final and binding on all parties.

## 20 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine the amount of the annual subscription (if any) for the following financial year.
- (2) An annual general meeting may impose a joining fee if so required.
- (3) The Association may determine that a lower annual subscription is payable by affiliate, honorary or associate members.

**Note: Life members pay no fees.**

- (4) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year;  
or
  - (c) a fixed amount determined from time to time by the Association.
- (5) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **21 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 104; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the member is a member other than an associate member or affiliate; and
  - (b) more than 10 business days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

## **22 Patron**

A person may be appointed Patron of the Association at the Annual General Meeting of the Association upon the recommendation of the Management Committee.

## **23 Life membership**

- (1) Life membership of the Association may be awarded in a manner approved by the Management Committee to any ordinary member, affiliate member [refer rule 27 (4)] or associate [refer to rule 28 (4)] who has made a significant contribution to the Association.
- (2) The Management Committee has the discretion absolutely to approve or refuse a nomination for life membership of the Association.
- (3) Life members will be bound by all laws, Rules and By-laws of this Constitution.

## **24 Affiliate membership**

- (1) Affiliate membership of the Association may be granted in a manner approved by the Management Committee to persons who, have:
  - (a) served on the posted strength of any unit of the Royal Australian Armoured Corps; or
  - (b) served on the posted strength of unit of The Royal Corps of Australian Electrical and Mechanical Engineers (RAEME) that provided support to any unit of the Royal Australian Armoured Corps; or
  - (c) on the posted strength of a foreign tank unitand are in a position to assist the Association in carrying out one or more of its Purposes and who provide such assistance.
- (2) The Management Committee has the discretion absolutely to approve or refuse a nomination for Affiliate Membership of the Association.

## **25 Associate membership**

- (1) Associate membership of the Association may be granted in a manner approved by the Management Committee to persons who, whether or not they are then members of the Association, are in a position to assist the Association in carrying out one or more of its Purposes and who provide such assistance.
- (2) The wife, husband, partner, children or next of kin of any person that is eligible to be an Ordinary Member vide rule 14 (1), are eligible to become Associate Members of the Association.
- (3) The Management Committee has the discretion absolutely to approve or refuse a nomination for associate membership of the Association.

## **26 Honorary membership**

- (1) Honorary membership of the Association may be granted in a manner approved by the Management Committee to persons who, whether or not they are then members of the Association, have rendered assistance and/or acts that are deemed to be beneficial to the interest of the Association and its members.
- (2) The Management Committee has the discretion absolutely to approve or refuse a nomination for Honorary membership of the Association.

## **27 Admission to Affiliate membership**

A person accepted as an Affiliate member vide rule 24 of this Constitution will be governed by the following sub-paragraphs.

- (1) Affiliate members will be bound by all laws, Rules and By-laws of this Constitution as if full members.
- (2) Affiliate members cannot hold or be nominated for the position of President, Vice, President or Secretary, but may be nominated for or hold a position on the Management Committee or Management sub-Committee.
- (3) Affiliate members cannot vote, propose or second motions at meetings.
- (4) An Affiliate member that is nominated and approved as a Life Member will be deemed to have the full rights of a full member providing they meet the requirements of rule 23.1 of this Constitution.
- (5) Fees for Affiliate Membership will be determined by the Management Committee.

## **28 Admission to Associate membership**

A person accepted as an Associate member vide rule 25.2 of this Constitution will be governed by the following sub-paragraphs.

- (1) Associate members will be bound by all laws, Rules and By-laws of this Constitution as if full members.
- (2) Associate members cannot hold or be nominated for the position of President, Vice President or Secretary, but may be nominated for or hold a position on the Management Committee or Management sub-Committee.
- (3) Associate members cannot vote, propose or second motions at meetings.

- (4) An Associate member that is nominated and approved as a life member will be deemed to have the full rights of a full member providing they meet the requirements of Rule 25.2 of this Constitution.
- (5) Fees for Associate Membership will be determined by the Management Committee

## 29 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

## 30 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.  
**Note: The next of kin of a deceased member should be offered the right to apply for Associate Membership on the death of a member.**
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the effective date of resignation that the person ceased to be a member in the register of members.
- (3) Fees that are prepaid by a member who dies, resigns or is expelled from the Association must be refunded on a *pro-rata* basis, as soon as is reasonably practicable.
- (4) Transfer of such monies may be made electronically or by cheque.

## 31 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

**Note: Rule 103 (3) sets out how notice may be given to the association. It includes by post or by handing the notice, including an email, to a member of the committee.**

- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than six (6) months in arrears; or
  - (b) where no annual subscription is payable—
    - i. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - ii. the member has not, within three (3) months after receiving that request, confirmed in writing that he or she wishes to remain a member.
- (3) The resignation takes effect at:
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the resignation notice – the later time, or
  - (c) 30 days after the resignation is received by the Secretary if the person resigning has opted to reconsider their decision under the provisions of the Cooling Off Period.
- (4) A person who fails to pay his or her subscription in accordance with this Constitution shall forfeit all right to and claim upon property and funds to which as a member, he or she may have been entitled.
- (5) A member who has not paid all monies due and payable by that member to the Association, shall (subject to the Management Committee's discretion), have all rights



under this Constitution immediately suspended from the expiry of the time prescribed in sub rule 2 (a) for payment of those monies. Such rights will be suspended until the monies are fully paid.

## 32 Resignation – Cooling Off Period

**Note: Instances occur from time to time where resignations are tendered in the heat of the moment resulting in a loss of valued members to the Association. This Rule enables members who tender their resignation to have a cooling-off period in order to reconsider their decision to resign.**

- (1) A member however prescribed, shall on submission of his or her resignation, be entitled to a thirty (30) calendar day cooling off period to reconsider their resignation.
- (2) The cooling-off period shall take effect on and from the date the resignation is received by the Secretary.
- (3) A member of the Executive shall establish contact with the resigning member and seek feedback from the member as to the reasons for resignation and offer the member the opportunity to withdraw their resignation.
- (4) Where a member elects to continue with their resignation, the member's wishes are to be respected.

## 33 Termination of Membership

**IMPORTANT NOTE: Where the Management Committee believes on reasonable grounds, that a member has engaged in conduct prejudicial to the provisions of this Rule or any other Rule or By-law of the Association, the Management Committee may issue a written warning to the member informing that their behaviour is considered unacceptable, and any further breaches of this rule or any other Rule or By-law of the Association may result in disciplinary action being taken.**

- (1) The Management Committee may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence; or
  - (b) fails without reasonable excuse to comply with any of the provisions of these rules; or
  - (c) conducts himself or herself in a way considered to be injurious to or prejudicial to the character or interests of the Association; or
  - (d) engages in conduct likely to bring the reputation of the Association and its members into disrepute; or
  - (e) who commits misconduct however prescribed.
- (2) Before the Management Committee terminates a member's membership, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (3) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the Management Committee must give the member a written notice of the decision.

### **34 Appeal against suspension or termination of membership**

- (1) A person whose membership has been suspended or terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary **within 14 days** after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, **within 28 calendar days** after receiving the notice, call a general meeting to decide the appeal.

### **35 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - i. the member's name;
    - ii. the address for notice last given by the member;
    - iii. the date of becoming a member;
    - iv. if the member is an ordinary, affiliate, honorary, associate or Life member, a note to that effect;
    - v. any other information determined by the Committee;
    - vi. each member's preferred method of notification; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) In accordance with section 57 of the Act, any member may, at a reasonable time and free of charge, inspect the register of members.

**Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.**

## PART 4 — General Meetings of the Association

### 36 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - i. the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - ii. the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
  - (e) the annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### 37 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 38 (2) may be conducted at the meeting.

**Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 38 (2) and the majority of members at the meeting agree.**

### 38 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within **one month** after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under sub rule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.

### **39 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 38 (3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - i. state in full the proposed resolution; and
    - ii. state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 40 (5).
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note: Rule 92 sets out the requirements for notice of a disciplinary appeal meeting.**

### **40 Proxies**

- (1) A member may appoint another financial ordinary member or life member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member or of his attorney duly authorised in writing making the appointment. A copy of the proxy form is at APPENDIX A to the Constitution.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 36 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.

- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting. Any instrument or proxy received after this time will be considered invalid.
- (8) Nothing in these Rules shall prevent the Management Committee from exercising its discretion to amend the instrument appointing proxy from time to time, as the case may be.

#### **41 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **42 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 40) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 38—the meeting must be dissolved;

**Note: If a meeting convened by, or at the request of, members is dissolved under this sub rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 38.**

- (b) in any other case—
    - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### **43 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- (2) Without limiting sub rule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 39.

### **44 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to sub rule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 93.

### **45 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

**Note: In addition to certain matters specified in the Act, a special resolution is required—**

- (a) to remove a committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **46 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands and a count of proxies, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **47 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 40 (6); and
  - (c) the financial statements submitted to the members in accordance with rule 36 (3)(b)(ii); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5— MANAGEMENT COMMITTEE**

### **Division 1—Powers of Management Committee**

#### **48 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) Subject to these Rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- (3) The Management Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (4) The Management Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members of the Association considered appropriate by the Management Committee to help with the conduct of the Association's operations.
- (5) The Management Committee may issue such terms of reference it considers appropriate.
- (6) The Management Committee can sue or be sued.

#### **49 Delegation**

- (1) The Management Committee may delegate to a member of the Management Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Management Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Management Committee considers appropriate.
- (3) The Management Committee may, in writing, revoke a delegation wholly or in part.

#### **50 Appointment of Subcommittee (*Ex-Officio* Members)**

- (1) A member of a Subcommittee who is not a member of the Management Committee is considered to be *ex officio* and not entitled to vote at a Management Committee meeting.
- (2) A Subcommittee may elect a chairperson of its meetings.
- (3) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (4) A Subcommittee may meet and adjourn as it considers appropriate.
- (5) A question arising at a Subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.



## **51 Acts Not Affected by Defects or Disqualifications**

**Note: This Rule should be read in conjunction with Rule 107 Liability of Members and Officers.**

- (1) An act performed by the Management Committee, a Sub-Committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Sub-rule (1) applies even if the act was performed when:
  - (a) there was a defect in the appointment of a member of the Management Committee, Sub-Committee or person acting as a member of the Management Committee; or
  - (b) a Management Committee member, Sub-Committee member or person acting as a member of the Management Committee was disqualified from being a member.

## **Division 2—Composition of Management Committee and duties of members**

### **52 Composition of the Management Committee**

The Management Committee consists of-

- (a) President; and
- (b) Vice-President; and
- (c) Secretary; and
- (d) Treasurer; and
- (e) any other ordinary or Life members (if any) elected under rule 65.

### **53 The Executive of the Management Committee**

The Executive of the Management Committee of the Association consists of:

- (a) President; and
- (b) Vice-President; and
- (c) Secretary; and
- (d) Treasurer; and
- (e) Any other positions as considered necessary by the Executive at a particular point in time.

### **54 State and Territory Representatives**

The Association shall have State Representatives for each State and Territory in the Commonwealth of Australia:

- (a) NSW,
- (a) Victoria,
- (b) Queensland,
- (c) Northern Territory,
- (d) Australian Capital Territory,

- (e) South Australia,
- (f) Western Australia,
- (g) Tasmania

## 55 General Duties of Management Committee

**Note: The provisions of this Rule impose on the Management Committee an express duty to act with due care, diligence and honesty in all that they do. In assuming the roles to which they have been elected, members of the Management Committee are accepting responsibility to manage a legal entity, with its attendant legal and compliance responsibilities. The mere fact all members of the Management Committee are unpaid volunteers acting for a common purpose does not extinguish their general duties of care as expressed in this Rule.**

- (1) As soon as practicable after being elected or appointed to the Management Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Management Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Management Committee comply with these Rules.
- (3) Management Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Management Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (a) for a proper purpose.
- (5) Management Committee members and former Management Committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.**

- (6) In addition to any duties imposed by these Rules, a Management Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

## 56 General Duties of State and Territory Representatives

**Note: State Representatives are by virtue of their appointment NON-EXECUTIVE members of the Management Committee. They occupy a critically important position in advocating on behalf of their State or Territory constituents. They are the first point of contact for members in their jurisdictions joining the Association and for seeking advice and support on a range of matters. Their capacity to vote on matters affecting their constituencies is considered to enhance good governance of the Association and is seen to be an effective use of their experience and talents in them being a part of the decision-making processes of the Association. Eligibility to vote allows for better representation of all Association members (former and serving) in each jurisdiction.**

State Representatives shall exercise responsibility for:

- (1) coordinating all support activity for units and sub-units under the Association's umbrella that have physical presence in their relevant State or Territory;
- (2) acting as the point of contact for general membership enquiries in their relevant State or Territory;
- (3) representing the Association at all commemorative events, as required, from time to time;
- (4) disseminating information from the Executive to members in their relevant State or Territory;
- (5) resolving issues at State or Territory level;
- (6) representing their State or Territory interests at meetings of the Association; and
- (7) providing a report relevant to their State or Territory at each AGM.

## 57 President and Vice-President

- (1) Subject to sub rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

## 58 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example: Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 35; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 84 (3), all books, documents and securities of the Association in accordance with rules 101 and 104; and

- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) call meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
  - (e) undertake the preparation of an agenda for the annual general meeting; and
  - (f) ensure the taking and accurate retention of minutes of each meeting;
  - (g) keep copies of all correspondence and other documents, including a correspondence register, relating to the Association; and
  - (h) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## **59 Treasurer**

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
  - (c) on behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for the Association's last reportable financial year is prepared.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## **Division 3—Election of Management Committee members and tenure of office**

### **60 Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

### **61 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare those positions on the Management Committee vacant that are due in the year of the meeting (see Note) and hold elections for those positions in accordance with rules 63 to 66.

**Note: A Management Committee member holds office for a period of two (2) years until the positions of the Management Committee are declared vacant at the next biennial (2-yearly) general meeting.**

### **62 Nominations for Management Committee**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill those position that are due in the year of the meeting. A Management Committee member holds office for a period of two (2) years until the positions of the Management Committee are declared vacant at the next biennial (2-yearly) general meeting.
- (2) An eligible member of the Association may—
  - (a) only be nominated by any two (2) members of the Association;
  - (b) the nomination must be:
    - i. in writing or by verbal nomination; and
    - ii. if in writing, signed by the candidate and the members who nominated him or her;
    - iii. given to the Secretary at least 14 days before the annual general meeting at which the election is to be held;
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (4) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (5) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (6) The Management Committee must ensure that, before a candidate is elected as a member of Management Committee, the candidate is advised:

- (a) Whether or not the Association has public liability insurance; and
- (b) If the Association has public liability insurance – the amount of the insurance.

### 63 Election of Executive

- (1) At the annual general meeting, separate elections must be held for each of the following positions (if due for election) —
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary; and
  - (d) Treasurer.
- (2) If considered necessary, the Executive may call for the election of additional members of the Executive such as a Communications Manager, or indeed any other member that may be considered necessary for the forthcoming twelve (12) or twenty-four (24) months;
- (3) If only one member is nominated for any position, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member is nominated, a ballot must be held in accordance with rule 66.
- (5) On his or her election, the new President may take over as Chairperson of the meeting.

### 64 Appointment or Election of Secretary

- (1) The Secretary must be:
  - (a) a member of the Association elected by the Association as Secretary; or
  - (b) any of the following persons appointed by the Management Committee as Secretary:
    - i. a member of the Association's Management Committee; or
    - ii. another member of the Association.
- (2) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association as soon as practicable after the vacancy occurs.
- (3) If the Management Committee appoints a person mentioned in **sub-rule (1)(b)(ii)** as Secretary, **other than** to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee. However, if the Management Committee appoints a person mentioned in **sub-rule (1)(b)(ii)** as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- (4) In this Rule, casual vacancy on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies, takes a leave of absence or otherwise stops holding office.
- (5) A financial Ordinary Member of the Association may be appointed to a casual vacancy on the Management Committee under rule 69.

## **65 Election of ordinary members of the Management Committee**

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Management Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Management Committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 66.

## **66 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

Example:

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples:

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

## **67 Term of office**

- (1) Subject to sub rule (3) and rule 67 and rule 68, a Management Committee member holds office for a period of two (2) years until the positions of the Committee are declared vacant at the next biennial (2-yearly) general meeting.
- (2) One half of the Management Committee shall be required to vacate their positions at each annual general meeting according to the following schedule:
  - (a) years ending with an odd number – President, Treasurer and half the ordinary members
  - (b) years ending with an even number – Vice President, Secretary and half the ordinary members.
- (3) A committee member may be re-elected.
- (4) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under sub rule (4) (a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (6) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **68 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 80; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note: A Committee member may not hold the office of secretary if they do not reside in Australia.**

## **69 Removal of Secretary**

- (1) The Management Committee of the Association may at any time remove a person appointed by the Management Committee as the Secretary.



- (2) If the Management Committee removes a Secretary who is a person mentioned in Rule 64 (1)(b)(i), the person remains a member of the Management Committee.
- (3) If the Management Committee removes a Secretary who is a person mentioned in Rule 64 (1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under Rule 64 (4), the person remains a member of the Management Committee.

## **70 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Management Committee that—
  - (a) has become vacant under rules 68 or 69;
  - (b) is temporarily vacant due to the absence of the relevant Management Committee member on leave of absence;
  - (c) was not filled by election at the last annual general meeting; or
  - (d) has become vacant due to the resignation of a member.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 67 (1) applies to any Management Committee member appointed by the Committee under sub rule (1) or (2).
- (4) The Management Committee may continue to act despite any vacancy in its positions.
- (5) Eligible member means a financial Ordinary Member or Life Member.

## Division 4—Meetings of Management Committee

### 71 Meetings of Management Committee

- (1) The Management Committee must meet at least 3 times in each year at the dates, times and places determined by the Management Committee.
- (2) The date, time and place of the first Management Committee meeting must be determined by the members of the Management Committee as soon as practicable after the annual general meeting of the Association at which the members of the Management Committee were elected.
- (3) Special Management Committee meetings may be convened by the President or by any 4 members of the Committee.
- (4) State Representatives may attend any Management Committee meeting and are eligible to vote at a Management Committee meeting.
- (5) Attendance may be either in person or if possible by other electronic means.
- (6) State Representatives are subject to the *in camera* provisions of Rule 72 (5) when applied and may be excused from any discussion and vote.

### 72 Notice of meeting

- (1) Notice of each Management Committee meeting, stating date, time and location must be given to each Management Committee member no later than three (3) days before the date of the meeting.
- (2) Notice may be given of more than one Management Committee meeting at the same time.
- (3) If a special Management Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (4) The only business that may be conducted at the meeting is the business for which the meeting is convened.
- (5) The Management Committee may at its discretion, meet *in camera* to discuss matters of a confidential nature from time to time, as the case may be.

### 73 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 72 provided that as much notice as practicable is given to each Management Committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Management Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### 74 Procedure and order of business

- (1) The procedure to be followed at a meeting of the Management Committee must be determined from time to time by the Management Committee.

- (2) The order of business may be determined by the members present at the meeting.

## **75 Use of technology**

- (1) A Management Committee member who is not physically present at a Management Committee meeting may participate in the meeting by the use of technology that allows that Management Committee member and the Management Committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Management Committee member participating in a Management Committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **76 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a Management Committee meeting is the presence (in person or as allowed under rule 75) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with 72.

## **77 Voting**

- (1) On any question arising at a Management Committee meeting, each Management Committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of Management Committee members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Management Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **78 Conflict of interest**

- (1) A Management Committee member who has a material personal interest in a matter being considered at a Management Committee meeting must disclose the nature and extent of that interest to the Management Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

**Note: Under section 81(3) of the Act, if there are insufficient Management Committee members to form a quorum because a member who has a material personal interest is**

**disqualified from voting on a matter, a general meeting may be called to deal with the matter.**

- (3) This Rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

## **79 Minutes of meeting**

- (1) The Management Committee must ensure that minutes are taken and kept of each Management Committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting; and
  - (b) the business considered at the meeting; and
  - (c) any resolution on which a vote is taken and the result of the vote; and
  - (d) any material personal interest disclosed under rule 78.
- (3) To ensure the accuracy of the Minutes, the Minutes of each Management Committee meeting must be signed by the Chairperson who was present at the meeting or acknowledged as true and correct in an email by that Chairperson.

## **80 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

### **81 Source of funds**

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

### **82 Management of funds - general**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) The Association may open accounts with other financial institutions for investment purposes provided that better returns may be achieved.
- (3) Subject to any restrictions imposed by a general meeting of the Association, the Management Committee may approve expenditure on behalf of the Association.
- (4) The Management Committee may authorise the Vice President, Secretary or Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (5) In lieu of expenditure paid for by way of electronic funds transfer (including debit cards), all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Management Committee members, from time to time, as the case may be.
- (6) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (7) With the approval of the Management Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **83 Funds and accounts**

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All payments by the Association may be made by cheque, corporate credit or debit card, or electronic funds transfer.
- (4) If a payment is made by cheque, the cheque must be signed by any 2 of the following:
  - (a) President;
  - (b) Vice President;
  - (c) Secretary;

- (d) Treasurer; and
  - (e) any one (1) of three (3) other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- (5) However, one (1) of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
  - (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
  - (7) A petty cash account record must be kept, and the Management Committee must decide the amount of petty cash to be kept in the account.

## **84 Financial records**

- (1) The Association 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 required by the Act.
- (2) The Association must retain the financial records for seven (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 Management Committee.

## **85 Financial Statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub rule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Management Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## PART 7—DISCIPLINE AND GRIEVANCES

### Division 1—Disciplinary action

#### 86 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has been guilty of wearing a service medal, award or decoration for which he or she is not entitled.

#### 87 Disciplinary subcommittee

- (1) If the Management Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Management Committee must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the Disciplinary Subcommittee—
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.
- (3) The Disciplinary Subcommittee shall consist of three (3) members appointed by the Management Committee.
- (4) In investigating and adjudicating on a breach of discipline, the Discipline Subcommittee may have regard to the Discipline Principles set out in the Association's by-laws to assist them in the decision-making process.

#### 88 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member, via the member's stated preference for notification as per rule 35 (1) (a) (vi). If no such preference is recorded in the Register of Members, notice is to be sent via registered post
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or both of the following—
    - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

- ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 91.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **89 Attendance at disciplinary sub-committee meeting**

- (1) A member who is subject to disciplinary action is entitled to attend any such meeting of the Disciplinary Sub-committee for the purpose of answering the charge or charges and is entitled to call witnesses in his or her defence.
- (2) Where a member so prescribed elects not to or fails to attend such meeting or tender additional written evidence, the Sub-committee may have regard to the evidence before it prior to making a finding based on the material facts of the matter before it.
- (3) Where a member so prescribed has tendered a written submission in lieu of attending in person, the Sub-committee must have regard to the written submission before making a finding based on the material facts of the matter before it.

## **90 Decision of disciplinary subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
  - (b) where a member has been found to have acted without reasonable excuse in a manner inconsistent with Rule 16 (2) (c), the member is deemed to have committed misconduct and the Committee may by resolution:
  - (c) subject to sub rule (3)—
    - i. reprimand the member; or
    - ii. suspend the membership rights of the member for a specified period; or
    - iii. expel the member from the Association; or
    - iv. impose any other such penalty as the Association considers appropriate.
- (3) The disciplinary subcommittee may not fine the member.
- (4) Any penalty imposed on a member by the Disciplinary Subcommittee takes effect immediately upon the expiration of the appeal period set out in rule 91 Appeal Rights.

## **91 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 90 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing (via email is acceptable) and given—



- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 14 days after the vote.
- (3) If a person has given notice under sub rule (1), a disciplinary appeal meeting must be convened by the Management Committee as soon as practicable, but in any event **not later than 60 days**, after the notice is received.

## 92 Notice of Disciplinary Appeal Meeting

- (1) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
  - (b) state—
    - i. the name of the person against whom the disciplinary action has been taken; and
    - ii. the grounds for taking that action; and
    - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 93 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
  - (d) the members of the Discipline subcommittee who suspended or terminated the membership must be given a full and fair opportunity to show why the membership should be suspended or terminated.
- (2) After complying with sub rule (1), the members entitled to vote at the meeting may by secret ballot vote elect to:
- (a) affirm the decision under review (the Primary Decision); or
  - (b) set aside the decision under review and substitute it with a decision of its own.
  - (c) revoke the original decision.

**EXAMPLE: A decision to suspend a member for 12 months may, based on the facts presented at the appeal, be considered to be unreasonable and oppressive and a vote by members present to amend the primary decision and suspend a member for 6 months is taken to set aside the primary decision.**

- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

- (5) A decision by a disciplinary appeal meeting takes effect immediately the vote is counted, the decision is announced, and the decision is final and binding on all parties.
- (6) Where a member who subject to disciplinary action is not present for the discipline appeal meeting, the Secretary shall inform the member of the decision

#### **94 Readmission of Members Expelled from Membership**

- (1) A member however prescribed who has been expelled from the Association pursuant to this Constitution shall not be re-admitted as a member, except by the Executive.
- (2) Before the Executive considers any application for re-admission, it shall seek the views of the Discipline Sub-committee which originally conducted the investigation into the misconduct which led to the member's expulsion.
- (3) Re-admission to the Association shall be deemed to be invalid unless such re-admission has been approved by the Executive.
- (4) A member who has been expelled and is seeking to be readmitted to the Association, must demonstrate to the reasonable satisfaction of the Executive that he or she has taken all practical and reasonable steps to correct the behaviour or conduct that led to their expulsion from the Association and must demonstrate to the Executive, their commitment to maintaining the required standard of behaviour and conduct as mandated in the Constitution.
- (5) For the purposes of sub-rule (4), *reasonable steps* is taken to mean meeting the civil standard that is, on the balance of probabilities.

## Division 2—Grievance procedure

### 95 Grievances general

- (1) The Association may promulgate by way of the Association By-laws, protocols consistent with natural justice principles relating to the investigation, management and resolution of discipline and grievance issues affecting all classes membership of the Association, from time to time, as the case may be.
- (2) The onus and standard of proof for all complaints and grievances shall lie with the complainant.
- (3) The standard of proof to be applied in the investigation of any complaint or grievance shall be the civil standard of proof, that is, on the balance of probabilities.
- (4) Frivolous and vexatious grievances and complaints

**Note: From time to time interpersonal or other issues may arise that of themselves will operate to create a toxic environment resulting in the lodgement of a grievance and/or counter-grievance causing the matter to be brought before the Association and Mediator. Similarly, constant complaints or grievances may establish a pattern of frivolous vexatious conduct by the complainant and consume significant time and resources to the detriment of the Association and in particular the respondent.**

- (5) A grievance or complaint that is found to meet any of the Common Law tests set out in the Association By-Laws, shall be deemed to be frivolous or vexatious and deemed to be unsustainable.

### 96 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.

**Note: Re sub rule (b) A grievance raised in relation to a dispute between a member and a member of the Committee must clearly specify whether or not the dispute is one between two members on an individual basis or between a member and member of the Committee acting in that capacity (i.e. a dispute between a member and the Committee).**

- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The Association must not initiate disciplinary action in relation to a matter that is the subject of a grievance procedure, against either the complainant member or a member of the association appointed by the complainant member under sub rule (5) to act for the complainant member, until the grievance procedure has been completed.

**Note: Re sub rule (3) – Section 3 of the *Consumer Affairs Legislation Amendment Act No 50 of 2014* provides that associations must not take disciplinary action against the complainant member or a member appointed to represent the complainant member.**

- (4) Onus and Standard of Proof

- (a) the onus of proof shall lie with the complainant.
  - (b) the standard of proof to be applied in the investigation of any complaint or grievance shall be the civil standard of proof, that is, on the balance of probabilities.
- (5) A member may appoint any person to act on behalf of the member in the grievance procedure.

## **97 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **98 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 97, the parties must within 10 days—
- (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - i. if the dispute is between a member and another member—a person appointed by the Committee; or
    - ii. if the dispute is between a member and the Committee or the Association—a person accredited by the Mediator Standards Board or like entity.
- (3) Where dispute resolution involves disputants who are resident interstate, dispute resolution may be affected by electronic means.
- (4) In the event parties to a dispute are unable to reach an agreement on the method retaining a provider of mediation services, the Executive has the discretion absolutely to nominate an appropriate mediation authority or process to facilitate the resolution of the dispute. Any such decision of the Executive shall be final.
- (5) Where a dispute involves a member of the Executive and no agreement as to provider or process can be reached, that member of the Executive must not have any involvement in the selection of a mediation provider or process.
- (6) A mediator appointed by the Committee may be a member or former member of the Association, and may also include but not be limited to, the Patron of the Association, the Honorary Colonel of the 1<sup>st</sup> Armoured Regiment, but in any case, must not be a person who—
- (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **99 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **100 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 8—GENERAL MATTERS**

### **101 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Management Committee and the sealing must be witnessed by the signatures of two Management Committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **102 Registered address**

The registered address of the Association is—

- (1) the address determined from time to time by resolution of the Management Committee; or
- (2) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### **103 Notice requirements**

- (1) Any notice required to be given to a member or a Management Committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email, facsimile or text message transmission.
- (2) Sub rule (1) does not apply to notice given under rule 72.

- (3) Any notice required to be given to the Association or the Management Committee may be given—
- (a) by handing the notice to a member of the Management Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Management Committee determines that it is appropriate in the circumstances—
    - i. by email to the email address of the Association or the Secretary; or
    - ii. by facsimile transmission to the facsimile number of the Association.
    - iii. by text message

#### **104 Custody and inspection of books and records**

- (1) The Management Committee must ensure the safe custody of books, documents, electronic records, instruments of title and securities of the Association.
- (2) Members may on request inspect free of charge—
- (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to sub rule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Management Committee meetings.

**Note: See note following rule 35 for details of access to the register of members.**

- (3) The Management Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (4) The Management Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (5) Subject to sub rule (3), a member may make a copy of any of the other records of the Association referred to in this rule and the Association
- (6) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents, including correspondence, relating to transactions, dealings, business or property of the Association.

## 105 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association, that has the same deductible gift recipient status as the Association within the meaning of the Income Tax Assessment Act 1997 (Cth) and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.
- (5) If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of sub rules (2), (3) and (4) above.
- (6) For the purpose of this clause: a. "gift funds" means:
  - (a) gifts of money or property for the principal purpose of the Association
  - (b) contributions made in relation to a fund-raising event held for the principal purpose of the Association; and
  - (c) money received by the Association because of such gifts and contributions.
  - (d) contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997 (Cth)*.

## 106 Alteration of Rules

- (1) Subject to the Act, these Rules may only be altered by special resolution of a general meeting of the Association.
- (2) In this Rule, **Special Resolution** means a resolution passed:
  - (a) by a General Meeting of the Association of which twenty-one (21) days notice of intention to move the motion has been given in accordance with this Constitution; and
  - (b) by at least three-quarters of the persons present and voting at that meeting.

**Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.**

## 107 Liability of Members and Officers

In accordance with section 52 of the Act, and except as otherwise provided in the Act, a member or officer of the Association is not personally liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges or expenses of a winding-up of the Association, beyond the property of the Association in the person's hands; viz

### ***Limitation of rights and liabilities of members***

- (1) Except as otherwise provided by this Act or the rules of an incorporated association, a member of the committee, the secretary or a member of the association is not, merely because of being such a member or the secretary, liable to contribute towards the payment of—
  - (a) the debts and liabilities of the association; or
  - (b) the costs, charges and expenses of the winding up of the association.
- (2) Unless expressly provided by this Act or the rules of an incorporated association, membership of the association must not be taken to confer on a person any right, title or interest (whether legal or equitable) in the property of the association.
- (3) Pursuant to the provisions of Section 52 [sub rules (10 and (2))], every member of the Association, officer, and agent or servant of the Association shall be indemnified out of the funds of the Association against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Association's business, or in the proper discharge of his duties; and no member officer of the Association shall be liable for the acts or omissions of any other such member or officer, by reason of his having joined in any receipt for money not received by him personally, or for any loss on account of defect of title to any property acquired by the Association, or on account of the insufficiency of any security in or upon which any moneys of the Association shall be invested, or for any loss incurred by any banker, broker or other agent, or upon any ground whatever, other than his own act or wilful default.
- (4) In this Rule, **officer** has the same meaning as Management Committee Member including the Executive and refers to any member holding an office to which he or she is elected by a vote or by appointed to an *ex officio* position, from time to time, as the case may be.

## 108 Legal Proceedings

- (1) All actions and suits against any person or persons indebted to the Association, whether a member or members thereof or otherwise and all the proceedings at law or in equity to be instituted and prosecuted by and on behalf of the Association, and wherein the Association is or shall be in any way concerned, against any person or persons whatsoever, shall and lawfully may be instituted in the name of the person who shall be the Secretary of the Association at the time any such action, suit, or other proceedings shall be instituted, as the nominal plaintiff, complaint, or petitioner, on behalf of the Association.
- (2) All actions, suits, and other proceedings at law or in equity to be commenced, instituted, and prosecuted against the Association may be commenced, instituted and prosecuted against the Secretary for the time being of the Association as the nominal defendant on behalf of the Association.
- (3) All prosecutions to be instituted or carried on by and on behalf of the Association for the embezzlement, robbing, or stealing of any moneys, goods, chattels, or effects of the Association, or for any other offence against the Association, shall and lawfully may be so instituted and carried on in the name of the Secretary for the time being, on behalf of the Association.
- (4) The death, resignation, or removal or other act of such Secretary whose name shall be so made use of in any such proceedings as aforesaid shall not abate any such action, suit, prosecution, or other proceedings as aforesaid but the same may be continued where it left off and be prosecuted and carried on in the name of any person who may be or become the Secretary for the time being of the Association.



- (5) PROVIDED THAT should execution upon any decree or judgment in any such action, suit or other proceeding be obtained against the Secretary for the time being of the Association whether he be plaintiff or defendant therein, such execution shall be issued against and levied upon the goods and chattels, land and tenements of the Association and the Secretary for the time being shall not be under any personal liability for the satisfaction of such execution except to the extent that any goods and chattels lands and tenements of the Association may be vested in him or in his possession or under his control and be applicable to satisfy such liability or any judgment order or decree obtained on or in respect of such liability.



## 1st ARMoured REGIMENT ASSOCIATION Inc.

### Appointment of Proxy

I, \_\_\_\_\_

of \_\_\_\_\_

being a member of: \_\_\_\_\_ 1<sup>st</sup> Armoured Regiment Association Incorporated

### APPOINT

\_\_\_\_\_ (insert PROXY'S name)

Who is also a member of the 1<sup>st</sup> Armoured Regiment Association Incorporated, as my proxy.

My proxy is authorised to vote on my behalf: (Tick  only ONE of the following)

at the general meeting/s (and any adjournments of the meeting/s) on: \_\_\_\_\_  
*Insert relevant date/s)*

### OR

In relation to the following resolutions and/or nominations

In Favour:

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
*(Insert resolution numbers, brief description or nominees names)*

Against:

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
*(Insert resolution numbers, brief description or nominees names)*

**Signature:** \_\_\_\_\_  
*(of Member appointing Proxy)*

**Date:** \_\_\_\_\_

***This written notice may be handed to the Chairperson of the meeting before or at the commencement of the meeting, or if sent by post or email must be lodged with the Secretary no later than 24 hours before the commencement of the meeting (CAV Model Rules 34 [6] & [7]).***