



## **CONSTITUTION**

### **VIETNAM VETERANS ASSOCIATION OF AUSTRALIA**

#### **VICTORIAN BRANCH INCORPORATED**

**APPROVED AT STATE CONGRESS MEETING, 1 MARCH 2014**

(Endorsed by Consumer Affairs Victoria- 14 April 2014)

(Amendment 4 dated 17 September 2018)

**See Amendments page**

**(To be read in conjunction with Victorian Administration Instructions)**

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## **PART 1 - PRELIMINARY MATTERS**

### **Name**

1. The name of the incorporated Association shall be the VIETNAM VETERANS ASSOCIATION of AUSTRALIA - VICTORIAN BRANCH INCORPORATED (hereinafter called the Association).
2. So far as permitted by law, and unless it is incapable, the short title of the Association shall be . "VVAA Victorian Branch".

### **Interpretation**

3. In these rules, except insofar as the context or subject matter otherwise indicates or requires:
  - a. "Ordinary member" means a person who satisfies clause 11 and has paid capitation fees to a Sub-Branch affiliated with the State Branch.
  - b. "Associate Member" means a member of the Association who does not satisfy the requirements of clause 11 but has been accepted as an associate member by a Sub-Branch.
  - c. "Financial Year" means the year ending 31 December.
  - d. "Delegate" means a member appointed by a Sub Branch to act on their behalf at State Council Meetings.
  - e. "The Act" means the Associations Incorporation Reform Act 2012.
  - f. "State Body" means the State Council.
  - g. "The Regulations" means regulations made under the Act.
  - h. "The Association" means the Vietnam Veterans Association of Australia – Victorian Branch Incorporated
  - i. "Records" means one or more of the following documents:
    - (1) Minutes of State Council meetings, Special State Council Meetings, State Congress, State Executive Meetings and Special State Executive Meetings.
    - (2) Financial records including the day to day financial records, audited financial accounts, financial reports and statements, and any securities or like documents held by the Association.
    - (3) Correspondence and like records either remitted to the Association or dispatched from the Association.
    - (4) The Record of Members as maintained by the Association.
  - j. Interpretations of meetings types that may be held throughout the Association are as follows:
    - (1) "State Congress" means the Annual General Meeting of the Association.
    - (2) "State Council Meeting" means a General Meeting of the Association.
    - (3) "Special State Council Meeting" means a meeting of the Association convened in accordance with Clauses 115 to 119 of this Constitution.
    - (4) "State Executive Meeting" means a meeting of the elected State Executive members of the Association.
    - (5) "Special State Executive Meeting" means a meeting of the elected State Executive members of the Association convened in accordance with Clauses 92 and 93 of this Constitution.

### **Office**

4. The registered address-of the Association is ANZAC House, 4 Collins Street, Melbourne, Victoria 3000.

## **PART 2 OBJECTIVES AND CONSTITUTION**

### **Objects of the Incorporated Association**

5. The objects of the Association are:

- a. To take over and acquire all assets, undertakings, rights and liabilities of the unincorporated body known as the "Vietnam Veterans Association of Australia, Victorian Regional and Metropolitan Branch" as distinct from that of any office of the Vietnam Veterans Association of Australia in any other State of Australia.
- b. To assist Ordinary members of the Association, and where necessary, other Associations, and their dependants in cases where an Ordinary member or descendant of an Ordinary member has, or appears to have any disability which is or can be connected in any way to the service rendered by the ordinary member in the Military Service of Australia, particularly, but not necessarily, service in South Vietnam.
- c. To assist Ordinary members and their dependants and descendants to obtain quality of life and where necessary provide welfare assistance.
- d. To provide welfare support, pensions information and assistance and, where requested, provide advocacy services for no fee.
- e. To promote and assist the development of all aspects of the welfare of Ordinary members in pursuing any objects which now or hereinafter may be deemed to be charitable.
- f. To promote and carry out or assist in the preparation of surveys, reports or submissions related to the needs of Ordinary members or where required to do so by the National Council of the Vietnam Veterans Association of Australia.
- g. To subscribe to, become a member of or co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether, or in part, similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by virtue of this Constitution.
- h. To buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid, for the Ordinary members of the Association or persons frequenting the Association's premises.
- i. To purchase, take on lease or in exchange, hire or otherwise acquire lands, buildings, easements or property, real and personal and any rights and privilege which may be requisite for the purposes of, or capable of being conveniently used in conjunction with, any of the objects of the Association: Provided that, in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- j. To enter into any arrangement with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority, any rights, privileges and concessions which the Association may think it is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- k. To appoint, employ, remove and suspend such managers, clerks, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- l. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground works or conveniences which may be conducted directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, development, working, management, carrying out, alteration or control thereof.
- m. To invest and deal with the monies of the Association not immediately required in such manner as may from time to time be thought fit.
- n. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- o. To lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees of indemnities for the payment of money or performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

- p. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Associations property present or future and to purchase, redeem or pay off any such securities.
- q. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading and other negotiable or transferable instruments.
- r. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- s. To take and hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- t. To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association but subject to the proviso in sub-paragraph g above.
- u. To take such steps by personal or written appeals, public meetings and otherwise, as from time to time may be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- v. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- w. To amalgamate with any one or more Associations having objects altogether, or in part, similar to those of the Association and which shall prohibit the distribution of its or their income or property among its members or their members to an extent at least as great as that imposed upon the Association or by virtue of this Constitution.
- x. To purchase or otherwise acquire and undertake all or any parts of the property, assets, liabilities and engagements of any one or more of the associations with which the Association is authorised to amalgamate.
- y. To make donations for patriotic, charitable or community purposes.
- z. To establish any lawful games for the Ordinary members of The Vietnam Veterans Association of Australia, Victorian Branch Incorporated, and to hold any licences or permits under the Liquor Act of any State in Australia.
- aa. To do all such things as are incidental or conducive to the attainment of the objects and exercise of the powers of the Association.

### **Alteration of Objects and Constitution**

- 6. The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution at a State Congress or Special State Council Meeting of the Association.
- 7. Any such resolution shall be submitted in the form of a Notice of Motion to the State Secretary.
- 8. The State Secretary shall give to members not less than 28 days notice in writing of the meeting date on which the Notice of Motion is to be considered.

## **PART 3 – MEMBERSHIP, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Classes of Membership**

- 9. The following shall be the classes of membership permitted within the Association:
  - a. Ordinary Membership.
  - b. Associate Membership.
  - c. Honorary Membership.
  - d. Life Membership.
  - e. Second Membership.

## **Ordinary Membership**

10. The Ordinary Membership of the Association are members of Sub-Branches who fulfil the eligibility criteria of paragraph 11 "Eligibility for Ordinary Membership" below.
11. Eligibility for Ordinary Membership  
Any person meeting the criteria set out below, upon presentation of proof of service may be admitted as an ordinary member of the Association.
  - a. Any person who served in South Vietnam between 23rd May 1962 and 29th April 1975 (both dates inclusive) in any of the following categories:
    - (1) As a member of the Royal Australian Navy, the Australian Army or the Royal Australian Air Force.
    - (2) As a member of HMA Ships Vendetta and Quickmatch on the visit to Vietnam in January 1962.
    - (3) As a civilian accredited with one of the Australian Defence Forces, or who was granted Special Service status for the Vietnam conflict.
    - (4) As a member of the New Zealand, the United States of America, South Vietnam, South Korea, Thailand or the Philippine's military forces, or who was granted a form of "Special Service" status for the Vietnam conflict by his or her Government.
    - (5) As a civilian accredited with one of the military forces as described in (4) above.
    - (6) As a civilian who was granted a form of "Special Service" status by his or her Government.
    - (7) Members of the SEATO Medical and Surgical Teams.
    - (8) Any person included on the Vietnam Veterans Nominal Roll and not previously mentioned.
  - b. Dependants of persons listed in sub clauses a (1) to a (8) above.
  - c. Descendants of persons listed in sub-clauses a (1) to a (8) above.
  - d. For the purpose of this clause, service in South Vietnam shall include members of the forces who were land based in South Vietnam, or who, whilst on board Naval or Merchant Marine vessels, operated in waters about the coastline of Vietnam or berthed or anchored in ports of South Vietnam.
  - e. Notwithstanding the foregoing clauses, the Association may admit to membership any other person who served in or was accredited to the Military Forces of Australia, New Zealand, the United States of America, South Vietnam, South Korea, Thailand or the Philippines who operated in South East Asia during the period of hostilities in that area, but who does not come within the definition of clause a above, his or her dependants and descendants.
12. The number of Ordinary members shall be unlimited.
13. All Ordinary members are of equal status regardless of service, rank or title.

## **Associate Membership**

14. The Association and Sub-Branches may grant-Associate membership to persons who do not meet the criteria for Ordinary membership.
15. There are no specific eligibility requirements for the granting of Associate membership. Associate membership may be granted to a person not eligible for ordinary membership by the Association or Sub-Branch in recognition of their support or contribution to the Association or A Sub-Branch.
16. An Associate member may not vote except under clauses 93 and 94, but may be elected to the position of Secretary or Treasurer, and may serve on committees.
17. A membership fee shall be imposed on an Associate member.
18. No capitation fee shall be payable to the Association for an Associate member.

## **Honorary Membership**

19. Honorary membership may be bestowed on an individual who does not meet the criteria for Ordinary membership but has given outstanding service to the Sub-Branch or the Association.
20. There are no specific eligibility requirements for the granting of Honorary membership, however Honorary membership is normally reserved for person who are not eligible for Ordinary Membership but are deemed to have given outstanding service to the Association or Sub-Branch.
21. Honorary Members may not vote nor hold positions on any committee.

## **Life Membership**

22. Life membership may be granted at three levels to ordinary members:
  - a. Sub-Branch Level.
  - b. State Level.
  - c. National Level.
23. There are no specific requirements for the granting of life membership.
24. Nominations for Life membership, at any level, must be in the form of a Notice of Motion and contain a resume of the Ordinary member's contributions to the Association at the appropriate level.
25. The decision to grant Life membership shall be by majority vote as follows.
  - a. At a Sub-Branch level, at a general meeting of the Sub-Branch.
  - b. At State level, at a full meeting of the State Council.
  - c. At National level, at National Congress.
26. Life Member capitation fees shall be paid by the body which nominated the Ordinary member for such Life Membership.
27. Honorary Life membership may be granted to deserving individuals who are not Ordinary members of the Association.

## **Second Membership**

28. An Ordinary member may become a second member to more than one Sub-Branch but may only vote at their primary Sub-Branch.
29. Sub-Branches may levy a membership fee on a second member but that amount must be not less than the amount decided by the State Council from time to time.
30. Capitation fees are not payable by the Sub-Branch to the Association for second members.

## **Entrance Fees and Annual Subscription**

31. No entrance fee shall be applicable to Ordinary or Associate members of the Association.
32. The Annual Subscription (hereinafter referred to as Capitation) shall be as determined by the State Council from time to time and shall include the capitation fee payable to the State Branch and National Council. Associate membership capitation fee is set by and paid to the Sub-Branch.
33. Capitation fees for Ordinary members shall be forwarded by Sub-Branches to the State Treasurer within one (1) month of receipt. No Associate membership capitation fees are payable to the State Branch or National Council.
34. The State Treasurer shall forward to the National Treasurer, the National Council portion of the Capitation fee within one (1) month of receipt of such fees from Sub-Branches.
35. A person shall only be an Ordinary member of the Association as and from the date of the receipt issued by the Sub-Branch Treasurer to record payment of their capitation.

## **General Rights of Ordinary Members**

36. An Ordinary Member of the Association has the right to:



- a. Receive notice of State Congress, State Council and Special State Council meetings and of proposed resolutions.
- b. Submit items of business for consideration at State Congress, State Council and Special State Council meetings.
- c. Attend and be heard at State Congress, State Council and Special State Council meetings.
- d. Vote at a State Congress, State Council and Special State Council meeting.
- e. Access the records of the Association in accordance with this Constitution.
- f. Any person, who has ceased to be an Ordinary member of the Association, shall cease to be entitled to or have any interest in any of the property or assets of the Association or any of its Sub-Branches.

### **Resignation of an Ordinary Member or Associate Members**

37. Any Ordinary member of the Association desiring to resign therefrom shall give notice in writing to that effect to the office of this Association or to the relevant Sub-Branch and upon such notice being received by either body, shall cease to be an Ordinary member. An Associate member may resign by giving verbal notice.
38. No person, by reason of him or her having ceased to be an Ordinary member shall be released from any liability from any subscription or other sums due to the Association or the relevant Sub-Branch.

### **Cessation of Ordinary and Associate Membership**

39. The membership of an Ordinary or Associate member ceases on resignation, expulsion or death of the member.

### **Discipline of Ordinary and Associate Members**

40. If an Ordinary member shall be guilty of conduct contrary to the aims and objectives of the Association or Sub-Branch, the Association or Sub-Branch may resolve to expel that Ordinary member from membership for such period it thinks fit subject to any provisos contained in this clause.
41. Where the Association or Sub-Branch passes a resolution under clause 40, the Secretary shall, as soon as practicable, cause to be served on the Ordinary member a notice in writing:
  - a. Setting out the resolution under clause 40 and the grounds on which it is based.
  - b. Stating that the Ordinary member may address the State Executive at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice.
  - c. Stating the date, time and place for that meeting.
  - d. Informing the Ordinary member that he or she may do one or more of the following:
    - (1) Attend the meeting.
    - (2) Give the State Executive, before the date of that meeting, a written statement seeking revocation of the resolution and/or;
    - (3) Not later than 24 hours before the time of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association at a State Council Meeting of the Association against the resolution.
42. At a meeting of the State Executive held in accordance with clause 41, the State Executive:
  - a. Shall give the Ordinary member the opportunity to be heard.
  - a. Shall give due consideration to any written statement submitted by the Ordinary member, and
  - b. Shall by resolution determine whether to confirm or to revoke the resolution.
43. Where the Secretary receives a notice under clause 41 d (3), he or she shall notify the State Executive and the State Executive shall convene a Special State Council meeting of the Association to be held within 21 days after the date on which the State Secretary received the notice.
44. At the Special State Council Meeting of the Association convened under clause 43:

- a. No business other than the question of the appeal shall be transacted.
  - b. The State Executive may place before the meeting the details of the grounds of the resolution and the reasons for passing the resolution.
  - c. The Ordinary member shall be given the opportunity to be heard.
  - d. The members or delegates present shall vote on the question of whether the resolution shall be confirmed or revoked.
45. If at the Special State Council meeting:
- a. Two thirds of the members or delegates present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
  - b. In any other case, the resolution is revoked.
46. There shall be no right of appeal to the Vietnam Veterans Association of Australia National Council Incorporated.
47. If it is inconvenient for the Ordinary member or the majority of the Delegates, because of distances involved or other valid reason, then a Special State Council meeting called under clause 45 may be deferred to be held immediately before the next scheduled State Council Meeting.
48. Associate Members - if an Associate member guilty of conduct contrary to the aims and objectives of the Association or Sub-Branch, the Association or Sub-Branch may resolve to expel that Associate member from membership for such a period as it thinks fit. The Associate member has no right of appeal.

### **Grievance Procedures**

49. An individual or group may initiate a grievance hearing by applying in writing to the appropriate Sub-Branch or State Branch Executive. All aspects of the grievance must be stated and a surety of \$50 at Sub-Branch level and \$100 at State Branch level must be lodged and forfeited if the grievance committee finds the grievance to be mischievous or dishonest.
50. The State Secretary shall be the convenor and shall appoint the following to be the grievance committee:
- a. At Sub-Branch level - if the State Secretary is satisfied that the individual or group making application for the grievance committee to be formed is sincere about the grievance and that the issue does not contravene existing constitutional rules and any by-laws, the State Secretary will appoint three members of the Sub-Branch who have no connection to the grievance to act as the grievance committee. When the grievance issue requires external independent representation the State Secretary shall have the authority to appoint individuals from outside the Sub-Branch.
  - b. At State Branch Level - the State Secretary shall have the authority to appoint a grievance committee from any Sub-Branch or the State Executive provided the individuals appointed are not involved in the grievance.
51. The State Executive shall provide the terms of reference to those appointed to a Grievance Committee.
52. Rules for the conduct of a Grievance Committee:
- a. The original written grievance is to be considered by the Grievance Committee and the thrust of the grievance is to be identified so that it is clearly understood.
  - b. If any part of the grievance is not clearly understood it is to be clarified with the originator.
  - c. The Grievance Committee is to contact the individual or group in writing to establish a hearing if appropriate.
  - d. The Grievance Committee has the authority to obtain further information from all parties involved within the terms of reference.
  - e. The Grievance Committee shall have the authority to resolve the grievance by arbitration.
  - f. The Grievance Committee shall make recommendations to the State Executive to address problems identified during the committee hearing.

## **PART 4 – SUB-BRANCHES**

### **Formation of a Sub-Branch**

53. The Association shall be divided into Sub-Branches throughout the State.
54. No Sub-Branch shall be formed without the approval of the State Council.
55. A Sub-Branch may be formed with a minimum of ten (10) Ordinary members.
56. In the first year of operation the State Council may waive the requirement to pay capitations.
57. New Sub-Branches shall apply, in writing, to become affiliated with the Association.

### **Operation of a Sub-Branch**

58. Sub-Branches shall operate in accordance with the Victorian Branch Constitution and Administrative Instructions that may be issued and approved from time to time by the State Council.
- 58A A Sub-Branch may vary the terms of office for Sub-Branch Executive from a term of one year to a term of two years.
59. If any Sub-Branch ceases to operate, is dissolved or wound up, its assets shall after payment of all its debts and liabilities be disposed of in accordance with Section 161 of this Constitution.
60. If any Sub-Branch resigns from the Association, such resignation must be by a special resolution at a Sub-Branch special general meeting, called expressly for that purpose, and must be approved by a majority vote of the financial membership. If necessary, postal voting shall be used for this purpose. A member of the State Executive, such person not being a member of that Sub-Branch, shall chair such meeting.

### **Membership of a Sub-Branch**

61. A person shall only be an Ordinary member of a Sub-Branch as and from the date of the receipt issued by the Sub-Branch Treasurer to record payment of their capitation.

### **Sub-Branch Executive**

62. A Sub-Branch committee shall consist of the office bearers (hereinafter referred to as the Executive) and the general committee members.
63. The President and Vice President of a Sub-Branch shall be Ordinary members, Associate members may fill other executive positions.
64. Only Ordinary members may represent the Sub-Branch at State Council meetings.

### **Minutes of Sub-Branch Annual General Meeting**

65. Sub-Branches shall provide a copy of the minutes of their Annual General Meeting to the State Office within thirty (30) day of such meeting.

### **Sub-Branch Representation and Voting at State Congress, State Council and Special State Council Meetings**

66. Sub-Branches must have paid capitations by the time of commencement of the State Congress for a minimum of 10 ordinary members in order for their Delegate to be able to vote at the State Congress, and must retain a minimum of 10 financial ordinary members in order be able to vote at State Council or Special State Council meetings.
67. By resolution at a General Meeting, a Sub-Branch may elect to be represented at a State Council or Special State Council Meeting, or State Congress meeting, by a delegate of the Sub-Branch to carry forward the proxy vote of the Sub-Branch members on a specific issue or range of issues to the State Congress, State Council or Special State Council meeting.
68. Upon request, the Delegate elected to represent a Sub-Branch at a State Congress, State Council or Special State Council meeting as per Clause 67 shall, at the request of the meeting Chairman, provide the names of members who voted for the specific issue or range of issues at the Sub-Branch level.

## **Winding up of a Sub-Branch**

69. A Sub-Branch may be wound up if an Annual General meeting cannot be held within three (3) months of the due date of such a meeting or, continually holds meetings without a quorum, such quorum to consist of one (1) member of the Sub-Branch executive and, at least, five (5) Ordinary members entitled to vote at such meetings.

## **PART 5 – STATE EXECUTIVE AND SPECIAL STATE EXECUTIVE MEETINGS, ELECTION OF STATE EXECUTIVE**

### **State Executive**

70. The name of the body responsible for the administration of the Association as elected by the members of the Association shall be called the State Executive.
71. The State Executive shall consist of:
- a. A President.
  - b. An Immediate Past President. (where applicable)
  - c. One State Vice President.
  - d. A Secretary.
  - e. A Treasurer
  - f. An Assistant Secretary
  - g. An Assistant Treasurer.
  - h. Persons as appointed under paragraph 83 of this Constitution.
72. The State Executive may exercise all the powers of the Association in accordance with this Constitution except those powers that the Constitution or the Act require to be exercised by a State Congress, State Council or Special State Council meeting of the members of the Association. These powers cannot be delegated.

### **Responsibilities of the State Executive**

73. The State Executive shall carry out the day-to-day administrative tasks required for the efficient functioning of the Association within the general policy guidelines as determined by the State Council.
74. Specific responsibilities of individual State Executive members as follows:
- a. State President
    - (1) The State President shall be a financial Ordinary member of a Sub-Branch.
    - (2) The State President, as spokesperson for the Association, must give a balanced and true account of the aims, policy and decisions of the Association.
    - (3) Duties include presiding over meetings of the Association, representing the Association at official and social functions and overseeing the day to day business of the Association as directed by the Association.
    - (4) Represent the VVAA Victorian Branch at National Congress and Council meetings.
  - b. State Vice-President/s
    - (1) The State Vice Presidents shall handle matters as decided by the State Executive.
    - (2) When required the State Vice Presidents will fulfil the duties of the State President or represent the State President at official or other functions.
    - (3) Represent VVAA Victorian Branch at National Congress and Council meetings should the State President be unable to attend the meetings.
  - c. State Secretary
    - (1) The State Secretary of the Association shall accurately record and maintain minutes of the resolutions and proceedings of all State Council and State Executive meetings and shall maintain accurate minutes of those meetings including the recording of the names of persons present at those meetings.

- (2) The method of maintaining accurate minutes of meetings referred to in (1) above shall be in a form as approved from time to time by the State Executive.
- (3) The State Secretary shall maintain a list of financial Ordinary member/s whether in a book for that purpose or on a computer, the details to be maintained on the membership list shall be determined by the State executive from time to time. A mailing list for the National newsletter shall also be kept by the State Secretary or a member of the State Executive charged with that task.

d. State Treasurer

The State Treasurer of the Association shall:

- (1) Collect and receive all monies due to the Association and make all payment authorised by the State Executive or State Council. Such payments shall be within a reasonable time from receipt of an invoice.
- (2) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (3) Provide an account of the financial affairs of the Association for audit, by a qualified person or persons approved by the State Council, for presentation at the State Congress.

### **Election of State Executive**

75. The election of the State Executive shall take place at the annual State Congress meeting.
76. Nomination for the positions of the State Executive shall be in writing and submitted to the State Secretary, complete with a resume, prior to the commencement of the last State Council meeting of the year.
77. The President and Vice President of the Branch shall be Ordinary members, Associate members may fill other executive positions.
78. If the number of written nominations does not equal the number of positions, then nominations may be called from the floor of the State Congress.
79. The voting for the election of the State Executive at the State Congress shall be by show of hands.

### **Term of Office of State Executive**

80. The Branch may vary terms of office for the State Executive from a term of one year to a term of two years.

### **Grounds on which the Office of a State Executive Member becomes Vacant**

81. For the purposes of these rules, the office of an officer of the Association or of a member of the State Executive becomes vacant if the officer or member:
  - a. Ceases to be an Ordinary member or Associate member of the Association.
  - b. Becomes insolvent under administration of the Companies (Victoria) Code;
  - c. Resigns his office by notice in writing given to the Secretary;
  - d. If the Secretary is resigning, the notice in writing is to be given to the President; or
  - e. Is removed from office in accordance with clauses 99 to 100 of this Constitution.

### **Filling of a State Executive Casual Vacancy**

82. In the event of a casual vacancy in the position of State Secretary or Assistant Secretary, State Treasurer or Assistant Treasurer, the State Executive may appoint an Ordinary member or Associate member of the Association to the vacant office.

### **Secondment of Persons to State Executive**

83. The State Executive may appoint other suitably qualified and/or experienced persons to assist the State Executive carry out specific duties as required and advise of any such appointment to the following State Council meeting. Any such persons shall not have voting rights at Executive

meetings.

### **Proceedings at State Executive Meetings**

84. The State Executive shall meet at least twice in each year at such place and times as the State Executive may determine.
85. The State Secretary shall publish a meeting calendar of State Executive meeting dates for distribution by 31 January of the meeting year to the Executive and members.
86. A quorum for the purposes of a meeting of the State Executive shall be not less than 3 members of the State Executive.
87. No business shall be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same time of the day in the following week unless the meeting was a special meeting in which case it lapses.
88. At meetings of the State Executive:-
  - a. The State President or in his absence a State Vice President shall preside; or
  - b. If the State President and the State Vice Presidents are absent, such one of the remaining members of the State Executive as may be chosen by the State Executive members present shall preside.
89. A State Executive member who has a material personal interest in a matter being considered at an executive meeting must disclose the nature and extent of that interest to the executive.
90. The State Secretary, or other executive member as designated at the time, is responsible to take and keep accurate minutes of each State Executive meeting.

### **Special State Executive Meetings**

91. Special meetings of the State Executive may be convened by the State President or by any three (3) of the members of the State Executive.
92. Notice shall be given to members of the State Executive of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.

### **Voting at State Executive Meetings**

93. Questions arising at a meeting of the State Executive or any sub-committee appointed by the State Executive shall be determined on a show of hands or, if demanded by a State Executive member, by a poll taken in such manner as the person presiding at the meeting shall decide.
94. Each State Executive member present at a meeting of the State Executive or of any subcommittee (including the person presiding) appointed by the State Executive shall be entitled to one vote
95. Voting at State Executive meetings shall be by show of hands and in the case of equality of votes, the vote shall be lost.
96. Proxy voting is not permitted at any State Executive Committee or sub-committee meeting.

### **Removal of a Member of the State Executive**

97. The Association, at a State Council or Special State Council meeting, may, by resolution, remove any member of the Executive before the expiration of his or her term of office and appoint another Ordinary member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
98. A member of the State Executive to whom a proposed resolution in paragraph 97 applies, shall have the opportunity to show cause why they should not be removed from office. Normal grievance procedures in accordance with this Constitution will apply.

## **PART 6 – STATE CONGRESS, STATE COUNCIL AND SPECIAL STATE COUNCIL MEETINGS**

### **Composition of State Council**

99. State Council and State Congress shall consist of the following:
  - a. The State Executive; and
  - b. Sub-Branches affiliated with the State Branch.

### **Time and Place for State Congress and Council Meetings**

100. The State Council shall meet in the months of February, June and October or as otherwise determined by the State Council. The State Congress meeting shall be held in concert with the February State Council meeting.
101. At the last State Council meeting of the year, the Council shall determine the dates of the Council meetings to be held in the following year.
102. The location of the State Council meeting shall be rotated throughout the State with each meeting being hosted by a Sub-Branch. Sub-Branches shall apply at the last State Council meeting of the year for the right to host a State Meeting.
103. To qualify for the right to host a State Council meeting, a Sub-Branch must be represented at a minimum of two (2) State Council Meetings throughout the preceding year.
104. The State Secretary shall publish a meeting calendar of State Congress and State Council meeting dates for distribution by 31 January of the meeting year to the State Executive and members. Additional notices of the scheduled meetings may be remitted by the State Secretary to the State Executive members throughout the meeting year.

### **Notices of Motion for State Congress, State Council and Special State Council Meetings**

105. Any notice of motion must be submitted to the Secretary in the form as determined by the State Executive from time to time.
106. A notice of motion can be submitted at any time but no later the 14 days prior to the meeting at which it is to be considered.
107. A copy of a notice of motion shall be distributed to members with the agenda for the meeting.

### **Voting at State Congress, State Council and Special State Council Meetings**

108. All voting at State Congress, State Council and Special State Council Meetings shall be by a show of hands.
109. Voting at State Congress, State Council and Special State Council Meetings shall be by majority vote with a drawn vote meaning a defeat.
110. The State Executive shall not have the right to vote at State Congress, State Council or Special State Council Meetings.
111. Proxy voting in accordance with Clause 67 of this Constitution shall be allowed at State Congress, State Council and Special State Council Meetings.

### **Members attending State Congress, State Council and Special State Council Meetings**

112. Any Ordinary member, Life member, Associate member, Second Member or Honorary member may attend any State Congress, State Council and Special State Council Meeting.

### **Special State Council Meetings**

113. The State Executive may, where it thinks fit, convene a Special State Council Meeting of the Association, and where, but for this sub clause, more than fifteen (15) months would elapse between State Congresses, shall convene a Special State Council Meeting before the expiration of that period.

114. The State Executive shall, on the requisition in writing of Sub-Branches representing not less than 50 per cent of the total number of Sub-Branches, convene a Special State Council Meeting of the Association.
115. The requisition for a Special State Council Meeting shall state the objects of the meeting and shall be signed by two members of the Executive of the Sub-Branches making the requisition and be sent to the address of the State Secretary and may consist of several documents in like form, each signed by the two members of the Executive of the Sub-Branches making the requisition.
116. If the State Executive does not cause a Special State Council Meeting to be held within one (1) month of the date on which the requisition is sent to the address of the State Secretary, the Sub-Branches making the requisition, or any one of them, may convene a Special State Council Meeting to be held not later than three (3) months after that date.
117. A Special State Council Meeting convened by the Sub-Branches in pursuance of these rules shall be convened in the same manner or as nearly as possible as that which those meetings convened by the Executive.

### **State Congress**

118. The Association shall in each calendar year, convene a State Congress of its members.
119. The State Congress shall be convened on such a day in February of that calendar year as the State Council determines.
120. The State Congress shall be specified as such in a notice convening it.
121. The ordinary business of the State Congress shall be;
  - a. To confirm the minutes of the last State Congress.
  - b. To receive from the Executive reports on the transactions and business during the last financial year.
  - c. To elect the Executive of the Association.
  - d. To receive and consider the statement of the Association in accordance with Section 30(3) of the Act.
122. The State Congress may transact special business of which notice is given in accordance with this Constitution.
123. The State Congress shall be in addition to any other State Council or Special State Council Meetings that may be held in the same year.

### **Proceedings at State Congress, State Council and Special State Council Meetings**

124. No items of business shall be transacted at any State Congress, State Council or Special State Council meeting unless a quorum of Members entitled to vote under this constitution is present during the time when the meeting is considering that item.
125. A quorum for the transaction of business at any State Congress, State Council or Special State Council Meeting shall comprise of those ordinary members present at the commencement of the advertised meeting.
126. If, within half an hour after the appointed time for the commencement of any State Congress, State Council or Special State Council meeting, a quorum is not present, the meeting, if convened upon the requisition of Sub-Branches, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless otherwise specified by the Chairman at the time of adjournment or by written notice given to Sub-Branches before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting, the quorum is not present within half an hour after the appointed time for the commencement of the meeting, the Members present (not being less than 5) shall be considered a quorum.
127. The President or, in his absence, one of the Vice Presidents shall preside as Chairman at each State Congress, State Council or Special State Council Meeting.
128. If the President and Vice Presidents are absent from the meeting, the Council Members present shall elect a Member present to preside as chairman for that meeting.



129. The State Secretary, or other executive member as designated at the time, is responsible to take and keep accurate minutes of all State Congress, State Council and Special State Council meetings.
130. The Chairman of a State Congress, State Council and Special State Council meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
131. Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the State Congress, State Council or Special State Council Meeting.
132. Except as provided in clause 131 above, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
133. A question arising at a Special State Council Meeting of the Association shall be determined by a show of hands and unless or on the declaration of a show of hands, a poll is demanded, a declaration by the chairman that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
134. Where a resolution, being a resolution without notice, requires the commitment of finance from Sub-Branches, that resolution shall not be binding on the Sub-Branch until the Delegate has gained the approval of that Sub-Branch, or the meeting has the approval of the Sub-Branch to commit funds of that Sub-Branch.
135. If at a meeting a poll is demanded by not less than 50 per cent of the Members present, it shall be taken at that meeting in such manner as the chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
136. A poll that is demanded on the election of the chairman or on a question of an adjournment shall be taken forthwith and a poll demanded on any other question shall be taken at such time before the close of the meeting as the chairman shall direct.

## **PART 7 – FINANCIAL MATTERS**

### **Source and Management of Income**

137. The funds of the Association shall be derived from annual capitations from Sub-Branches, donations, grants and income derived from business conducted under a trading name(s), and, subject to any resolution passed by the Association in State Council or Special State Council Meetings, such other sources as the State Council and Special State Council Meeting determines.
138. All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account(s).
139. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
140. The income and property of the Association, whencesoever derived, shall be applied solely towards the objects of the Association set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to Ordinary members of the Association provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any Ordinary member of the Association or to any other person, in return for goods or services actually rendered to the Association, nor prevent payment of interest at a rate not exceeding the rate charged by bankers in the State of Victoria on overdraft, accounts on any money lent or reasonable and proper rent for premises demised or let to the Association by any Ordinary member but so that no Ordinary member of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money and money's worth shall be given by the Association to any Ordinary member, except repayment of out-of-pocket expenses and interest, at the rate

aforsaid on money lent or reasonable and proper rent for premises demised or let to the Association.

### **Management of Accounts**

141. True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of Sub-Branches. Once at least every year, the accounts of the Association shall be examined by one or more properly qualified auditor or auditors.
142. The State Executive shall cause proper books of account to be kept in respect to all monies received or expended by the Association and the manner in respect of which the receipts and expenditure take place, all sales and purchases of goods by the Association and the assets and liabilities of the Association.
143. The State Executive shall, from time to time, cause to be prepared and to be tabled at a State Council meeting such profit and loss accounts, balance sheets and reports referred to therein.

### **Cheques**

144. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the State Executive.

## **PART 8 - ADMINSTRATIVE MATTERS**

### **Common Seal**

145. The common seal of the Association shall be kept in the custody of the Secretary.
146. The common seal shall not be affixed to any instrument except by the authority of the State Executive and the affixing of the common seal shall be attested by the signatures of either of two of the members of the State Executive.

### **Notice Requirements**

147. Any notice required to be given to a member, or an executive member or an ordinary member may be given by:
  - a. Handing the notice to the member personally; or
  - b. By sending the notice by post to the address recorded for the member on the register of members; or
  - c. By email or facsimile transmission.
148. Any noticed required to be given to the Association or the Executive may be given by:
  - a. Handing the notice to member of the Executive; or
  - b. By sending the notice by post to the registered address; or
  - c. By leaving the notice at the registered address; or
  - d. By email or facsimile transmission to the email address or facsimile transmission number as displayed on the State Branch website or official letterhead paper.

## **PART 9 – KEEPING OF AND ACCESS TO ASSOCIATION RECORDS**

### **Manner in which Records to be Maintained**

149. The records of the Association shall be maintained in written or printed form, or in any other such manner as the State Executive may determine from time to time.

### **Custody of Records**

150. Except as otherwise provided for in this Constitution, the State Secretary shall keep in care and custody the records of the Association.

### **Storage of Records**

151. The records of the Association, whether archive or otherwise, may be physically stored in such locations as the State Executive may determine from time to time.

### **Period for which Records must be Retained**

152. Financial Records must be kept for a minimum seven (7) year period after which they may be disposed of or retained as determined by the State Executive.

153. Any other records must be kept for any such periods as may be determined by the State Executive.

154. In considering the disposal of any records, the State Executive must take into consideration the historical value of the records and whether there is a requirement to retain the records under the relevant Victorian archival legislation.

### **Availability of Association Records to Members**

155. A member of the Association or an Ordinary member of a Sub-Branch may:

- a. Inspect free of charge the records of the Association.
- b. On request – to be provided with copies of records of the Association.

156. A request to be provided with copies of records of the Association in accordance with subparagraph (b) above shall incur a charge per copy, the charge to be determined from time to time by the State Executive.

157. Requests to:

- a. Inspect records of the Association must be submitted in writing to the State Secretary at the registered address of the Association giving 21 days' notice clearly stating which records it is intended to inspect. Inspection of the records shall take place between the hours of 10 am and 2 pm at the registered address of the Association on a date as agreed upon by the State Secretary and the applicant.
- b. Requests to obtain copies of the records of the Association must be submitted in writing to the State Secretary at the registered address of the Association giving 35 days' notice clearly stating copies of which records are required. Only one copy of each record will be provided.

158. The State Executive may refuse to permit a member of the Association or an Ordinary member of a Sub-Branch to inspect or obtain copies of the records of the Association that relate to confidential, welfare, personal, legal or commercial in confidence matters where to do so would be prejudicial to the interests of the Association or to the welfare of individual members of the Association.

159. The Association has the right to refuse a request for access to Association records where it is deemed to be of a widespread and sweeping nature but must also provide the requestor with opportunity to provide clarification of the request.

## **PART 10 – WINDING UP OR CANCELLATION OF THE ASSOCIATION**

### **Winding Up of Association**

160. The Association may be wound up voluntarily by special resolution of a State Congress, State Council or Special State Council meeting.

### **Disposal of Assets**

161. In accordance with the relevant sections of the Veterans Act (2005), assets may be transferred to

- a. Another specified patriotic fund.

- b. The Trustees of a charitable trust or other not for profit organisations with like-minded aims and objectives.

# CONSTITUTION – VVAA VICTORIAN BRANCH INCORPORATED

## RECORD OF AMENDMENTS

Amdt No	Clauses Amended	Amendment Details	State Council Adoption	CAV Endorsement
N/A	Re-write	Full Constitution review - amended in accordance with Associations Incorporations Reform Act 2012.	1 March 2014	28 April 14
1	N/A	Insertion of new Clause 58A "A Sub-Branch may vary the terms of office for Sub-Branch Executive from a term of one year to a term of two years."	16 May 2015	29 September 2015
2	100	Delete existing Clause 100 "State Council shall meet in the months of February, May, August and November or as otherwise determined by the State Council. The State Congress meeting will be held in concert with the February State Council meeting.  Insert new Clause 100 "In addition to the State Congress in February each year, the State Council shall meet three times a year on the dates and places to be determined by the State Council."	13 February 2016	12 January 2017
3	16, 63, 64 71c, 74c(4) 77, 80, 81a 82,100, 112	16. New clause "An Associate Member may not vote except under clause 93 and 94, but may be elected to the position of secretary or treasurer, and may serve on committees" 63. New clause "The President and Vice President of a sub-branch shall be ordinary members, associate members may fill other executive positions". 64. New clause "Only ordinary members may represent the Sub-Branch". 71 c New clause "One Vice President". 74.c(4) Delete clause. 77. New clause "The President and Vice President of the Branch shall be ordinary members, Associate Members may fill the other executive positions". 80. New clause "The Branch may vary the terms of the office for the State Executive from a term of one year to a term of two years" 81a New clause "Ceases to be an ordinary member or associate member of the Association".	24 June 2017	17 September 2018

		82. after State Secretary add "or State Treasurer". After appoint an ordinary member, 82 (continued) add "or Associate Member". 100. after the months of February, add "June and October". 112. delete "Ordinary" from heading		
4	11(7), 11(8), 11b, 11c,	11(7) New clause " Members of the SEATO Medical and Surgical Teams". 11(8) New clause "Any person included in the Vietnam Veteans Nominal Roll and not previously mentioned". 11b. Add "to a(8) above". 11c. Add "to a (8) above".	30 June 2018	17 September 2018