



**NATIONAL
SERVICEMEN'S
ASSOCIATION OF
AUSTRALIA
(QUEENSLAND)
INC.**

CONSTITUTION

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CONSTITUTION

PART 1

NAME

1. The name of the incorporated association shall be **National Servicemen's Association of Australia (Queensland) Inc.** (in this document called "the Association").

DEFINITIONS

2. Within the terms of this document the following shall have the meanings attributed to them:

AGM:	Annual General Meeting.
Branch:	A group of Members having its own sub-committee to which social, welfare and ceremonial activities within a defined geographical area are delegated by the State Management Committee as set forth in Clause 4(25) hereof.
Eligible Member:	A Member of the Association who, in accordance to the provisions of Clause 5.1.(a), (b), (d), (f), is entitled to vote and is financial at the time of the vote or other occasion where eligibility is an issue.
Financial Member:	A member of the Association as described in clause 5 hereto whose fees are paid for the current year. A member who has paid their dues for the immediate prior financial year is deemed to be financial until the 28 th of February in the current year.
Member:	Any Member of the Association as described in Clause 5 hereof.
Members:	Collectively the Members of the Association as described in Clause 5 hereof.
Notice of Motion:	Notice given to the Secretary of the State Management Committee or the Secretary of a Branch of some matter or item which is required to be discussed, considered and voted upon at a General Meeting or a meeting of the State Management Committee or a Branch. Such notice is to be in writing, signed by two (2) Eligible Members and given to the Secretary not later than sixty days (60) prior to such meeting.
Proxy:	A person eligible to act and/or is authorized by an Eligible Member on his behalf for the purpose of casting a vote in the manner prescribed by the appointor.
Returning Officer:	An Eligible Member appointed by the SMC responsible for administering the validity and counting of votes.
Secretary:	The Secretary of the State Management Committee or the Secretary of a Branch.
SMC:	State Management Committee as set forth in Clause 12(1) hereof.
Special Resolution:	A Special Resolution is a resolution that is required to be passed at a Meeting (including the AGM or an Emergency General Meeting) by the votes of three quarters of the Eligible Members who are present, either in person or by proxy.

OBJECTS OF THE ASSOCIATION

3. The objects for which the Association is established are -
- (1) To improve the general welfare of all National Servicemen through charitable, community, recreational, educational and patriotic activities.
 - (2) To promote fellowship and camaraderie between Members.
 - (3) To educate the general community about the aims and activities of the Association and to otherwise promote the good name and objects of the Association.
 - (4) To promote within the general community knowledge of the defence, security sensitivity, independence, freedom, military history and general welfare of Australia and its citizens.

POWERS

4. The powers of the Association are –
- (1) To **subscribe to, become a Member of and 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 under or by virtue of Clause 31 (10).
 - (2) In furtherance of the objects of the Association to **buy, sell and deal** in all kinds of articles, commodities and provisions, both liquid and solid, for the benefit of Members of the Association or persons frequenting the Association's premises;
 - (3) To purchase, take on lease or in exchange, hire and otherwise **acquire any lands, building, easements or property**, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection 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;
 - (4) To negotiate and secure **contracts of insurance** over and in respect of buildings, chattels and other property and general public and products liability insurance to the effect that such insurance will also cover Members, employees and volunteers against personal injury, property damage and advertising injury whilst on Association property or in the performance of Association business or undertakings. Such contracts of insurance shall also extend to the property, Members, employees and volunteers of Branches.

- (5) To enter into any **arrangements 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, through its SMC, may deem it desirable to obtain; and to carry out, exercise and comply with any such rights, privileges and concessions;
- (6) To **appoint, employ, remove or suspend** such managers, clerks, secretaries, servants and other persons as may be necessary or convenient for the purposes of the running and management of the Association;
- (7) To **remunerate** any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Association or the securing of any contracts of insurance as may be obligatory upon the Association or necessary for its good management and protection and the protection of its Members as set forth in Sub clause (4) hereof;
- (8) To **construct, improve, maintain, develop, work, manage, carry out, alter or control** any houses, buildings, grounds, works or conveniences which may be calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To **invest and deal with the money** of the Association not immediately required by the Association in such manner as may from time to time be determined by the SMC;
- (10) To take, or otherwise **acquire and hold shares, debentures or other securities** of any company or body corporate;
- (11) In furtherance of the objects of the Association, to **donate**, give or pay moneys or to donate, give or lend property and equipment for the benefit, welfare and assistance of Members;
- (12) To **borrow money** from time to time upon such terms as may be considered necessary by the SMC in furtherance of the objects of the Association and to secure such borrowing by way of mortgage, bill-of-sale, debenture, charge or lien over the whole or part of the Association's property or assets **AND** to redeem and pay off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue **promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments**;
- (14) In furtherance of the objects of the Association to **sell**, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the **property** of whatsoever kind of the Association;
- (15) To take or hold **mortgages, liens or charges, to secure payment of the purchase price**, or any unpaid balance of the purchase price, of 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;

- (16) To **take any gift or property** whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-clause (3) hereof;
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient by the SMC for the purpose of **procuring contributions** to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any **newspapers, periodicals, books or leaflets** that the SMC may deem desirable for the promotion of the objects of the Association;
- (19) In furtherance of the objects of the Association to **amalgamate with** any one or more **incorporated associations** having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed upon the Association under or by virtue of Clause 31(10) hereof;
- (20) In furtherance of the objects of the Association to purchase or otherwise **acquire** and undertake all or any part of the **property**, assets, liabilities and engagements of any one or more **of the incorporated associations** with which the Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to **transfer** all or any part of the **property**, assets, liabilities and engagements of the Association to any one or more of **the incorporated associations** with which the Association is authorised to amalgamate;
- (22) To make **donations for** patriotic, charitable, welfare or community purposes;
- (23) To **transact any lawful business** in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia may be or become engaged;
- (24) To do **all such other things** as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- (25) To **delegate** through the SMC to a group of Members, within a defined geographical area and having its own sub-committee, responsibility for social, welfare and ceremonial activities within such area. Such a group of Members will constitute a **Branch**.
- (26) Pursuant to and in accordance with the terms of this Constitution to **establish, amend and repeal such By-laws** as may be required from time to time for the good government and management of the Association, the SMC and the Branches.

PART 2

MEMBERSHIP

CLASSES OF MEMBERSHIP

5. (1) The membership of the Association shall consist of -
- (a) **Ordinary Member**
Any person who served a period of National Service in the Australian Defence Forces pursuant to the National Service Act 1951 or the National Service Act 1964 or any person who undertook alternative military service in lieu of National Service or any

person who on 24 August 1997 held a position on a committee of the Association may apply to become an Ordinary Member. An Ordinary Member may become a Life Subscribed Ordinary Member by payment of a fee which will, from time to time, be prescribed by the SMC. An Ordinary Member who is financial shall have full voting rights on any question, matter or motion considered at any General Meeting of the Association and on any question, matter or motion considered by the Branch with which they are affiliated and on election of officers to the SMC and Branch Committees.

(b) **Associate Member**

Any other serving or former member of the Australian Defence Forces or any person who has served a period of military service in the defence force of a country that at the time of such service was an ally of Australia may apply to become an Associate Member. An Associate Member may become a Life Subscribed Associate Member by payment of a fee which will, from time to time, be prescribed by the SMC. An Associate Member who is financial shall have full voting rights on any question, matter or motion considered at any General Meeting of the Association and on any question, matter or motion considered by the Branch with which they are affiliated and on election of officers to the SMC and Branch Committees.

(c) **Supporter of National Servicemen Member**

Any other person who is interested in the objects and welfare of the Association and its Members but who is not eligible to be an Ordinary Member or Associate Member may apply to become a Supporter of National Servicemen Member. A Supporter may become a Life Subscribed Supporter by payment of a fee which will, from time to time, be prescribed by the SMC. A Supporter of National Servicemen Member shall not have any voting rights on any question, matter or motion considered at any State General Meeting of the Association but, with the approval of their Branch, they may vote on Branch matters at Branch General Meetings.

(d) **Life Member**

Any Ordinary Member who has given long and outstanding service to the Association and its Members may be granted Life Membership, upon the written recommendation of the SMC, by a majority vote of two-thirds or more of the Eligible Members of the Association, who may cast a vote at a General Meeting in accordance with Clause 25 hereof. Life Members shall not be liable to pay any further annual subscription but they will retain all of the rights, privileges and status of an Ordinary Member. A Life Member shall have full voting rights on any question, matter or motion considered at any General Meeting of the Association and on any question, matter or motion considered by the Branch with which they are affiliated and on election of officers to the SMC and Branch Committees.

(e) **Honorary Member**

Any Australian citizen whom the SMC considers has a special interest in the objects and welfare of the Association may be granted Honorary Membership. The nomination for Honorary Membership must have the written approval of the nominee and the SMC and be granted by a majority of two-thirds or more of the Ordinary and Life Members of the Association who may cast a vote at a General Meeting in accordance with Clause 25 hereof. Honorary Members shall not be liable to pay any annual subscription nor shall they have any voting rights.

(f) **Complimentary Member**

Complimentary membership may be bestowed on members whose particular expertise provides special benefits to the Association, e.g. Padre/Chaplain, or persons who have

not been National Servicemen but may fulfil a specialist function for the Association e.g. financial manager/accountant. Only those members who are entitled to become Ordinary or Associate Members shall have full voting rights on any question, matter or motion considered at any Meeting of the Association and on any question, matter or motion considered by the Branch with which they are affiliated and on election of officers to a Management Committee

(g) **Interim Member**

Any person who has applied to join the Association as an Ordinary or Associate Member but who still needs to produce evidence of their military service shall be an Interim Member. However, such person's application shall lapse if evidence cannot be produced within twelve (12) months from the date of their application having been lodged. Interim Members shall not have any voting rights.

- (2) The number of Members in each class shall be unlimited.

APPLICATION FOR MEMBERSHIP

6. (1) Every application for membership of the Association shall be made in writing as set out in the Association's By-laws. The application must be signed by the applicant.
- (2) In the case of an application for membership as an Ordinary, Associate or eligible Complimentary Member then the same will be supported by evidence of the applicant's military service.
- (3) Membership of the Association will be limited to affiliation with one (1) Queensland Branch only.

MEMBERSHIP FEES

7. (1) The membership fees for Ordinary, Associate and Supporters of National Servicemen Members shall be such sum as the Members shall from time to time determine at a State General Meeting,
- (2) The membership fees for Ordinary, Associate and Supporters of National Servicemen Members shall be payable at such time and in such manner as the SMC shall from time to time determine.
- (3) Should a new Member apply to join within three (3) months prior the close of a financial year then any fees paid on the application by such new Member shall also cover their membership for the ensuing financial year and they will not be required to pay any further fee for that ensuing year.
- (4) A Member who joins the Association whilst still a financial Member of a Branch or Association in another State or Territory shall not be required to pay any membership fees to the Association until the commencement of the ensuing financial year.

ACCEPTANCE AND REJECTION OF MEMBERSHIP

8. (1) At the next meeting of the SMC, after the receipt of any application for membership and payment of the appropriate fee, such application shall be considered by the SMC, which shall thereupon make a determination by vote upon the acceptance or rejection of such application.
- (2) At such meeting of the SMC any applicant who receives a simple majority of votes in favour of his or her acceptance as a Member shall be so accepted as a Member to the class of membership for which he or she is entitled.
- (3) If any applicant fails to secure a simple majority of votes in favour of his or her application for membership at such meeting of the SMC then their application will be deemed to have been rejected.
- (4) Upon the acceptance or rejection of an application for any class of membership the State Secretary shall forthwith give the applicant, and the appropriate Branch, notice in writing of such acceptance or rejection.

RESIGNATION AND TERMINATION OF MEMBERSHIP

9. (1) A Member may resign from the Association at any time by giving notice in writing to the State Secretary.
- (2) Such resignation shall take effect from the time such notice in writing is received by the State Secretary unless a later date is specified in the notice when it shall take effect from that later date. The State Secretary will advise the appropriate Branch of such resignation.
- (3) If any Member of the Association who, during the course of their membership
- (i) is convicted of an indictable offence; or
 - (ii) fails to comply with one or more of the provisions of this Constitution; or
 - (iii) has membership fees in arrears for a period of more than two (2) months; or
 - (iv) conducts them self in a manner considered by the SMC to be injurious or prejudicial to the good name or interests of the Association,
- then the SMC shall give such Member not less than fourteen (14) days written notice that it intends to consider whether the Member's membership should be terminated.
- (4) The Member concerned shall be given a full and fair opportunity of presenting their case against such intended termination and if the SMC still resolves to terminate such membership it shall instruct the State Secretary to forthwith advise the Member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

10. (1) A person whose application for membership has been rejected or a Member whose membership has been terminated pursuant to Clause 9(4) hereof may within one (1) month of receiving written notification thereof, lodge with the State Secretary written notice of the intention of such person or Member to appeal against the decision of the SMC.

- (2) Upon receipt of a written notification of intention to appeal against rejection or termination of membership, the State Secretary shall convene, at the next General Meeting of the Association following the receipt by the State Secretary of such notice, a hearing by Eligible Members present to determine the appeal.
- (3) At any such hearing the appellant shall be given the opportunity to fully present their case and the SMC or those Eligible Members thereof who rejected the application for membership or voted for the termination of a membership shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by a simple majority vote of the Eligible Members present at such General Meeting of the Association.
- (5) Where a person whose application for membership is rejected, does not appeal against the decision of the SMC within the time prescribed by Clause 10(1) hereof or so appeals and the appeal proves unsuccessful then the State Secretary shall forthwith refund the amount of any fee paid by such person.

REGISTER OF MEMBERS

11. (1) The SMC shall cause a register to be kept in which shall be entered the full names, service numbers, dates of birth, residential addresses, telephone numbers and, where applicable, email addresses of all persons accepted into membership of the Association and the dates of such acceptance.
- (2) Particulars shall also be entered into such register of deaths, resignations, terminations and reinstatements of Members and any further particulars as the SMC or the Members at any General Meeting may from time to time determine.
- (3) The register shall be open for inspection at all reasonable times by any Eligible Member who makes prior application in writing to the State Secretary for such inspection.
- (4) Extracts from the Register of Members pertinent to the individual Branches shall be made available to the respective Branch Secretaries who will be responsible for their safe keeping.

PART 3

MANAGEMENT OF THE ASSOCIATION

MEMBERSHIP OF MANAGEMENT COMMITTEES

12. (1) The Association will be managed by the SMC which shall consist of an Executive comprising President, Vice-President, Secretary and Treasurer as shall be elected at the AGM or appointed subsequent thereto together with such other Committee members as shall also be elected at the AGM or appointed subsequent thereto.
- (2) At an AGM of the Association, all the members of a Management Committee then holding office shall retire from office but shall be eligible upon nomination for re-election.
- (3) Any two (2) Eligible Members of the Association shall be at liberty to nominate any other Eligible Member to serve as a member of a Management Committee.

- (4) Such nomination, which shall be in writing in the form as set out in the Association's By-Laws and state the position on the Management Committee for which an Eligible Member is nominated as a candidate, will be signed by the Eligible Member so nominated and the proposer and seconder and will be lodged with the Secretary not less than sixty (60) days prior to the AGM.
- (5) Each such nomination, for positions on the SMC, shall also be accompanied by a curriculum vitae, not exceeding one hundred and fifty (150) words, of the Member being so nominated.
- (6) At least sixty (60) days prior to the AGM the SMC shall appoint an Eligible Member as a Returning Officer.
- (7) The Returning Officer shall not be a candidate for the ensuing SMC election of officers.
- (8) The responsibilities and role of the Returning Officer shall be as set out in the Association By-Laws.
- (9) Contested Executive positions for the SMC shall be decided by postal ballot, all other positions will be determined by majority vote at the relevant AGM.
- (10) The voting process shall be as determined from time to time by the SMC and as set out in the Association's By-laws
- (11) Should there remain vacancies in the positions on the Management Committee after the conclusion of the election then such vacancies may be filled at a later date by persons appointed to the relevant positions by the Management Committee in accordance with Clause 14 hereto.
- (12) A Member elected or appointed as President cannot also be elected or appointed as Treasurer.

RESIGNATIONS OR REMOVALS FROM OFFICE OF A MEMBER OF A MANAGEMENT COMMITTEE

13. (1) Any Member of a Management Committee may resign from membership of a Management Committee at any time by giving notice in writing to the Secretary and such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in such notice when it shall take effect on that later date.
- (2) Any Member of a Management Committee may be removed from office upon the passing of a notice of motion for that purpose at any General Meeting of the Association but he shall be given the opportunity at such meeting to fully present his case against his being so removed.
- (3) The motion regarding such a removal from office shall require a Special Resolution by Eligible Members at the General Meeting.
- (4) There shall be no right of appeal against the removal from office of a Member of a Management Committee under this Clause.

VACANCIES ON A MANAGEMENT COMMITTEE

14. (1) The Management Committee shall have the power to appoint a person to the Management Committee to fill any casual vacancy on the Management Committee until the holding of the next AGM.
- (2) The person appointed under clause 14(1) hereof shall be
- a. another member of the Management Committee, or
 - b. an Eligible Member of the Association, or
 - c. a financial Supporter of National Servicemen Member, or
 - d. such other suitable person selected and approved by the Management Committee.
- (3) In the event that a person as stipulated in sub-clauses 2(c) or (d) above is appointed by the Management Committee then that person shall not have any voting rights on any question, matter or motion considered by the Management Committee
- (4) The remaining Members of the Management Committee may continue to act notwithstanding any casual vacancy existing in the Management Committee, but if their number is reduced below the number fixed by Clause 17(5) of this Constitution as the necessary quorum of the Management Committee, then the remaining Members of the Management Committee may act only for the purpose of increasing the number of Members of the Management Committee to that number or of calling a General Meeting of the Association, but for no other purpose.

SECRETARY

15. (1) If a vacancy occurs in the position of Secretary of an Incorporated Association, the Members of the Incorporated Association must cause such vacancy to be filled within one (1) month after such vacancy occurs.
- (2) The Secretary of an Incorporate Association Management Committee must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border

FUNCTIONS OF THE SMC

16. (1) Except as otherwise provided by this document and subject to resolutions of the Members carried at any General Meeting, the SMC -
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association and its Branches; and
 - (b) shall have authority and power to interpret the meaning of this document and any matter relating to the Association on which this document is silent.
- (2) The SMC may exercise all the powers of the Association and in particular -
- (a) To borrow money from time to time upon such terms as may be considered acceptable and necessary by the SMC in furtherance of the objects of the Association and to secure such borrowing by way of mortgage, bill-of-sale, debenture, charge or lien over the

whole or part of the Association's property or assets **AND** to redeem and pay off any such securities; and

- (b) To borrow money from Members and to pay interest on the amounts so borrowed and to secure such borrowing by way of mortgage, bill-of-sale, debenture, charge or lien over the whole or part of the Association's property or assets **AND** to redeem and pay off any such securities; and
 - (c) Subject to the provisions of Clause 31 hereof, to invest and deal with the money of the Association not immediately required by the Association in such manner as may from time to time be determined by the SMC.
 - (d) Any sum of money proposed to be borrowed pursuant to sub-clauses (2)(a) and (b) above in excess of THIRTY THOUSAND DOLLARS (\$30,000.00) shall first require the approval of not less than two thirds of the Eligible Members of the Association present at a General Meeting.
- (3) For the purposes of Clause 16 (2)(b) hereof the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by –
- (a) the financial institution used by the Association; or
 - (b) if there is more than one financial institution used by the Association then the financial institution nominated by the SMC.
- (4) In the event that urgent business may arise then the President, Vice President, Secretary and Treasurer may, by acting together in unison, exercise the functions of the SMC but any decisions made or undertakings given by them must be minuted and made or given conditional upon subsequent ratification by the SMC.
- (5) Maintain and publish current Association By-laws containing processes and procedures, to assist the effective administration of the Association.

MEETINGS OF MANAGEMENT COMMITTEES

17. (1) Management Committees shall meet at least every two months to exercise its functions.
- (2) Subject to Clause 17(4) hereof Management Committees may decide how its meetings are to be called.
- (3) A special meeting of a Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the Eligible Members of a Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (4) Not less than fourteen days notice in writing shall be given by the Secretary to Members of a Management Committee of any special meeting of the Management Committee and such notice shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (5) At every meeting of a Management Committee a simple majority of Eligible Members

elected to a Management Committee as at the close of the previous AGM together with any Eligible Members subsequently appointed to a Management Committee shall constitute a quorum. Each Eligible Member elected or appointed as a Member of a Management Committee shall be entitled to put any question, matter or motion which may be discussed or considered by a Management Committee and vote on the same.

- (6) Subject as previously provided in this Clause, a Management Committee may meet and regulate its proceedings as it deems fit.
- (7) However, questions, matters or motions arising at any meeting of a Management Committee shall be decided by a simple majority of votes of those Eligible Members in attendance and, in the case of an equal division of votes, the same shall be deemed to be decided in the negative.
- (8) An Eligible Member of a Management Committee with a vested financial or other beneficial interest in a matter to be considered by a Management Committee shall not be entitled to vote in respect of that matter. If they do so vote, then their vote shall not be counted. If they declare that interest, they may, at the discretion of the Management Committee, enter into any discussions and deliberations concerning such matter or proposed matter.
- (9) Conduct of a Management Committee meeting shall be as set out in the Association's By-Laws.

DELEGATION OF POWERS OF A MANAGEMENT COMMITTEE

18. (1) A Management Committee may delegate any of its powers to a sub-committee consisting of such Members of the Association and for such purposes pursuant to the provisions of this Constitution as the Management Committee deems fit.
- (2) Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any conditions and restrictions which may be imposed upon it by the Management Committee and shall report to the next Management Committee meeting upon its actions and undertakings and shall be required to have those actions and undertakings ratified by the Management Committee.
- (3) A sub-committee may elect a Chairman of its meetings.
- (4) If no such Chairman is elected or, if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for commencement of a meeting, the Members of the sub-committee present may choose one of their number to be Chairman of the meeting.
- (5) A sub-committee may meet and adjourn as it deems necessary.
- (6) Questions arising at any meeting of a sub-committee shall be decided by a simple majority of votes of the Members in attendance and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

19. Subject to the provisions of Clause 16(4) hereof, all acts undertaken or resolutions passed by any meeting of the Management Committee or of a sub-committee or by any person acting as a Member of the Management Committee or a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Member of the Management Committee or sub-committee or person acting as aforesaid, or that the Members of the Management Committee or sub-committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Management Committee or sub- committee.

RESOLUTIONS OF A MANAGEMENT COMMITTEE WITHOUT A MEETING

20. (1) A resolution in writing signed by all the Eligible Members of a Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one or more Eligible Members of the Management Committee.

PART 4

GENERAL MEETINGS OF THE ASSOCIATION

ANNUAL GENERAL MEETINGS

21. An AGM must be held –
- (a) at least once in every financial year; and
- (b) within three months after the end of the Association's previous financial year.

BUSINESS TO BE TRANSACTED AT AGM

22. The following business must be transacted at every AGM -
- a. the receiving of the Management Committee's report;
- b. the presenting of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association/Branch for the previous financial year;
- c. the receiving of the auditor's report on the financial affairs of the Association/Branch for the previous financial year;
- d. the presenting of the audited statement on the financial affairs of the Association/Branch to the meeting for adopting;

- e. the election of Members of a Management Committee for the ensuing twelve (12) months in the manner provided in Clause 12 hereof; and
- f. the appointment of an auditor for the ensuing financial year.

SPECIAL GENERAL MEETINGS

- 23. (1) The Secretary shall convene a Special General Meeting upon:
 - a. being directed in writing to do so by the Management Committee; or
 - b. being given a requisition in writing signed by not less than one-third of the Eligible Members presently on the Management Committee or not less than the number of Eligible Members of the Association which equals double the number of Eligible Members then currently on the Management Committee plus one.
- (2) Any such requisition in writing shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business sought to be transacted thereat.

NOTICE OF GENERAL MEETING

- 24. (1) The Secretary shall convene all General Meetings of the Association by giving not less than twenty-eight (28) days notice in writing of any such meeting to the Members of the Association.
- (2) Notice of a General Meeting shall clearly state the nature of the business to be transacted thereat.

QUORUM AT GENERAL MEETINGS

- 25. (1) (a) At any State General Meeting the number of Eligible Members present, in person, required to constitute a quorum shall be thirty (30)
- (b) At any other General Meeting of the Association the number of Eligible Members present, in person, required to constitute a quorum shall be seven (7)
- (2) No business shall be transacted at any General Meeting unless a quorum of Eligible Members is present, in person, at the time when the meeting proceeds to business.
- (3) For the purposes of Clause 25(1)(a) the term Eligible Member includes any person attending as a proxy for such a Member.
- (4) If within fifteen (15) minutes from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the direction of the Management Committee or requisition of Members of the Association, shall lapse.
- (5) In any other case a General Meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may later determine and, if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the commencement of the meeting, then the Eligible Members then present, in person, shall

constitute a quorum.

- (6) The Chairman of the meeting may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (7) When a meeting is adjourned for thirty days or more, notice in writing of the adjourned meeting shall be given as in the case of an original meeting. Save as herein provided it shall not be otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

PROCEDURE AT GENERAL MEETINGS

- 26. (1) Unless otherwise provided by this Constitution, at every General Meeting -
 - a. the President shall preside as Chairman or if the President is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting or if he is unwilling to preside as Chairman, then the Vice-President shall be the Chairman or if the Vice-President is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting or if he is unwilling to preside as Chairman then the Eligible Members present shall select one of their number who is present to be Chairman of the meeting;
 - b. the Chairman shall maintain and conduct the meeting in a proper and orderly manner;
 - c. except in the case of the manner of election of Members to positions of office on a Management Committee as set forth in Clause 12 hereof, Eligible Members may vote on questions, matters or motions in person or by proxy and every person present who is an Eligible Member or a proxy of an Eligible Member shall have one (1) vote in a show of hands or in a division or in a secret ballot and in the case of an equal division of votes the Chairman of the meeting shall have a second or casting vote;
 - d. every question, matter or motion, other than a motion requiring a Special Resolution, shall be resolved by a simple majority of votes of the Eligible Members present at the meeting taken together with proxy votes;
 - e. however, no Member shall be entitled to vote at any General Meeting if that Member's annual subscription has not been paid at the date of such meeting;
 - f. voting shall be by show of hands or a division of Eligible Members there present at the meeting taken together with proxy votes, unless not less than one-fifth of the Eligible Members there present demand a ballot, in which event there shall be a secret ballot;
 - g. the Chairman shall appoint two (2) Members to conduct any such secret ballot in such manner as the Chairman shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the question, matter or motion put to the meeting at which the ballot was demanded;
 - h. the appointment of proxies shall be as set out in the Association's By-laws;

- (2) All instruments of proxy used at an AGM shall be destroyed immediately upon the conclusion of that meeting and such destruction will be verified by a Declaration, made by two (2) Members appointed by the President for the purpose, certifying the destruction of such instruments of proxy.
- (3) Where any question, matter or motion considered at a General Meeting is lost then such question, matter or motion may not be put for reconsideration before another General Meeting until after the expiry of a further period of two (2) years.
- (4) For the purposes of ensuring the accuracy of the proceedings of any General Meeting, the Secretary shall record minutes of such proceedings and such minutes shall be signed by the Chairman of that General Meeting or the Chairman of the next succeeding General Meeting verifying their accuracy.
- (5) Such minutes will be open for inspection at all reasonable times by any Eligible Member who previously applies to the Secretary for that inspection.

DELEGATES' MEETINGS

- (1) In addition to its own meetings the SMC will call further meetings, to be known as Delegates' Meetings, at least twice in every financial year for the purpose of consideration, discussion and resolution of issues concerning the management, running, forward planning and general welfare of the Association and its Branches. The quorum for the Delegates meeting shall be one quarter of the number of Branches.
- (2) Each Branch will appoint two delegates to represent it at these meetings and to express their Branches' views on the issues. Each delegate will have one vote on any motion placed before the Delegates' Meeting, to the effect that each Branch will be entitled to two votes. Members of the SMC are not entitled to a vote, except as a formally appointed Branch Delegate.
- (3) Questions, matters or motions arising at any Delegates' meeting shall be decided by a simple majority of votes of those Delegates in attendance and, in the case of an equal division of votes, the same shall be deemed to be decided in the negative
- (4) Issues for consideration, discussion and resolution may be submitted to Delegates' Meetings by the SMC, the Branches and individual Members of the Association.
- (5) Not less than sixty (60) days prior to the convening of a Delegates' Meeting the Secretary will deliver into the hands of each of the Branches a copy of the unconfirmed minutes of the previous Delegates' Meeting together with an agenda for the next such meeting thereby giving the Branches' Members the opportunity to discuss the issues with their delegates and instruct them on their Branches' views and, where applicable, on how to vote on a motion.
- (6) If there is any motion placed before the Delegates' Meeting on which a Branch fails to instruct its delegates how to vote then it shall be open to such delegates to vote on such motion at their individual discretion and as they see fit.
- (7) At their earliest opportunity after the Delegates' Meeting, the delegates will render a full report to their Branches on the consideration, discussion and resolution of issues which arose at such meeting.

PART 5**MANAGEMENT OF BRANCHES**

27. (1) Branches shall be responsible for their own management but subject always to the provisions of this Constitution and any By-laws established, amended and repealed pursuant hereto.
- (2) Each Branch shall conduct its management through its own committee comprising President, Secretary, Treasurer and such other committee Members as such Branch may deem fit for its own purposes. The election of Members of a Branch committee shall follow the same procedures as set forth in Clause of this Constitution.
- (3) Branches may raise monies and will deposit such monies with a licensed bank or other licensed financial institution selected by the Branch and approved by the SMC as soon as practicable after receipt thereof. They may expend such monies pursuant to the objects of the Association set forth herein. Proper books of account shall be kept of the receipt and expenditure of such monies in a similar manner to that set forth in Clause 31(3) hereof and any cheques for expenditure shall be required to be crossed and marked 'Not Negotiable' and signed by any two (2) of either the President, Secretary, Treasurer or other authorised Member of the Branch.
- (4) Branches may employ electronic banking methods with those banks or other licensed financial institutions selected by the Branch and approved by the SMC but only to permit direct credits to any accounts held with those respective banks or other financial institutions. Electronic direct debits from those accounts are not permitted. . .
- (5) All Branch expenditure shall be first approved or subsequently ratified at a Branch general or committee meeting but proposed urgent or interim items of expenditure over the sum of one thousand dollars (\$1,000.00) may only be made after first being approved by any two (2) of the Branch President, Secretary and Treasurer. Limitation of Clause 31(4) hereof applies.
- (6) Branches are part of a non-profit organisation and their monies, assets and income shall be applied solely in furtherance of the objects as set forth in Clause 4 hereof and no portion of the same shall be otherwise distributed directly or indirectly to the Members of the Branch except as allowed in Clause 31(13) hereof.
- (7) Each Branch may hold meetings at such intervals as it may require but will hold an Annual General Meeting at which a ballot will be conducted to elect officers to its committee for the ensuing year. Branch secretaries will forward copies of unconfirmed minutes of any Branch meeting and the financial reports presented at such meeting to the SMC within twenty eight (28) days after such meeting being held.
- (8) Should there remain vacancies in the positions on a Branch's committee after the conclusion of the election of officers at its Annual General Meeting then such vacancies may be filled by persons subsequently appointed to the relevant positions.
- (9) Should a Branch fail to elect Members to the positions of President, Secretary and Treasurer or fail to appoint persons to those positions within three (3) months after the holding of its Annual General Meeting then such Branch shall be deemed to have defaulted and it shall be wound up by the SMC and all of its remaining monies and other assets shall be sequestered to the SMC.
- (10) Notwithstanding the provisions contained in Clause 28(9) hereof, a Branch which fails to

elect or appoint Members to the positions of President, Secretary and Treasurer may, before the expiry of the said three (3) month time limit, negotiate its amalgamation with another Branch which, if successful, will thereby avoid default, winding up by the SMC and sequestration of monies and assets. If a Branch chooses to take this course of action then it will pass a motion on notice at a Branch General Meeting to that effect and will immediately notify the SMC in writing of its decision. Default, winding up and sequestration of monies and assets will thereafter be deferred until the outcome of those amalgamation negotiations but will take effect if those negotiations are unsuccessful.

- (11) Should a Branch become aware during the course of a financial year that it will be unable to function as a Branch beyond the next AGM it may seek amalgamation with another Branch prior to the application of clause 28(10) . A motion requiring a Special Resolution would be necessary at a specially convened Branch General Meeting to instigate proceedings.
- (12) A Branch may incorporate only with the express written consent of the SMC
- (13) Before seeking incorporation, the Branch shall apply to SMC for approval
- (i) to incorporate:
 - (ii) of its rules and by-laws to the extent they differ from the Queensland Constitution and By-Laws as published from time to time by SMC; and
 - (iii) for the use of the words “National Servicemen’s Association of Australia Queensland Branch” or the letters “NSAA Qld Inc” in its name.
- (14) Following incorporation of a Branch:
- (i) the Branch must comply with all of the provisions set out in clause 28 of this constitution
 - (ii) the Branch must comply with all of the laws that apply to the Branch, subject to the obligations referred to in clause x above
 - (iii) the Branch must immediately provide the Secretary with:
 - (a) a copy of the certificate of incorporation;
 - (b) the names and addresses of all Branch committee members and office bearers (and thereafter on an annual basis); and
 - (c) an application to SMC for a new charter to be issued in the name of the newly incorporated Branch.
- (15) The Branch must not change its rules or by-laws without the express written consent of SMC

PART 6**AMENDMENT OF THE CONSTITUTION**

28. (1) Subject to the provisions of the Associations Incorporation Act 1981, this Constitution may be amended from time to time by a special resolution carried at any General Meeting of the Association.
- (2) However such an amendment will only be valid and of full force and effect when it is registered with the Chief Executive of the Office of Fair Trading administering the Associations Incorporation Act 1981 (as amended).

PART 7**COMMON SEAL AND DOCUMENTS**

29. (1) The SMC shall provide for a Common Seal and for its safe custody.
- (2) The Common Seal shall only be used by the authority of the SMC and every instrument to which the Seal is affixed shall be signed by a Member of the SMC and shall be countersigned by the Secretary or by a second Member of the SMC appointed by the SMC for that purpose.
- (3) The SMC shall also provide for the safe custody of all books of account, documents, instruments of title and securities of the Association.

PART 8**MONIES AND ACCOUNTS**

30. (1) The SMC may raise monies on behalf of the Association, as opposed to monies raised by the Branches, and such monies must be deposited in the name of the Association with a licensed bank or other financial institution selected by the SMC.
- (2) All monies received by the SMC on behalf of the Association shall be deposited with such bank or other financial institution as soon as practicable after receipt thereof.
- (3) Proper books of account of all Association receipts and expenditure shall be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature. However, separate books of account shall be kept of all receipts and expenditure in respect of major activities, functions and events conducted or undertaken by the Association so as to differentiate those receipts and expenditure from general monies.
- (4) Subject to sub-clause (6) hereof, all payments of one hundred dollars (\$100.00) or more shall be made by cheque signed by any two (2) of the President, the Secretary, the Treasurer or any one (1) of three (3) other Members of the Association authorised from time to time for such purpose by the SMC. However, one (1) of the persons who signs any cheque must be the President, the Secretary or the Treasurer.

- (5) All cheques shall be crossed and marked 'Not Negotiable' except those in payment of wages, allowances or for petty cash recoupment which cheques may be open.
- (6) The SMC may employ electronic banking methods, but only to permit direct credits to any accounts held with its bank or other financial institution. Electronic direct debits from those accounts are not permitted except for the use of debit cards set forth as follows. The SMC may from time to time cause to be provided bank debit cards but only to the President and the Treasurer for the purpose of covering day to day expenditure which those officers may incur in the course of their travel, accommodation and undertakings on behalf of the Association. Such debit cards shall each have a limit of THREE THOUSAND DOLLARS (\$3,000.00) of available funds and all expenditure so incurred by those officers must be considered for ratification by the SMC within one (1) month of being incurred. Expenditure not ratified by the SMC must be immediately repaid to the Association by whichever officer incurred it.
- (7) The SMC shall determine the amount of petty cash which shall be kept on hand from time to time. The expenditure of such petty cash will be fully accounted and records kept of the same.
- (8) No Member of the Association shall be at liberty to make any purchase of goods, merchandise, supplies or other wares on behalf of the Association without first having obtained the written or minuted approval of the SMC. Nor shall he or she effect any such purchase except upon a written order first having been prepared and delivered to any supplier or vendor of such items. Such written order must bear a date and number and be signed by the Member so making the purchase.
- (9) All Association expenditure shall be approved or ratified at a SMC meeting but all proposed items of expenditure over the sum of one thousand dollars (\$1,000.00) must be approved by any two (2) of the President, Secretary or Treasurer prior to being incurred.
- (10) As soon as practicable after the end of each financial year, but no later than the date of the next AGM, the Treasurer shall cause to be prepared statements containing the particulars of -
 - (a) the income and expenditure for the preceding financial year; and
 - (b) the assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the close of that same year.
- (11) All such statements shall be examined by the auditor who shall present a report on them to the Secretary before the holding of the next AGM following the financial year for which the report was presented.
- (12) The Association is a non-profit organisation and its monies, assets and income shall be applied solely in furtherance of its objects as set forth in Clause 4 hereof and no portion of the same shall be otherwise distributed directly or indirectly to the Members of the Association except as allowed in sub-Clause (13) hereof.
- (13) Nothing in sub-Clause (12) hereof shall prevent a payment made in good faith of:
 - (a) interest on any moneys owing to any Member by the Association; or
 - (b) remuneration for services rendered to the Association by any Member; or
 - (c) out of pocket expenses which any Member has, or will, incur on Association business;

or

- (d) the capital on any money lent to the Association by any Member; or
 - (e) reasonable and proper charges for any goods hired by the Association from any Member; or
 - (f) reasonable and proper rent on premises demised or let to the Association by any Member; or
 - (g) welfare assistance identified and recommended by the State or a Branch Welfare Officer and approved by the SMC or relevant Branch Committee.
- (14) The SMC shall provide Branches with appropriate fund management guidelines.

PART 9

FINANCIAL YEAR

31. The financial year of the Association shall close on 31 December in each year.

PART 10

WINDING UP OF THE ASSOCIATION

32. If the Association should be wound up in accordance with the provisions of Part 10 of the Associations Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any monies or property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 31 (10) and (11) hereof. In the event of a voluntary winding up then such other institution or institutions shall be determined by Members of the Association.

PART 11

SAVING PROVISION

33. This document is declared to be a new Constitution but all acts undertaken and resolutions passed pursuant to or in consequence of any previous Constitutions shall not be invalidated or nullified by the adoption of this Constitution.