



# **12 Field Regiment (Vietnam) Association**

**(A Branch of the Royal Australian Artillery Association {NSW} Inc.)**

## **OFFICIAL RULES**

**(As approved by members in Special General Meeting 21/07/12)**

**(As amended in Special General Meeting 13/02/13)**

**(As amended in Special General Meeting 12/11/13)**

**12/11/13**

**RULES**  
**12 FIELD REGIMENT (VIETNAM) ASSOCIATION**  
**A Branch of the RAA Association (NSW) Inc.**

**PART 1 – PRELIMINARY**

**1. INTERPRETATION**

1.1 In these rules, except insofar as the context or subject matter otherwise indicates or requires:

“Branch” means the 12 Field Regiment (Vietnam) Association.

“Committee” means the Committee of Management of the Branch and consists of the office bearers and ordinary committee members as defined in Rule 18.

“Executive” means those members of the Committee who are office-bearers.

“E-mail”, “electronic communication”, “electronic means”, “internet” all mean systems of communication via computer links or telephone networks or radio and include but are not limited to, telephone landlines, mobile telephones, internet and electronic social networks.

“Director-General” means the Director-General of the NSW Office of Fair Trading or the person stated in the Act as performing this role.

“Eligible person” means a person who meets the Branch membership qualifications as per Rule 5.

“Financial member” means a member who has paid his subscription for the Branch’s current financial year and is not in arrears, or is a Life Member.

“Member” means any person who is an Ordinary Member, Life Member, Associate Member, Social Member, or Honorary Member of the Branch.

“Full Member” means any Ordinary Member or Life Member.

“Ordinary Committee Member” means a member of the Committee who is not an office bearer.

“The war” means the war fought by Australian service personnel in the Republic of South Vietnam between 1960 and 1972.

“The Secretary” means –

- (a) The person holding office under these Rules as Secretary to the Branch.
- (b) Where no such person holds that office, the Public Officer of the Branch.

“Special General Meeting” means a general meeting of members convened to consider a Special Resolution as defined in Rule 33.1.

“The Act” means the Associations Incorporation Act 1984 and its Regulations as current.

“RAA” means Royal Australian Artillery.

“Bank” means a bank licensed to carry on banking business under the Banking Act 1959 as amended, foreign banks licensed to operate through a branch in Australia, and Australian-incorporated foreign bank subsidiaries.

1.2 In these Rules-

- (a) A reference to a function includes a reference to a power, authority, and/or duties.
- (b) Words importing any gender include the other gender.
- (c) Words in the singular include plural and in the plural include singular
- (d) Words beginning with or incorporating upper case letters mean the same as similar words beginning with or incorporating lower case letters, and vice versa.

## **2. NAME**

The name of the organisation is “12 Field Regiment (Vietnam) Association” hereinafter referred to as “the Branch”.

## **3. OBJECTS**

The objects of the Branch are-

- 3.1 To engender and encourage camaraderie and esprit-de-corps among gunners of 12 Field Regiment, RAA and also the members of other corps allied to 12 Field Regiment RAA, who served in the war.
- 3.2 To communicate with members of the Branch.
- 3.3 To represent and make representations on behalf of all members of the Branch.
- 3.4 To provide social gatherings for members of the Branch and their families.

## **PART II – MEMBERSHIP**

### **4. CATEGORIES OF MEMBERSHIP**

- 4.1 Ordinary Member
- 4.2 Life Member
- 4.3 Associate Member
- 4.4 Social Member
- 4.5 Honorary Member

### **5. QUALIFICATIONS FOR MEMBERSHIP**

Subject to approval in the case of each applicant,

- 5.1 Ordinary Membership (or any other category of membership) is available to those who served with 12 Field Regiment RAA, or served with other corps allied with 12 Field Regiment RAA, in Vietnam during the war.
- 5.2 Life Membership is available to members holding Ordinary Membership in accordance with Rule 5.1, and who are accepted pursuant to Rule 7.2.
- 5.3 Associate Membership is available to those who are currently serving or have served in the past with the RAA, but did not serve in the war in Vietnam .
- 5.4 Social Membership is available to those who do not meet the criteria for Full or Associate Membership, but have an interest in the activities and objectives of the Branch.
- 5.5 Honorary Membership is available to those who do not meet the criteria for other membership categories, but who, in the opinion of the Committee, have a strong, loyal and positive relationship with the Branch and are able to substantially assist the Branch with achieving its objectives.

## **6. VOTING RIGHTS**

- 6.1 Ordinary Members and Life Members have full voting rights.
- 6.2 Associate Members, Social Members and Honorary Members do not have voting rights.

## **7. APPLICATIONS AND NOMINATIONS FOR MEMBERSHIP**

- 7.1 Applications for Ordinary Membership, Associate Membership and Social Membership are to be made in writing by completing the appropriate Application Form current at the time of application, and submitting it to the Secretary. The Secretary will forward details of the application to the Committee by Australia Post letter (hereinafter referred to as "letter") or by electronic mail (hereinafter referred to as e-mail) within 14 days of receiving the application. Committee Members will respond by letter or by e-mail to the Secretary with a vote for or against the applicant within another 14 days. Failure by a committee member to respond within 14 days will be taken as a vote in the affirmative.
- 7.2 Nominations for Life Membership may be made for any member who has completed at least 3 years as a financial Full Member and in the opinion of the Committee has provided loyal, exceptional service and support to the Branch over a long period. Nominations must be made by a Full Member in writing and must be seconded by at least two other Full Members, and submitted to the Secretary. The Secretary will forward all details of the nomination by letter or e-mail to the President, Vice President, and Treasurer within 30 days of receiving it. The here-listed recipients will respond by letter or by e-mail to the Secretary with a vote for or against the nomination within another 30 days. Failure to respond by any of the here-listed office bearers within the 30 days will be considered a vote in the affirmative.
- 7.3 An application under Rule 7.1, or nomination under Rule 7.2 is approved if it receives a clear majority vote from the appropriate committee members as described. The Secretary will advise the successful applicant or nominee within 14 days of approval, and shall ensure the new member's details are recorded in the Membership Register within a further 14 days.

## **8. CESSATION OF MEMBERSHIP**

A person ceases to be a member of the Branch if he-

- 8.1 Dies.
- 8.2 Resigns that membership.
- 8.3 Is expelled from the Branch.
- 8.4 Fails to pay subscriptions within one year of the due date.

## **9. MEMBERSHIP NON-TRANSFERABLE**

A right, privilege or obligation which a person has by reason of being a member of the Branch –

- 9.1 is not capable of being transferred to another person; and
- 9.2 terminates upon cessation of the person's membership.

## **10. RESIGNATION OF MEMBERSHIP**

- 10.1 A member of the Branch , may resign from membership by first giving written notice of intention to resign at least one month prior to it taking affect (or such lesser period as the Committee may accept), to the Secretary. Upon the expiration of the period of notice or any lesser period that the Committee nominates, the member ceases to be a member.
- 10.2 When a member ceases to be a member pursuant to Rule 8, and in every other case where a member ceases to be a member, the Secretary shall within 30 days make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

## **11. REGISTER OF MEMBERS**

- 11.1 The Branch shall establish and maintain a register of Members of the Branch (“the Register”) specifying a minimum of each member’s name and address, telephone number, e-mail address (if applicable), membership category, membership financial state, date membership is paid to, and the date of becoming a member pursuant to Rule 7.
- 11.2 The Secretary shall maintain and update the Register as changes occur.
- 11.3 If the Register is recorded electronically as computer data, the Secretary will ensure the data is protected against loss by adequate backup arrangements, and that such backup of the data is maintained concurrent with the primary Register.

## **12. FEES, SUBSCRIPTIONS AND OTHER PAYMENTS**

- 12.1 A new member of the Branch shall, upon admission to membership, pay the Branch an enrolment fee as determined by the Committee from time to time.
- 12.2 In addition to any amount payable under Rule 12.1, a member shall pay an annual subscription as determined by the Committee from time to time.
- (a) Annual subscriptions are due on the first day of the Branch’s Financial Year and are payable within 30 days after the end of the Branch’s Financial Year – the “due date”.
  - (b) Where a new member is accepted during the course of the Branch’s Financial Year, the new member will pay the then current annual subscription which will apply to the end of the Financial Year in accordance with clause 12.2(a)
  - (c) Subscriptions and any other monies due to be paid by a member at the time, will be deemed to be in arrears if not paid by the due date. The Secretary will notify members who are in arrears by letter or e-mail within 30 days of them becoming in arrears. If overdue amounts are subsequently not paid, the Secretary will issue reminders regularly. Any member who has not paid overdue subscriptions within one year from the day they became due, will cease to be a member and will be advised accordingly within 30 days by the Secretary by letter or e-mail. The Secretary will note the Register of Members of the fact within 30 days.
  - (d) Members who have ceased to be a member pursuant to Rule 12.2(c) may apply for readmission as a member without having to pay the enrolment fee, only if they pay all outstanding subscriptions and any other outstanding monies and the membership subscription for the then current Branch Financial Year.
  - (e) At the discretion of the Committee, Life Members and Honorary Members may be exempt from paying annual subscriptions.
  - (f) Membership subscriptions may be paid annually or in advance. The Committee has the right not to accept payment in advance for any period that may exceed the guidelines for advance payments set by the Committee from time to time.

## **13. MEMBER’S LIABILITY**

- 13.1 The liability of a member of the Branch to contribute towards the payment of the debts and liabilities of the Branch or the costs, charges and expenses of the winding up of the Branch is limited to the amount, if any owed by the member in respect of membership of the Branch as required by Rule 12.
- 13.2 Members of the Committee acting in good faith and in accordance with the Act and these Rules are indemnified against the consequences of their decisions and actions in their role as Committee member.

## **14. DISCIPLINING OF MEMBERS**

- 14.1 Where the Committee is of the opinion that a member –
- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules: and/or
  - (b) has wilfully acted in a manner prejudicial to the interest of the Branch, the Committee may by resolution (the “original” resolution) –
    - (1) expel the member from membership of the Branch: or
    - (2) suspend the member from membership of the Branch for a specific period.
- 14.2 A resolution of the Committee under clause 14.1 will not take effect unless the Committee, either at a meeting or by exchange of e-mails or letters conducted not less than 7, or more than 28 days after service of notice on the member under clause 14.3, confirms the original resolution in accordance with this Rule.
- 14.3 Where the Committee passes a resolution pursuant to clause 14.1, the Secretary shall, as soon as practicable and in any case within 7 days, send a notice in writing by letter or e-mail to the member
- (a) setting out the resolution of the Committee and the grounds on which it is based: and
  - (b) informing the member that he may address the Committee in writing by letter or e-mail at any time within 28 days after the notice is sent.
- 14.4 During the exchange of letters and/or e-mails pursuant to clause 14.3, the Committee shall
- (a) give full consideration to any written representation submitted to the Committee by the member within the 28 days’ time frame; and
  - (b) at the end of the 28 days, by resolution confirm or revoke the original resolution.
- 14.5 Where the Committee confirms the original resolution to expel or suspend the member, the Secretary shall, within 7 days after the confirmation, notify the member in writing by letter or e-mail of the fact, and inform him of his right to appeal.
- 14.6 A resolution confirmed by the Committee under clause 14.4 does not take effect –
- (a) until the expiration of the period within which the member is entitled to appeal against the original resolution where the member does not exercise the right to appeal within that period; or
  - (b) where within that period the member exercises the right to appeal, unless and until the Branch confirms the original resolution pursuant to Rule 14.4.

## **15. RIGHT OF APPEAL**

- 15.1 A member may appeal to the Branch in a general meeting against a resolution of the Committee which is confirmed under Rule 14.4, within 7 days after the notice to that effect has been issued.
- 15.2 Upon receipt of a notice of appeal pursuant to clause 15.1, the Secretary shall notify the Committee which shall convene a general meeting of the Branch to be held within 21 days after the date on which the Secretary received the notice. Attendance at this general meeting may be by electronic means such as, but not limited to, telephone hook-up or Skype or similar.
- 15.3 At this general meeting of the Branch convened under clause 15.2 –
- (a) no business other than the question of appeal shall be transacted; and
  - (b) the Committee and the member shall be given the opportunity to state their respective case orally and/or in writing; and
  - (c) the members present physically or by electronic means, shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked. The Committee shall appoint an independent party to collect votes cast by members not physically present but in attendance electronically, in order to maintain the secrecy of their vote.
- 15.4 If at the general meeting the Branch passes a special resolution confirming the original resolution, the original resolution is so confirmed.

## **PART III THE COMMITTEE**

### **16 POWERS, ETC. OF THE COMMITTEE**

The Committee shall be called the Committee of Management of the Branch and, subject to the Act and these Rules and to any resolution passed by the Branch in a general meeting –

- (1) shall control and manage the affairs of the Branch;
- (2) may exercise all such functions as may be exercised by the Branch other than those functions that are required by these Rules to be exercised by a general meeting of members of the Branch;
- (3) has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Branch; and
- (4) will appoint an auditor in accordance with the requirements of the Act, who shall not be a member of the Committee; and
- (5) may grant and rescind memberships; and
- (6) may accept and pay monies from or to any source or recipient that the Committee decides; and
- (7) may invest surplus funds of the Branch into Bank investment accounts for periods not exceeding 12 months; and
- (8) may establish electronic banking facilities for the Branch and may conduct financial transactions electronically; and.
- (9) may form working groups to assist in organisational and operational matters that do not require the working group to make decisions on behalf of the Committee, or to pass resolutions on behalf of the Committee.

### **17 COMMITTEE AND MEMBERSHIP**

17.1 The Committee shall consist of –

- (a) the office-bearers of the Branch (herein after referred to as “the Executive Committee”); and
- (b) up to 10 ordinary members, each of whom shall be elected at the annual general meeting of the Branch pursuant to Rule 18.

17.2 The office-bearers of the Branch shall be –

- (a) The President (Chairman);
- (b) The Vice-President;
- (c) The Treasurer;
- (d) The Secretary;

The above four positions are to be the Executive Committee.

17.3 Welfare Officer

- (a) At any time the Committee may appoint a suitable member to act as Welfare Officer.
- (b) The role of the Welfare Officer is to:
  - advise, support and counsel members who require assistance with personal matters from time to time, including but not restricted to, dealings with government agencies, arranging for medical and clinical assistance, and managing relationships; and
  - maintain contact with members who are in ill-health and inform other members where it is judged they may be able to offer support; and
  - inform all members promptly of the death of any member.
- (c) The member appointed to this office remains in that position until he is removed by resolution of the Committee, or resigns. A minimum of seven days written notice is required before removal or resignation takes effect.

17.4 The term of office for each elected member of the Committee is two years. Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the second annual general meeting following the date of the member’s election, but is eligible for re-election.

17.5 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Branch to fill the vacancy in an acting capacity and the member so appointed shall hold office, subject to the Rules, until the conclusion of the annual general meeting next following the date of the appointment.

17.6 The office of the President shall be held consecutively for no more than two terms – that is four years - by any one person.

17.7 The immediate past President shall be an ex-officio member of the Committee.

17.8 The Committee may appoint a person as patron of the Branch.

## **18. ELECTION OF MEMBERS OF THE COMMITTEE**

18.1 Nomination of candidates for election as office-bearers of the Branch or as ordinary members of the Committee shall be made at the Annual General Meeting.

18.2 Voting shall be by ballot and the election result shall be determined by the use of “first past the post” voting.

18.3 In the event that two or more candidates secure an equal number of votes, the result shall be determined by a lottery and the candidate so selected shall be declared elected.

18.4 If the number of nominations received is equal to or less than the number of vacancies, the persons nominated shall be deemed to be elected.

## **19. SECRETARY**

19.1 The Secretary of the Branch shall, as soon as practicable after being appointed as Secretary, lodge notice within the Branch of his address.

19.2 It is the duty of Secretary to keep minutes of –

- (a) all appointments of office-bearers and members of the Committee in accordance with Section 21A of the Act; and
- (b) the names of members of the Committee present at a Committee Meeting or a general meeting; and
- (c) all proceedings at a meeting which shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting as a correct record of what transpired.

19.3 It is the duty of the Secretary to -

- (a) forward a full list of Branch members when required to the RAA Association’s Secretary;
- (b) advise the RAA Association’s Secretary of any change of address of the Branch members;
- (c) advise the RAA Association’s Secretary on details of new members as soon as possible after their acceptance; and
- (d) undertake on behalf of the Branch the duties as stated in the Branch Rule 19.
- (e) keep and maintain a Register of Members in accordance with Rule 11.

## **20. TREASURER**

20.1 It is the duty of the Treasurer of the Branch to ensure that –

- (a) all money due to the Branch is collected and received and all payments authorized by the Branch are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Branch including full details of all receipts and expenditure connected with the activities of the Branch; and
- (c) where the records referred to in 20.1 (b) are held and maintained electronically by data stored on a computer, adequate current backup is provided to protect those records from loss; and
- (d) any taxation or other finance-related reports required by the Government authorities are made in a timely fashion; and
- (e) a full report of all financial transactions and the current state of the Branch’s financial position, is given to members at the Annual General Meeting in accordance with Clause 26(6) of the Act.

20.2 The Treasurer and any other authorised member of the Committee may make and receive payments on behalf of the Branch, and such receipts and payments may be conducted electronically, providing that a full record of such transactions is maintained by the Treasurer.

20.3 The duties of Branch Treasurer shall include –

- (a) sending a copy of the Branch’s audited balance sheet and accounts to the RAA Association’s treasurer and auditor by mid October each year; and
- (b) undertaking on behalf of the Branch the duties stated in the Branch Rule 20.



## **21. CASUAL VACANCIES ON THE COMMITTEE**

For the purpose of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member –

- (1) dies;
- (2) ceases to be a member of the Branch;
- (3) becomes an insolvent under administration within the meaning of the Corporations (New South Wales) Law;
- (4) resigns office by notice in writing given to the Secretary;
- (5) is removed from office under Rule 22;
- (6) becomes of unsound mind or is classified as a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (7) is absent without consent of the Committee from all meetings of the Committee held during a period of 6 months, or in the case of meetings held electronically, fails to respond or make contact for the same period..

## **22. REMOVAL OF A COMMITTEE MEMBER**

22.1 The Branch in a general meeting may by resolution remove any member of the Committee from the position of member of the Committee before the expiration of the member's term in that position, and may by resolution appoint another person to hold the position until the expiration of the term of the member so removed.

22.2 The Branch in a general meeting may by resolution remove any office-bearer from the office he bears before the expiration of the office-bearer's term of appointment to that office, and may by resolution appoint another person to hold the office until the expiration of the term of the office-bearer so removed.

22.3 Where a member of the Committee who is the subject of a proposed resolution referred to in clause 22.1 or 22.2 makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Branch, the Secretary or the President shall send a copy of the representations to each member of the Branch by letter or electronically or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **23. MEETINGS AND QUORUMS OF THE COMMITTEE**

23.1 The Committee shall meet at least 2 times in the period between the Annual General Meeting at which they were appointed, and the next Annual General Meeting.

23.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.

23.3 Oral or a written notice by letter or e-mail of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

23.4 Notice of a meeting given under clause 23.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

23.5 For any meeting of the Committee, a quorum consists of four Committee members present or participating electronically, of which at least two must be members of the Executive.

- (a) No business shall be transacted by the Committee unless a quorum is present or participating electronically and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and the same hour of the same day on the following week.
- (b) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

23.6 At a meeting of the Committee –

- (a) the President, or in the President’s absence, the Vice-President shall preside; or
- (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

23.7 Meetings of the Committee may be conducted by exchange of e-mails, or held at a venue as decided by the Committee. Where a meeting is conducted solely by e-mail, the Secretary will ensure that proper notification is given, and that minutes are kept.

- (a) Where a meeting of the Committee is conducted by exchange of e-mails, business of the meeting may extend over a maximum period of seven days from the time the Secretary opens the meeting until the last e-mail is received or sent.
- (b) Resolutions considered by the Committee members meeting by e-mail may be passed by circular resolution - that is, providing proper opportunity is given for exchange of ideas and opinions, Committee members may vote for or against a resolution by sending an e-mail to the Secretary subject to clause 23.7 (a).

#### **24. VOTING AND DECISIONS OF THE COMMITTEE**

24.1 In this Rule, the word “present” at a meeting means present physically or electronically as described in Rule 23.7.

24.2 Questions arising at a meeting of the Committee shall be determined by a majority of the votes of members of the Committee present at the meeting

24.3 Each member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.4 Subject to Rule 23(5), the Committee may act notwithstanding any vacancy on the Committee.

24.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

### **PART IV – GENERAL MEETINGS**

#### **25. ANNUAL GENERAL MEETINGS – HOLDING OF**

25.1 The Branch shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Branch, convene an Annual General Meeting of its members.

25.2 Clauses 25.1 and 25.2 have effect subject to any extension or permission granted by the Director-General under Section 26 (3) of the Act.

#### **26. ANNUAL GENERAL MEETINGS – CALLING OF, AND BUSINESS AT**

26.1 The Annual General Meeting of the Branch shall, subject to the Act and to Rule 25, be convened on such date and at such place and time as the Committee thinks fit.

26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting; and
- (b) to receive from the Committee reports as to the activities of the Branch during the immediately preceding financial year; and
- (c) to elect office-bearers of the Branch and ordinary members of the Committee; and

- (d) to receive and consider the statement which is required to be submitted to the members pursuant to Section 26 (6) of the Act; and
- (e) to consider Other Business as the newly-elected Committee sees fit.

26.3 Except as required in Rule 26, Annual General Meetings shall be subject to the Rules covering general meetings and shall be conducted in the same manner as described for general meetings.

## **27. SPECIAL GENERAL MEETING – CALLING OF**

27.1 A Special General Meeting may be convened by;

- (a) the Committee where the Committee has decided that a resolution by the membership is required to address an issue; or
- (b) the Committee where the Committee is acting in response to a requisition in writing for it to hold a Special General Meeting, from any group of financial members numbering not less than 5% of the total number of financial members entitled to vote.

27.2 A requisition of members for a Special General Meeting to be convened under Rule 27.1 (b) –

- shall state the purpose of the meeting; and
- shall be signed by the members making the requisition; and
- shall be lodged with the Secretary; and
- may consist of several documents in a similar form, each signed by one or more of the financial members making the requisition.

- (a) If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (b) A Special General Meeting convened by members pursuant to in clause 27.1(b) shall be convened and conducted as nearly as is practicable in the same manner as general meetings are convened and conducted by the Committee.

## **28. NOTICE**

28.1 For the holding of a general meeting, the Secretary shall, at least 14 days before the date fixed for the holding of any general meeting cause to be sent by pre-paid post or by electronic communication to each member of the Branch at the postal or e-mail address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 For the holding of a Special General Meeting, the Secretary will provide notice in the same manner as for a general meeting as described in clause 28.1 except that the minimum period of notice will be 21 days.

28.3 No business other than that specified in the notice convening a general meeting or special general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 26.2

28.4 A member desiring to bring any business before a general meeting shall give timely notice in writing by letter or e-mail of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

## **29. QUORUM**

29.1 No item of business shall be transacted at a general meeting or special general meeting unless a quorum of financial members entitled under these Rules to vote is present.

29.2 Except as provided in Rule 31.5, a quorum for the transaction of the business

- (a) at a general meeting is ten financial members eligible to vote under these Rules physically present or attending electronically; and
- (b) at a special general meeting is ten members eligible to vote under these Rules physically present.

29.3 For the purpose of establishing whether a quorum exists pursuant to Rule 29, proxy votes do not count.

### **30. PRESIDING MEMBER**

- 30.1 The President, or in the President's absence, the Vice President, shall preside as chairperson at each general meeting or special general meeting of the Branch.
- 30.2 If the President and the Vice-President are absent from a general meeting or special general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **31. ADJOURNMENT**

- 31.1 The chairperson of a general meeting or special general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to another time and 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.
- 31.2 Where a general meeting or special general meeting is adjourned pursuant to Rule 31.1 for 14 days or more, the Secretary shall give written or oral or electronic notice of the adjourned meeting to each member of the Branch stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in clauses 31.1 and 31.2, notice of adjournment of the general meeting or special general meeting, or of the business to be transacted at an adjourned meeting is not required to be given.
- 31.4 If within half an hour after the appointed time for the commencement of a general meeting or special general meeting a quorum is not present, the meeting shall be dissolved and shall stand adjourned to the same day in the following week at the same place and time (unless another place and/or time is specified at the time of the adjournment by the person presiding at the meeting and the details of such other time and place is communicated by written notice by letter or electronically to the members given on the day the meeting is adjourned).
- 31.5 If at a meeting held after having been adjourned subject to Rule 31.1 and Rule 31.4 a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.

### **32. MAKING OF DECISIONS**

- 32.1 Resolutions proposed at an Annual General Meeting or general meeting and not being special resolutions, shall be decided by simple majority of the total of members present, attending electronically or voting by proxy pursuant to Rule 34.5.
- 32.2 Special resolutions pursuant to Rule 33 shall be decided by a vote of not less than 3/4 of the total of members present and voting by proxy pursuant to Rule 34.5.
- 32.3 A question arising or motion or resolution or special resolution proposed at a general meeting or special general meeting of the Branch, shall be determined on a show of hands by those present, plus proxy votes held. In the case of a general meeting not being a special general meeting, voting may also include the indication of the voting member's intent over electronic media. Where a declaration by the Chairperson that a question, motion, resolution or special resolution has, on a show of hands and proxies, and electronic voting where applicable, been carried unanimously or carried by the applicable majority, or has been lost, an entry to that effect in the minutes of the Branch is evidence of the fact without requiring proof of the number or the proportion of the votes recorded in favour of or against that resolution.
- 32.4 At a general meeting or special general meeting of the Branch, a poll may be demanded by the Chairperson or by not less than three members entitled to vote who are present in person at the meeting or attending electronically.
- 32.5 Where a poll is demanded at a general meeting or special general meeting, the poll shall be taken –

- (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner as deemed to be appropriate by the majority of voting members.

32.6 The resolution of the poll conducted as per clause 32.4 and 32.5 shall be deemed to be the resolution of the meeting on that matter.

### **33. SPECIAL RESOLUTIONS**

33.1 A proposed resolution is a special resolution if:

- (a) it is proposed at a special general meeting convened in accordance with Rule 27.1(b); or
- (b) it is proposing any change, amendment, deletion or addition to these Rules.

### **34. VOTING**

34.1 Upon any question arising at a general meeting or special general meeting or upon deciding a Resolution of the Branch, a member has one vote only.

34.2 All votes shall be given personally or by proxy, or in the case of meetings that are not special general meetings, by methods sanctioned by the Committee, including by electronic means, but no member other than the Chairman may hold more than 5 proxies of the meeting.

34.3 In the case of an equality of votes on a question at a general meeting, the Chairman of the meeting is entitled to exercise or second a casting vote.

34.4 A member is not entitled to vote at any general meeting of the Branch unless all money due and payable by the member to the Branch has been paid, other than the amount of the annual subscription payable in respect of the then current year which are not overdue.

34.5 Appointment of Proxies

- (a) Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy is to be in the form set out in the Appendix 1 of the Rules.

34.6 Where the majority of those present at a meeting decide that an issue requires a secret vote, the meeting shall appoint an independent person to collect the votes of those voting by electronic means in such a manner as to protect the nature of their vote from other participating parties.

## **PART V – MISCELLANEOUS**

### **35. APPLICATION OF ASSETS AND INCOME**

The assets and income of the Branch shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Branch

### **36. DISSOLUTION OF THE BRANCH**

In the event of the Branch being dissolved, the amount of funds that remains after such dissolution and after the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes; that is an organisation not carried on for the profit or gain of its individual members.

### **37. INSURANCE**

37.1 The Branch may effect and maintain insurance as determined by the Committee.

37.2 The RAA Association's insurances are to cover branches.

### **38. FUNDS – SOURCE**

38.1 The funds of the Branch shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Branch in a General Meeting, such other sources as the Committee determines.

38.2 Subject to Rule 39.4 all money received by the Branch shall be deposited as soon as practicable and without deduction, into the account of the Branch.

### **39. FUNDS – MANAGEMENT**

39.1 Subject to any resolution passed by the Branch in a general meeting, the funds of the Branch shall be used pursuant to the objects of the Branch in such manner as the Committee determines.

39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 (two) members of the Committee or ordinary members or employees of the Branch, being members or employees authorized to do so by the Committee.

39.3 Payments made and received by the Branch may be conducted electronically, providing that a full record of such transactions is maintained by the Treasurer.

39.4 All electronic payments must be made by the Treasurer, or in his absence, the President. Such payments may not be made unless authorised by at least one other member of the Executive, such authorisation being in writing by letter, or signed document or email.

39.5 In prudentially managing the funds of the Branch, amongst other requirements, the Committee:

- (a) will ensure that the Branch's Trading Account is maintained at a Bank; and
- (b) will ensure that the Trading Account contains enough funds to meet all of the day-to-day liquidity requirements of the Branch; and
- (c) may invest funds that are in excess of those required under Rule 39.4 (b) into such Bank investment accounts as are approved by the Committee; and
- (d) may redeem investments prior to term in order to maintain the balance of the Trading Account pursuant to Rule 39.4 (b), provided the redemption is supported by comprehensive cash flow analysis as prepared by the Treasurer or other officer approved by the Committee; and
- (e) may reinvest the interest received from investments established under Rule 39.4 (c) if considered surplus to projected cash flow requirements.

### **40. ALTERATIONS OF OBJECTS AND RULES**

40.1 The statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of the Branch.

40.2 Changes to the Objects and Rules of the Branch shall be notified

- (a) to the Director-General by the prescribed form; and
- (b) to the Secretary of the RAA Association.

### **41. COMMON SEAL**

41.1 The Common Seal of the Branch shall be kept in the custody of the Public Officer or Secretary

41.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two (2) members of the Committee, at least one of which is a member of the Executive.

### **42. CUSTODY AND INSPECTION OF BOOKS ETC.**

42.1 The custody arrangements for all records, books and other documents relating to the Branch shall be determined by the Committee.

42.2 The records, books and other documents of the Branch shall be open to inspection, free of charge, by a member of the Branch at any reasonable hour.

**43. SERVICE OF NOTICES**

- 43.1 For the purpose of these Rules, a notice may be served by or on behalf of the Branch upon any member either personally or by sending it by post or electronic media to the member at the member's postal address or electronic address as shown in the Register of Members.
- 43.2 Where a document is sent to a person by properly addressing, prepaying and posting a letter containing the document, or is sent to the person's bona fide e-mail address, the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post, or within two working days if sent by electronic mail.

**44. SURPLUS PROPERTY**

- 44.1 The Branch may at any time, pass a special resolution nominating an Association (whether or not the Branch is Incorporated under the Act) as the Association in which to vest its surplus property pursuant to Section 53 (2) of the Act in the event of winding up or the cancellation of the Incorporation of the Branch.
- 44.2 In the case of an Unincorporated Association being nominated pursuant to clause 44.1 the receipt of the Secretary or President thereof shall be a good and sufficient discharge.
- 44.3 The Incorporated Association so nominated shall be one which fulfils the requirements specified in Section 53 (2) of the Act.

**45. PUBLIC OFFICER**

- 45.1 The Committee shall appoint an elected member of the Committee as Public Officer in accordance with the Act at the time, and the appointed Public Officer shall act in accordance with the Act and Regulations as amended.
- 45.2 The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the new person is a resident of New South Wales and an elected member of the Committee of the Branch.
- 45.3 When the vacancy arises in the position of Public Officer, the Committee shall within 14 days appoint a new Public Officer and notify the Director-General by the prescribed form.

**END**

**12 Field Regiment (Vietnam) Association RULES – APPENDIX 1.**

**FORM OF APPOINTMENT OF PROXY**

I, ..... of .....  
(full name) (address)

being a full member of 12 Field Regiment (Vietnam) Association and entitled to vote, hereby appoint

..... of .....  
(full name of proxy) (address)

being a full member of the association, as my proxy to vote on my behalf at the *(specify meeting details)*

- My proxy is authorised to vote as indicated below; *(Clearly tick one box.)*

**In favour of** the Resolution (s).

OR

**Against** the Resolution(s).

.....  
Signature of member appointing proxy

Date .....

**NOTE:**

- 1 Voting rights are vested in financial Ordinary Members and Life Members only (Rule 6).
- 2 Voting Members may appoint a Member to act as Proxy (Rule 34.5).
- 3 Voting Members appointing a proxy must make their voting intentions clear by correctly completing this form.
- 4 No Member may hold more than five (5) proxies except the Chairman of the meeting (Rule 34.2).
- 5 Proxies must be received by the Secretary not less than 24 hours prior to the commencement of the meeting for which the proxy has been delegated.
- 6 **Signed** Proxies may be:  
 mailed to: *(Insert name and postal address of member holding the position of Secretary at the time of the Notice.)*  
 or  
 scanned and emailed to: *(Insert name and e-mail address of the member holding the position of Secretary at the time of the Notice.)*