

# RAEME ASSOCIATION NEW SOUTH WALES INCORPORATED



## ASSOCIATION CONSTITUTION

REVISED FEBRUARY 2018

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**RAEME ASSOCIATION NSW INC.**  
**CONSTITUTION**

**PART 1a - PRELIMINARY**

**1. Definitions.**

(1) In this constitution:

**“Ordinary Committee Member”** means a member of the committee who is not an office-bearer of the association,

**“Secretary”** means:

- a. The person holding office under this constitution as a secretary of the association, or
- b. Where no such person holds that office – the public officer of the association.

**“Special general meeting”** means a general meeting of the association other than an Annual General Meeting.

**“The Act”** means the Associations Incorporation Act, 2009

**“The Regulation”** means the Associations Incorporation Regulation, 2016

(2) In this constitution:

- a. A reference to a function includes a reference to a power, authority and duty; and
- b. A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act, 1987*, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

**PART 1b - STATEMENT OF OBJECTIVES**

**1. Name and Objectives.**

- (1) The name of the Association is, “RAEME Association NSW Inc.” The full title is, “Royal Australian Electrical and Mechanical Engineers Association of New South Wales Incorporated”. In this constitution it is referred to as the “Association”.
- (2) The objectives of the association are to:
  - a. Preserve the memory of service comrades.
  - b. Support opportunities for the intellectual development, higher learning and trade experience of soldiers of the Corps.
  - c. Develop and maintain fellowship and camaraderie between people who are serving, and those who have served in the Corps.
  - d. Promote the welfare of Corps members, former Corps members, and their dependents.
  - e. Provide guidance on seeking appropriate support and assistance through government and non-government agencies in the event of hardship to Corps members, former Corps members, and their dependents.
  - f. Assist and co-operate with kindred organizations.
  - g. Take an active and intelligent interest in Australia’s Defence.
  - h. Do all such acts as may promote the welfare of the association.

**Note:** The word **Corps**, in these rules, means the Corps in the Australian Army known as The Royal Australian Electrical and Mechanical Engineers, or abbreviated to RAEME. It includes the titles used prior to the formation of the Corps on 1st December 1942, e.g. Australian Army Ordnance Corps Mechanical Engineering Branch, and any change in title subsequent to the incorporation of this association.

## **PART 1c – STRUCTURE AND AUTHORITY**

### **1. Powers of Central Committee**

- (1) RAEME Association NSW Inc. is an association created in accordance with the Associations Incorporations Act 2009 (as amended). Changes to the operation, control or management of the Association may only be made in compliance with the provisions of this constitution and by the powers provided to the office-bearers and committee (as elected).

### **2. Power to Create Regions**

- (1) The Association may create regional groups (within NSW) to focus on local activities and membership administration.

### **3. Operation of Regions**

- (1) Regional groups shall have a coordinator who shall be the Regional Member to the Association committee. The coordinator may arrange activities and events within the region, under advice to the Association Office-Bearers.
- (2) Regional groups shall always remain subordinate to the Association, irrespective of the membership numbers or amount of funds generated within the region.
- (3) The provisions of this Part do not restrict individual members of a region nominating for election to any vacancy within the Association committee.
- (4) All member subscriptions and surplus funds from any regional activity or event shall be credited to the Association central financial account. Regions may request financial support for any activity under arrangements agreed between the Regional Member and the Association Office-Bearers. Such arrangements shall be cognizant of the membership numbers and funds generated within the Region.

## **PART 2 – MEMBERSHIP**

### **1. Membership- General**

A person is eligible to be a member of the association if:

- a. the person is a natural person, and
- b. the person has applied and been approved for membership of the association in accordance with clause 2a.

### **2. Membership Categories.**

- a. Ordinary member,
- b. Honorary Life member, and
- c. Associate member.

### **2a. Ordinary Member Qualifications.**

- (1) Membership is open to persons who are currently serving, or have served in either regular or reserve capacity in the following:
  - a. The Royal Australian Electrical and Mechanical Engineers or the same Corps known under a former title, including The Australian Army Ordnance Corps (Mechanical Engineering Branch).
  - b. RAEME Units, as attached troops from other Corps e.g. RAAOC Stores Section, WRAAC, RAAMC, and AACC etc.
  - c. Armies of the British Commonwealth of Nations, in a kindred capacity as stated in 'a' or 'b'.
- (2) A person is qualified to be a member of the association but only if:
  - a. The person has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
  - b. The person has been:
    1. Nominated for membership of the association as provided by Rule 3, and
    2. Approved for membership of the association by the committee of the association.
- (3) Members leaving the state of New South Wales may retain their membership and may belong to any number of other RAEME Associations subject to their acceptance by these associations.



- (4) All ordinary members will pay an annual fee, that amount as directed by the association management committee, as set out in Rule 8.

**2b. Honorary Life Members.**

- (1) On the recommendation of the association management committee, the association may confer an Honorary Life membership to any person that, they deem to have provided outstanding service to the association.
- (2) All Honorary Life members will have full voting rights within the association.
- (3) Honorary Life members will not be required to pay any membership fees or subscriptions.

**2c. Associate Members**

- (1) Persons that would be eligible for associate membership are:
  - a. Other service personnel from the Army, Navy and Air Force, excluding those personnel in Rule 2a.
  - b. Association members spouse/partner.
- (2) Associate members would be required to pay an annual fee, the same as that of an ordinary member, as set out in Rule 8, except where the associate is the spouse/partner of a current financial Member, Life Subscriber or Honorary Life Member
- (3) Associate members would be eligible for any discounts or concessions available to all other categories of members.
- (4) Associate members would have no voting rights within the association but may be nominated/appointed to be part of a sub-committee where that associate member has specialist skills of value for the terms of reference of the sub-committee.

**3. Application for Membership.**

- (1) An application by a person for membership of the association shall be:
  - a. Made in writing (including by email or other electronic means, if the committee so determines) on the form determined by the committee.
  - b. Lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee, which will determine whether to approve, or to reject the application.
- (3) Where the committee determines to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that approval

and request the applicant to pay, within the period of twenty-eight (28) days after receipt by the applicant of the notification, the sum payable under these rules by a member as entrance fee and/or annual subscription.

- (4) The secretary shall, on payment by the applicant of the amounts referred to in Rule 8 (3), within the period referred to in that clause, enter the applicant's name in the register of members and upon the name being so entered, the applicant becomes a member of the association.

**4. Cessation of Membership.**

A person ceases to be a member of the association if the person:

- a. Dies,
- b. Resigns that membership,
- c. Is expelled from the association.
- d. Fails to pay the annual membership fee under Rule 8 (2) within 3 months (or a period determined by the committee) after the fee is due.

**5. Membership Entitlements Not Transferable.**

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

- a. Is not capable of being transferred or transmitted to another person, and
- b. Terminates upon cessation of the person's membership.

**5a. Reciprocal Rights**

A financial member of any other State, Territory or unit RAEME Association will be granted reciprocal membership rights while visiting the State of New South Wales. Any such member may be invited to attend any meeting or function of the RAEME Association NSW Inc. on conditions equal to those applicable to a member of the New South Wales Association.

Should a financial member of another State or Territory or unit RAEME Association wish to transfer to the New South Wales Association, reciprocal rights and full financial status would apply until the commencement of the new financial year of the RAEME Association NSW Inc. The member would then be invited to join the RAEME Association NSW Inc.

**6. Resignation of Membership.**

- (1) A member of the association who is a current and financial member, may resign from membership of the association by first giving notice being not less than one month (or not less than such other period as the committee may determine) in writing (or by email or other electronic medium) to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (2) Where a member of the association ceases to be a member pursuant to Rule (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

**7. Register of Members.**

- (1) The secretary of the association must establish and maintain a register of members of the association (whether in written or electronic form), specifying the name and postal, residential or email address of each person who is a member of the association together with the date of which the person became a member.
- (2) The register of members shall be kept in New South Wales:
  - a. at the principal place of administration of the association, or
  - b. if the association has no premises, at the association's official address; or
  - c. at the address of the current Public Officer.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - b. any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - a. it must be convertible into hard copy, and

b. the requirements in sub-clauses (2) and (3) apply as if a reference to the register of members is a reference to a hard copy of the register of members.

## **8. Fees and Subscriptions.**

- (1) A member of the association shall, upon admission to membership, pay to the association a fee of \$1 or, where some other amount is determined by the committee, that other amount.
- (2) In addition to an amount payable by the member under clause (1), a member of the association shall pay to the association an annual membership fee of \$2 or, where some other amount as determined by the committee, of that other amount.
- (3) That where the member becomes a member after the 1<sup>st</sup> January in any calendar year, that the membership fees be divided into quarterly amounts to reflect their time of membership for their first year, these quarterly divisions to be as follows:
  - a. January to March: Full Fee applicable.
  - b. April to June: 75% of Full Fee applicable.
  - c. July to September: 50% of Full Fee applicable
  - d. October to December: 25% of Full Fee applicable.
- (4) The committee may waive the payment of the annual subscription in respect of a “non-active” member.

## **9. Members’ Liabilities.**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the members in respect of membership of the association as required by Rule (8).

## **10. Resolution of Internal Disputes.**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

**11. Discipline of Members.**

- (1) A complaint may be made to the committee by any person, that a member of the association has:
  - a. refused or neglected to comply with a provision or provisions of this constitution, or
  - b. has willfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - a. must serve notice of the complaint on the member concerned, and
  - b. must give the member at least fourteen (14) days from the time the notice is served, within which to make submissions to the committee in connection with the complaint; and
  - c. must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Rule 12.
- (6) The expulsion or suspension does not take effect:
  - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under Rule 12, whichever is the later.

**12. Right of Appeal of Disciplined Member.**

- (1) A member may appeal to the association in a general meeting against a resolution of the committee which is confirmed under Rule 11, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to reply for the purposes of appeal.
- (3) On receipt of a notice from a member under sub-clause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within twenty-eight (28) days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
  - a. no business other than the question of the appeal shall be transacted, and
  - b. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

### **PART 3 - THE COMMITTEE**

#### **13. Powers of the Committee.**

The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- a. is to control and manage the affairs of the association, and
- b. may exercise all such functions as may be exercised by the association other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- c. has 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 association.

**14. Composition and Membership of the Committee**

- (1) The committee shall consist of:
  - a. The office-bearers of the association, and
  - b. At least three (3) and no more than nine (9) ordinary committee members who must be over 18 years of age and be residents of Australia, each of whom shall be elected at the annual general meeting of the association pursuant to clause 15.
- (2) The office-bearers of the association shall be:
  - a. The President
  - b. The Vice-President
  - c. The Treasurer
  - d. The Secretary
- (3) A committee member may hold up to 2 offices (other than both offices of president and vice-president).

**15. Tenure of Office for Office Bearers**

- (1) The maximum number of consecutive terms for which an office-bearer may hold office shall be (five) 5; unless after this period there is no alternate nominee. In such circumstances, the office-bearer may continue for another term with the unanimous agreement of the committee.
- (2) There shall be no maximum number of consecutive terms for ordinary committee members.
- (3) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the next annual general meeting

**16. Election of Members.**

- (1) Nominations of candidates for election as office bearers of the association or as ordinary members of the committee:
  - a. Must be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and

- b. Must be delivered to the secretary of the association at least twenty eight (28) days before the date fixed for the holding of the annual general meeting, at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected, and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers may be subject to a postal and/or electronic ballot as per Clause 34. A ballot for ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

#### **17. Secretary Duties.**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep Minutes (whether in written or electronic form) of:
  - a. All appointments of office-bearers and ordinary members of the committee,
  - b. The names of members of the committee present at a committee meeting or a general meeting, and
  - c. All proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **18. Treasurer's Duties.**

- (1) It is the duty of the treasurer of the association to ensure that:
  - a. All money due to the association is collected and received, and that all payments authorized by the association are made, and
  - b. Correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.



**19. Casual Vacancies.**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until immediately before the election of committee members at the next annual general meeting following that date of the appointment.
- (2) For the purpose of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:
  - a. Dies, or
  - b. Ceases to be a member of the association, or
  - c. Is or becomes an insolvent under administration within the meaning of the *Corporations Law 2001* of the Commonwealth, or
  - d. Resigns office by notice in writing given to the Secretary, as per clause 6; or
  - e. Is removed from office under clause 20; or
  - f. Becomes a mentally incapacitated person; or
  - g. Is absent, without the consent of the committee, from 3 consecutive meetings of the committee; or
  - h. Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

**20. Removal of Ordinary Committee Member.**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of ordinary committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in sub-clause (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length,) and requests that the representation be notified to the members of the

association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations 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.

## **21. Committee Meetings and Quorum.**

- (1) The committee shall meet at least three (3) times in each period of twelve (12) months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the President or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must 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.
- (4) Notice of a meeting given under sub-clause (3) must 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.
- (5) Any three (3) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee, unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - a. The president or, in the president's absence, the vice-president is to 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 is to preside.

## **22. Use of Technology at Committee Meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**23. Delegation by Committee to Sub-Committee.**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - a. This power of delegation, and
  - b. A function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

**24. Voting and Decisions.**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee, shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by 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.

- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed 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 or subcommittee.

#### **PART 4 - GENERAL MEETINGS**

##### **25. Annual General Meetings – Holding of.**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its Annual General meeting:
  - a. within 6 months after the close of the association's financial year, or
  - b. within any later time that may be allowed or prescribed under section 37(2) (b) of the Act.

##### **26. Annual General Meetings – Calling of and Business at.**

- (1) The Annual General Meeting of the association is, subject to the Act and to Clause 24 hereof, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following to:
  - a. Confirm the Minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting,
  - b. Receive from the committee reports upon the activities of the association during the last preceding financial year,
  - c. Elect office-bearers of the association and ordinary members of the committee, and
  - d. Receive and consider any financial statement or report which is required to be submitted to members under Part 5 of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

##### **27. Special General Meetings – calling of.**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

- (2) The committee shall, on the requisition in writing of at least five (5) per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - a. Must be in writing, and
  - b. Must state the purpose or purposes of the meeting, and
  - c. Must be signed by the members making the requisitions, and
  - d. Must be lodged with the secretary, and
  - e. May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within one (1) month after the date of which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisitions may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in Clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of sub-clause (3):
  - a. a requisition may be in electronic form, and
  - b. a signature may be transmitted, and a requisition may be lodged, by electronic means.

**28. Notice.**

- (1) Except, if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting, and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.

**NOTE:** A special resolution must be passed in accordance with section 39 of the Act
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of the annual general meeting, business which may be transacted pursuant to Clause 25 (2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29. Quorum for General Meetings**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five (5) members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - a. If convened on the requisition of members, is to be dissolved, and
  - b. In any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

## **30. Presiding Member.**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **31. Adjournment.**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32. Making of Decisions.**

- (1) A question arising at a general meeting of the association is to be determined by:
  - a. A show of hands or, if the meeting is one to which Clause 36 applies, any appropriate corresponding method that the committee may determine, or
  - b. If on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot; a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in-favour of, or against that resolution.
- (3) Sub-clause (2) applies to a method determined by the committee under sub-clause (1) a. in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **33. Special Resolution.**

- (1) A special resolution may only be passed by the association in accordance with Section 39 of the Act.

### **34. Voting.**

- (1) Except as excluded by sub-clause (6), on any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (6) Associate members of the association are not permitted to vote at a general meeting as excluded at Clause 2c. (3).

**35. Postal or Electronic Ballots**

- (1) The association may hold a postal or electronic ballot, when:
  - a. more than one nomination is received for an office bearer vacancy at a scheduled annual general meeting; and/or
  - b. a special resolution is to be presented to a general meeting (other than an appeal under clause 12).
- (2) The procedures for conduct of a postal and/or electronic ballot are shown at Appendix C.

**36. Use of Technology at General Meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate
- (2) A member of the association who participates in a general meeting using that technology is taken to be present at the meeting and if the member votes at the meeting, is taken to have voted in person.

**37. Proxy Votes Not Permitted**

Proxy voting shall not be undertaken at or in respect of a general meeting.

**PART 5 - MISCELLANEOUS**

**38. Insurance.**

- (1) The association may affect and maintain insurance, based on the type and frequency of activities by either members of the committee or members of the association.
- (2) Any proposal by the committee to conduct an activity in premises or location which is not covered by public liability insurance should be carefully risk assessed or specific risk insurance acquired.

**39. Funds – Source.**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations (including non-monetary sponsorship), advertising and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.



- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**40. Funds – Management.**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments (including electronic funds transfer) must be signed or authorized by any two (2) members of the committee of the association, being members authorized to do so by the committee.
- (3) Re-imbursement will be paid in good faith to officers and servants of the association, or other persons in return for expenses actually incurred on behalf of the association.

**41. Audit of Financial Records**

- (1) Whilst the association operates as a Tier 2 organization (as defined by Part 5 of the Act) the committee may arrange for the financial records to be audited by a qualified person to allow for presentation of such audited records at the next annual general meeting.
- (2) If the association operates for the majority of a financial year as a Tier 1 organization, (as defined by Part 5 of the Act) auditing of the financial records for general meetings and annual general meetings must be conducted.

**42. Association is Non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

**43. Financial Year**

For the purposes of this constitution the financial year of the association shall be the calendar year commencing from the 1<sup>st</sup> day of January and ending on the 31<sup>st</sup> day of December each year.

**44. Change of Name, Objects or Constitution**

- (1) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member. Any such change must be the subject of a special resolution and accepted at a special general meeting of the association.

**45. Custody of Books.**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales.

- a. at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines); or
- b. if the association has no premises, at the association's official address, in the custody of the public officer.

**46. Inspection of Books.**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - a. records, books and other financial documents of the association,
  - b. this constitution,
  - c. minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of the records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

**47. Service of Notices.**

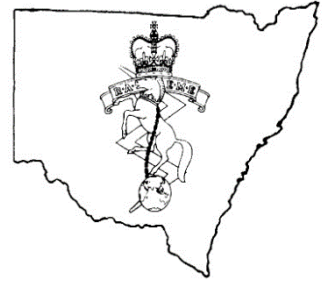
- (1) For the purpose of this constitution, a notice may be served on, or given to a person by:
  - a. delivering it to the person personally, or
  - b. Sending it by pre-paid post to the address of the person, or
  - c. Sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - a. In the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b. In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- c. In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**48. Distribution of Property on Winding up the Association**

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organization with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

\*\*\*\*\*



# ***RAEME Association NSW Inc.***

## **Application for Membership Of the Association As Per Rule 3**

I, \_\_\_\_\_ ( Surname ) \_\_\_\_\_ ( Given Names )  
Of \_\_\_\_\_ ( Street No & Name )  
At \_\_\_\_\_ ( Town / City ) \_\_\_\_\_ ( State ) \_\_\_\_\_ ( Post Code )  
Home Ph \_\_\_\_\_ Business Ph \_\_\_\_\_  
Fax No \_\_\_\_\_ Mobile Ph \_\_\_\_\_  
Email \_\_\_\_\_

Hereby apply to become an; Ordinary / Associate\* (Delete one) member of the RAEME Association NSW Inc. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature \_\_\_\_\_ Date of Birth \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (Optional )  
Date \_\_\_\_\_

**Please print all details**

\*\*\*\*\*

I, \_\_\_\_\_ ( Full Name ) being a member of the Association,  
Nominate the applicant, who is personally known to me, for membership of the Association.

Signature \_\_\_\_\_ Date \_\_\_\_\_

I, \_\_\_\_\_ ( Full Name ) being a member of the Association,  
Second the nomination of the applicant, who is personally known to me, for membership  
of the Association.

Signature \_\_\_\_\_ Date \_\_\_\_\_

**Serving Members**

**ARA / GRES Current Unit** \_\_\_\_\_

**Unit Address** \_\_\_\_\_

**Rank** \_\_\_\_\_ **Trade / Appointment** \_\_\_\_\_

**Retired Members**

**Last Unit Served** \_\_\_\_\_

**Location** \_\_\_\_\_

**Military Details**

**Current / Retiring Rank** \_\_\_\_\_ **Service Type** \_\_\_\_\_ ( ARA,ARES, GRES, CMF )

**Period of Service** \_\_\_\_\_ **to** \_\_\_\_\_

**Enlistment Type** \_\_\_\_\_  
( RMC, OCS, DEO, ADFA, National Service, Adult Trade, Apprentice, Trainee )

**Apprentice Intake:** \_\_\_\_\_ **Adult Trade / Trainee Course:** \_\_\_\_\_

**Army Corps: RAEME** (Circle if RAEME ) **Other** \_\_\_\_\_ ( Insert if Other )

**Associate Members\*:** Navy, Air Force, Public Service, Partner (Circle that Applicable)

**Please Note:** All information submitted is of a confidential nature, and will be for committee use only, and WILL NOT be used or identified to ANY other organisations, persons or parties what so ever.

**Secretary's Use Only**

**Approved by Committee:** \_\_\_\_\_

**Membership No:** \_\_\_\_\_

**Remarks:** \_\_\_\_\_

\_\_\_\_\_

**Please Note**

**Membership will only be processed when payment of the fee is received.**

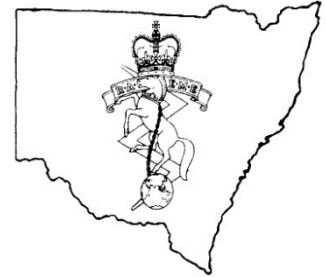
**(Subscription Fee: See Rule8)**

**The completed application form, and subscription fee, may be handed to a committee member, or posted to the Secretary at:**

**RAEME Association NSW Inc.  
PO Box 369  
ST CLAIR NSW 2759**

# ***RAEME Association NSW Inc.***

## **Nomination for Office Bearer Or Ordinary Committee Member As Per Rule 16**



**\* \* \* Please Print All Details \* \* \***

**The Honorary Secretary,**

**I, Mr. / Mrs. / Ms. / Miss**

\_\_\_\_\_

**Of** \_\_\_\_\_

**Nominate for the position of #** \_\_\_\_\_

**To the RAEME Association NSW Inc. in accordance with the Constitution of the  
Association and its' By-Laws.**

**Signature** \_\_\_\_\_ **Date** \_\_\_\_\_

**Proposed By :**

**I, \_\_\_\_\_ , being a member of the  
RAEME Association NSW Inc. , propose the above nomination.**

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

**Seconded by:**

**I, \_\_\_\_\_ , being a member of the  
RAEME Association NSW Inc. , second the above nomination.**

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

# ***RAEME Association NSW Inc.***

## **Associations Incorporation Regulation 2016**

Current version for 28 February 2019 to date

### **Schedule 3 Conduct of postal or electronic ballots**

(Clause 13)

#### **1 Ballots**

(1) The committee must:

- (a) cause the details of the matter on which the ballot is to be held to be set out in a statement, and
- (b) fix the dates for:
  - (i) the forwarding of postal ballot papers, or the giving of access to electronic ballot papers, to members, and
  - (ii) the closing of the ballot, and
- (c) appoint a returning officer for the ballot.

(2) Every ballot must be conducted by the returning officer appointed by the committee.

#### **2 Returning officers**

(1) A member of the association or a person who is not a member of the association may be appointed as a returning officer.

(2) Despite subclause (1), a committee member of the association may not be appointed as a returning officer.

(3) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

#### **3 Preparation of voting roll**

(1) The returning officer must prepare a roll of the full names and addresses of the members of the association who are eligible to vote.

(2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.

#### **4 Electronic voting**

(1) This clause applies to a ballot for determination of a matter by the association that is to be conducted by means of electronic voting.

(2) Electronic voting is to be by means of email or other electronic means determined by the committee.

(3) Without limiting subclause (2), the other electronic means of voting may include requiring voters to access a voting website and to vote in accordance with directions contained on that website.

(4) The returning officer must ensure that the form for the electronic ballot paper contains:

- (a) instructions for completing the voting paper, and
- (b) the question to be determined, and
- (c) the means of indicating the voter's choice on the question to be determined.

- (5) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
  - (a) access to an electronic ballot paper, or to a voting website or electronic application containing an electronic ballot paper, that complies with this clause, and
  - (b) access to information about:
    - (i) how the ballot paper must be completed, and
    - (ii) the closing date of the ballot, and
    - (iii) if voting is by email—the address where the ballot paper is to be returned, and
    - (iv) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the returning officer.
- (6) Each person entitled to vote must vote in accordance with the instructions contained in the information.
- (7) If the ballot is a secret ballot, the returning officer must ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot paper.
- (8) An electronic ballot paper must be sent to the returning officer no later than the close of the ballot.
- (9) The returning officer must ensure that all electronic ballot papers are stored securely until the counting of the votes begins.

## **5 Postal voting**

- (1) This clause applies to a ballot for the determination of a matter by the association that is to be conducted by means of postal voting.
- (2) The returning officer must prepare ballot papers that contain:
  - (a) instructions for completing the voting paper, and
  - (b) the question to be determined, and
  - (c) a box opposite and to the left of each question.
- (3) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
  - (a) a ballot paper prepared in accordance with this clause, and
  - (b) a notice describing:
    - (i) how the ballot paper must be completed, and
    - (ii) the closing date of the ballot, and
    - (iii) the address where the ballot paper is to be returned, and
  - (c) a returning envelope addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the member and, if the ballot is a secret ballot, an envelope marked “Voting Paper”.
- (4) Each person entitled to vote must vote by marking the ballot paper in accordance with the instructions contained in the notice.
- (5) If the ballot is a secret ballot, a voter must, after completing the ballot paper:
  - (a) enclose and seal the ballot paper in the envelope marked “Voting Paper”, and
  - (b) enclose and seal that envelope in the returning envelope addressed to the returning officer, and



- (c) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (6) If the ballot is not a secret ballot, a voter must, after completing the ballot paper:
  - (a) enclose and seal the ballot paper in the returning envelope addressed to the returning officer, and
  - (b) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (7) On receipt of a returning envelope, the returning officer must:
  - (a) compare the information on each returning envelope with the information on the voting roll to confirm that the vote was cast by a person entitled to vote in the ballot, and
  - (b) ensure that the ballot papers are securely stored until the counting of the votes begins.
- (8) A voter may give a returning envelope to the returning officer by post or personal delivery.

## **6 Informal votes**

- (1) A ballot paper of a voter who votes by means of electronic voting or postal voting is informal if the voter has failed to record a vote in accordance with the information provided by the returning officer.
- (2) Despite subclause (1), if, in the opinion of the returning officer, a voter's intention is clearly indicated on a ballot paper for a postal vote, the ballot paper is not informal merely because it contains an unnecessary mark.
- (3) If voting is carried out by electronic voting using a voting website or other electronic application (but not if voting is by email), the website or application is to provide a warning message to a person casting an informal vote that the proposed vote is informal.

## **7 Ascertaining result of ballot**

- (1) As soon as practicable after the close of the ballot for a postal vote, the returning officer must:
  - (a) in the case of a secret ballot, open the envelopes marked "Voting Paper" and remove the ballot papers, and
  - (b) in the case of any ballot, reject as informal any ballot papers that do not comply with the requirements of this Regulation, and
  - (c) ascertain the result of the ballot by counting the votes not rejected.
- (2) As soon as practicable after the close of a ballot conducted by electronic voting, the returning officer must:
  - (a) review all information and reports about the electronic ballot, and
  - (b) reject as informal any votes that do not comply with the requirements of this Regulation, and
  - (c) ascertain the results of the electronic ballot.

## **8 Statement by returning officer**

- (1) The returning officer must make out and sign a statement of the result of the ballot.
- (2) On the declaration of the returning officer of the result of the ballot, the committee must cause an entry to be made in the minute book showing the result of the ballot.
- (3) The returning officer must forward a copy of the statement to the chairperson of the committee who must announce the result of the ballot at the next general meeting.

## **9 Notification of result of ballot for special resolutions**

In the case of a special resolution, the association must cause the result of the ballot to be notified in writing to its members as soon as practicable after the ballot.

## **10 Retention of ballot papers**

(1) The returning officer must retain:

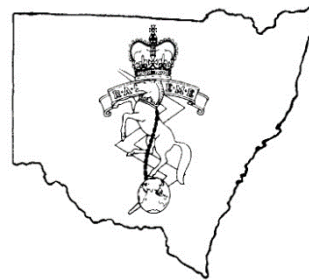
- (a) all ballot papers, and
- (b) all rejected returning envelopes relating to postal voting, and
- (c) all records relating to electronic voting (whether formal or otherwise), and
- (d) all rolls,

used in connection with the conduct of the ballot, in accordance with this clause.

(2) The returning officer must retain those items in secure storage for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the committee to retain those items for a longer period.

# ***RAEME Association NSW Inc.***

## **Acts, Regulations and References Used for Constitution Revision In 2018**



\* \* \* \* \*

The Regulations and Acts used in the 2018 Revised Constitution are as follows:

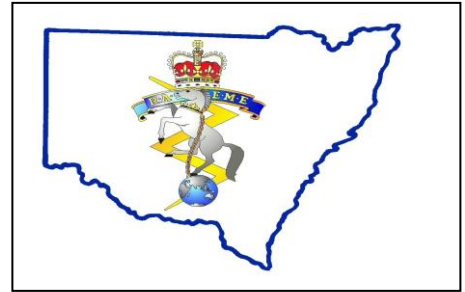
1. Associations Incorporation Act 2009, No 7 – NSW Legislation.
2. Associations Incorporations Regulation 2016 (NSW)
3. Associations Incorporations Regulation 2016 (NSW)  
Model Constitution – Schedule 1
4. New South Wales Department of Fair Trading  
Fact Sheet: Changes to the associations incorporation laws  
Effective 1 September 2016
5. Department of Fair Trading: Associations  
Internet Site: <https://www.fairtrading.nsw.gov.au/associations>

### **Revision Conducted by :**

Brendan Robertson

# RAEME Association NSW Inc.

## CONSTITUTION AMENDMENTS



### **Amendment 1**

**Part 1b: Statement of Objectives:** Update of Objects to reflect:

A need to connect to younger generations of soldiers; and

Resources available to support members, member dependants during times of hardship.

### **Amendment 2**

**Part 1c: Structure and Authority:** Powers of Central Committee/Power to Create Regions/Operation of Regions

Defines expansion to regional areas and operation thereof.

### **Amendment 3**

**Part 2: Clause 3. Application for Membership:**

May be completed and submitted electronically

### **Amendment 4**

**Part 2: Clause 7. Register of Members:**

May be maintained in writing or electronic format.

### **Amendment 5**

**Part 3: Clause 15: Tenure of Office for Office Bearers**

Limitations on the tenure for Office Bearers

### **Amendment 6**

**Part 3: Clause 17: Secretary Duties**

Minutes may be maintained in electronic format.

### **Amendment 7**

#### **Part 3: Clause 22: Use of Technology at Committee Meetings**

Meetings may be held in several locations simultaneously allowing members in remote locations an opportunity to participate.

### **Amendment 8**

#### **Part 4: Clause 27 : Special General Meeting – Calling Of**

Requisition by members may be lodged electronically.

### **Amendment 9**

#### **Part 4: Clause 32 1 a, 3: Making of Decisions**

Resolutions put to a general meeting which is being conducted at multiple venues using suitable technology can be voted on by any suitable method determined by the committee.

### **Amendment 10**

#### **Part 4: Clause 35: Postal or Electronic Ballot (Appendix C)**

The association may conduct postal or electronic ballots where there are multiple nominations for one position on committee; or

A special resolution is to be presented to a general meeting (other than an appeal under clause 12).

### **Amendment 11**

#### **Part 4: Clause 36: Technology at General Meetings**

General Meetings may be held at multiple venues using appropriate technology that would allow all members equal participation as if they were all in one location.

### **Amendment 12**

#### **Part4: Clause 37: Proxy Votes Not Permitted**

Proxy voting is no longer permitted at or in respect of general meetings

### **Amendment 13**

#### **Part 5: Clause 41: Audit of Financial Records**

Conditions under which an audit of financial records may or must be conducted.

### **Amendment 14**

#### **Part 5: Clause 42: Association is Non-Profit**

Association must apply its funds and assets so as to be consistent with its objectives The association is prohibited from providing pecuniary gain to its members.

### **Amendment 15**

#### **Part 5: Clause 43: Financial Year**

Confirmation of Financial Year as calendar year commencing 1st January and concluding on 31<sup>st</sup> December.

### **Amendment 16**

#### **Part 5: Clause 45: Custody of Books**

Books must be kept in New South Wales at the main premises of the association or at the residential address of the Public Officer.

### **Amendment 17**

#### **Part 5: Clause 46. Inspection of Books**

Conditions under which the books of the association may be made available to any member of the association.

### **Amendment 18**

#### **Part 5: Clause 48. Distribution of Property on Winding up the Association**

Provisions for the distribution of surplus property should the association be wound up.