



CONSTITUTION

OF

THE

DEFENCE FORCE

WELFARE ASSOCIATION

VICTORIA BRANCH

INCORPORATED

ABN 78 843 463 975

COMPLETE REVISION

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PART 1—PRELIMINARY

1. Name

- a. The name of the incorporated organisation is the “Defence Force Welfare Association Victoria Branch Incorporated”, hereinafter called “the Branch”.
- b. The name of the Australia-wide organisation, consisting of the Defence Force Welfare Association National Incorporated (short title “DFWA National”) and the separately incorporated State and Territory Branches, is the Defence Force Welfare Association. So far as is permitted by law, and unless it is incapable of application, the short title of this Australia-wide organisation shall be “DFWA”.

2. Structure

DFWA National, incorporated in the ACT, is administered from the National Office in Canberra and is the parent body of DFWA. Branches are administered from the place notified to the appropriate authority in the State or Territory in which they are incorporated.

3. Membership

The Defence Force Welfare Association shall consist of members who are members of and are administered by the various State/Territory Branches.

4. Management

The Defence Force Welfare Association has the following managing bodies:

- a. the National Executive is the committee of management of the DFWA and DFWA National;
- b. Branches are managed by the Branch or Executive Committee (as appropriate) of the Branch; and
- c. State/Territory Chapters or Contact Groups are managed as approved by the Branch.

5. Purposes

- a. The purposes for which the Branch is established are:
 - i. to foster the interests of members of the ADF and their families in any matter likely to affect them during or after their period of service; and
 - ii. to advise or assist, free of charge, any serving or retired member of the ADF, or their families or dependants as required, in matters affecting their welfare, including but not limited to resettlement and repatriation benefits, sickness benefits, superannuation, gratuities, compensation or any other matter deemed necessary by DFWA National.
- b. A purpose, power or article of this Constitution is of no effect if it is inconsistent with the Act or contrary to law.

6. Financial Year

The financial year of the Branch is each period of 12 months ending on 31 December.



7. Definitions

a. In this constitution:

‘**ADF**’ means the Australian Defence Force.

‘**AGM**’ means the Annual General Meeting of the Branch convened in accordance with this Constitution.

‘**allied country**’ means any country with whom the ADF has joined forces to engage in an armed conflict or a peacekeeping task.

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

‘**associate member**’ means a member referred to in Article 14(1);

‘**article**’ means an article of this Constitution.

‘**association**’ means the Australia-wide Defence Force Welfare Association, the national body of which is incorporated in the Australian Capital Territory.

‘**books of account**’ may include computerised accounting records.

‘**branch committee**’ means the committee of management of the Branch established pursuant to Article 21.

‘**chairperson**’, of a general meeting or committee meeting, means the person chairing the meeting as required under Article 46.

‘**committee**’ means the Committee having management of the business of the Branch.

‘**committee meeting**’ means a meeting of the Committee held in accordance with this constitution.

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

‘**disciplinary appeal meeting**’ means a meeting of the members of the Branch convened under Article 23(3).

‘**disciplinary meeting**’ means a meeting of the Committee convened for the purposes of Article 22.

‘**disciplinary subcommittee**’ means the subcommittee appointed under Article 20;

‘**entitled member**’ means a member of the Branch who is entitled to vote under the articles.

‘**executive committee**’ means the Executive Committee of the Branch established pursuant to Article 22.

‘**financial year**’ means the 12 month period specified in Article 6.

‘**general meeting**’ means a general meeting of the members of the Branch convened in accordance with Part 4 and includes an AGM, a special general meeting and a disciplinary appeal meeting.

‘**member**’ means a member of the Branch whose category is defined by Articles 12 to 19.

‘**member entitled to vote**’ means a member who under Article 24 is entitled to vote at a general meeting.

‘**national executive**’ is the Committee of Management of DFWA and DFWA National.



‘ordinary resolution’ means a resolution of a meeting (of whatever nature) of the Branch, the Branch Committee, or the Executive Committee which is passed by a simple majority of the entitled members who vote in person or by proxy (if allowed) at such meeting.

‘registrar’ means the Registrar of Incorporated Associations.

‘relief fund’ means the fund established for the welfare of Branch members and their families. It is administered by Trustees and its funds are separate from those of DFWA National and the Branch.

‘special general meeting’ means a general meeting other than the AGM.

‘special resolution’ means a resolution of a meeting (of whatever nature) of the Branch or the Branch Committee which is passed by a three quarters majority of entitled members who vote in person or by proxy (if allowed) at such meeting, in accordance with Article 51.

‘the Act’ means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act.

- b. In these articles:
- i. a reference to a function includes a reference to a power, authority or duty;
 - ii. a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of that duty;
 - iii. the singular includes the plural and vice versa and the words they, them or their include he, him and his as well as she, her and hers; and
 - iv. where the masculine gender appears it also includes the feminine gender.

PART 2—POWERS OF THE BRANCH

8. Powers of Branch

- a. Subject to the Act, the Branch has power to do all things incidental or conducive to achieve its purposes.
- b. Without limiting sub-article a. the Branch may:
 - i. purchase, sell, lease, hire or otherwise acquire and hold an interest in any real or personal property that may be deemed necessary or convenient;
 - ii. construct, maintain and alter buildings or works necessary or convenient;
 - iii. open and operate accounts with financial institutions;
 - iv. invest any moneys of the Branch, not immediately required for any of the purposes of the Branch, in such manner as is from time to time thought fit;
 - v. borrow and raise money in such a manner and on such terms as may be deemed appropriate;
 - vi. secure the repayment of money so raised or borrowed or the repayment of a debt or liability of the Branch by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Branch;
 - vii. accept any gift, whether subject to a special trust or not;



- viii. make gifts, subscriptions or donations to any of the funds, authorities or institutions to which paragraph (a) of Sub-Section (1) of the Income Assessment Act 1936 of the Commonwealth of Australia relates;
 - ix. take such steps as may be deemed necessary or expedient for the purpose of procuring contributions to the funds of the Branch whether by way of donations, subscriptions, sponsorship or otherwise;
 - x. print and publish newspapers, periodicals, books, leaflets or other documents as may be deemed desirable for the promotion of the purposes of the Branch;
 - xi. establish, support or aid in the establishment or support of any other association, in the State of Victoria, having similar objectives as the Branch, including such Groups or Sub-branches as are appropriate to the achievement of the purposes of the Branch;
 - xii. doing any other lawful things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Branch, including but not limited to arranging social functions, travel, insurance proposals and the like;
 - xiii. appoint agents to transact business on its behalf; and
 - xiv. enter into any other contract it considers necessary or desirable.
- c. The Branch may act as trustee, and accept and hold upon trust, real and personal property but does not have the power to do any act or thing that, if done by the Branch otherwise than as trustee, would contravene the provisions of the Act or this Constitution.
- d. Where, regarding any matter, in relation to which the model rules (as prescribed under Section 222 of the Act) make provision but the articles of this Constitution do not make provision, the provision of the model rules shall, in relation to that matter, be deemed to be included in the articles.
- e. The Branch may exercise its powers and use its income and assets (including any surplus) for only its purposes.

9. Not For Profit Organisation

- a. The Branch must not distribute any surplus, income or assets directly or indirectly to its members.
- b. Provided it is done in good faith on terms no more favourable than if the member was not a member, sub-article a. does not prevent the Branch from paying a member:
 - i. reimbursement for expenses properly incurred by the member; or
 - ii. for goods or services provided by the member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

10. Minimum Number Of Members

The Branch must have at least five members.

11. Who Is Eligible To Be a Member



Any person who supports the purposes of the Branch is eligible for membership.

12. Classes Of Membership

- a. The following shall be the classes of membership of the Branch, with such members being members of and administered by the Branch (except for Affiliate Members who may be administered by the Branch or DFWA National):
 - i. Ordinary Membership;
 - ii. Associate Membership;
 - iii. Life Membership;
 - iv. Honorary Membership;
 - v. Group Membership;
 - vi. Affiliate Membership;
 - vii. Honorary Life Membership;
 - viii. Virtual Membership; and
 - ix. any other category of member as determined by special resolution at a general meeting of DFWA National or the Branch
- b. New classes of membership may be created and existing classes deleted as the National Executive shall decide by special resolution.
- c. All members shall be members of and administered by Branches except for Affiliate and Virtual members who may be administered by either Branches or DFWA National.
- d. Ordinary, Life and Honorary Life Members may transfer between Branches without re-applying for membership and their transfer cannot be refused unless they are subject to action under Article 29, which matter shall be finalised before the transfer can occur.

13. Ordinary Membership

- a. The following persons are eligible to be admitted as Ordinary Members:
 - i. members or former members of the ADF, their spouse, partner, widow or widower;
 - ii. any person serving or having served in the Armed Forces of an allied country; and
 - iii. associate members in accordance with Article 14.
- b. Persons eligible for admission as ordinary members may apply for membership by lodging the current Application Form (Appendix 1), together with the prescribed fee, with the Branch Secretary, who must refer the application to the Executive Committee as soon as practicable.
- c. The Executive Committee must determine whether to approve or reject individual case applications on their merit, after which the Secretary must, as soon as practicable, notify the applicant in writing of the approval or rejection of the application. The Branch shall have the absolute right to refuse membership to any applicant, without giving any reason for the refusal. Any fees paid shall then be returned to the applicant.
- d. An applicant becomes a member and is entitled to exercise the rights of membership when his name is entered in the Register of Members in accordance with Article 16.



- e. All Ordinary Members shall be of equal status within the Branch without regard to service rank or title.
- f. The number of Ordinary Members shall be unlimited.

14. Associate Membership

The Branch or Executive Committee may nominate Associate Members. Associate membership is open to children, step-children or wards of Ordinary Members, at the discretion of the Branch Committee; and includes persons or organisations, not being a member in another class, who have been associated with welfare work on behalf of the Branch and have participated in other appropriate activities of benefit to the Branch. The nomination must be ratified at the next Branch Committee Meeting. Associate Members shall have the same rights as Honorary Members.

15. Honorary Membership

- a. Honorary membership may be offered to persons where special circumstances exist. For example, they may be persons who have actually given of their time and skills to support DFWA but are not members of any class, or they may be widows or widowers of deceased members who have given long and dedicated service to DFWA.
- b. Honorary membership is to be approved by the Executive Committee and ratified at the next Branch Committee meeting.
- c. An Honorary Member shall enjoy the privileges of membership prescribed by this Constitution, except the right to vote at meetings or hold office. Honorary members do not pay annual subscription or other fees levied on members.
- d. However, an Honorary Member may be co-opted to work on any Sub-committee set up by the Branch or Executive Committee, and if so co-opted shall have the right to vote only on the deliberations before that Sub-committee.

16. Life Membership

A person eligible for admission as an Ordinary Member, or a person who is already an Ordinary Member, may apply to the Branch Secretary for admission to Life Membership subject to the payment of the prescribed fee.

17. Honorary Life Membership

- a. The Executive Committee may recommend to the National Executive that Honorary Life Membership be granted to a member who has rendered DFWA long and dedicated service of an outstanding nature.
- b. Where such Honorary Life Membership is approved a certificate pertaining to such is issued by the National Executive.
- c. Such members shall be entitled to membership of any Branch and shall have the same rights, privileges and obligations as Ordinary Members of that Branch except that they will not be required to pay the annual subscription or any levy imposed on members.

18. Group Membership



The Executive Committee may bestow Group Membership upon associations, messes, auxiliaries or groups of a similar nature with a predominantly Service background and/or actively associated with Service members or ex-Service members upon payment of a fee as determined by DFWA National. Group members cannot vote at meetings or hold any office in DFWA.

19. Affiliate Membership

- a. The Executive Committee may recommend to DFWA National that an organisation, whose objects or main purpose is similar to that of DFWA, be granted affiliate membership of DFWA. Approval for affiliation must be made by an ordinary resolution of DFWA National at the Annual General Meeting.
- b. The members of any affiliated body shall be entitled to the rights and privileges of an Ordinary Member provided that they meet all the criteria for such rights and privileges except they will not be entitled to vote in their capacity as an affiliate.
- c. Affiliates ought to make specific provision for reciprocal affiliation in the articles of their own organisation.
- d. Affiliate members shall have their membership recorded with the Branch or at DFWA National, whichever is appropriate, and pay a fee as determined by DFWA National. Fees for Branch sponsored Affiliate Members shall be collected by the Branch. Fees for Affiliate members sponsored by DFWA National shall have their fees collected by DFWA National.

20. Virtual Membership

Virtual membership can be offered to members of the ADF, providing them with ongoing electronic advice of DFWA matters. Virtual members hold no other rights or obligations than to receive communications from DFWA. A virtual member may at any time apply to become a member of a Branch.

21. Corporate Sponsorship

Commercial or other entities that support DFWA financially may be granted the status of a Corporate Sponsor upon payment of a fee as determined by DFWA National. Corporate Sponsors are not members and shall have their status recorded by DFWA National.

22. Branch Patron

The Branch Committee may invite a distinguished person to become Patron of the Branch.

23. Annual Subscription And Fee On Joining

- a. The level of fees and subscriptions to be paid will be recommended by the National Executive and set at the AGM. These will be promulgated in DFWA's journal 'Camaraderie' and also be printed in the current Membership Application Form.
- b. Annual subscriptions fall due on 1 January and apply to the year ending 31 December.
- c. A Member admitted as a result of a Defence Transition Seminar or similar activity shall be granted membership on the following basis:
 - i. From Transition Seminars prior to the 30th June, free membership until 31st December of that year.
 - ii. From Transition Seminars after 30th June, free membership until 31st December of the following year.



- d. Once a Life Member has paid the life membership subscription the Life Member will not be liable to pay any further subscription notwithstanding that the amount of that fee is subsequently increased.
- e. A member who has paid their subscription, or has been granted a period of free membership, shall for that membership year be in good financial standing and shall enjoy the rights, privileges and benefits of DFWA.
- f. At the completion of each quarter ending March, June, September and December in each year, each Branch shall forward to the National Treasurer an amount equal to a proportion, as determined by the most recent resolution of an AGM on the matter, of the total membership fees of all classes in the preceding three months.
- g. An Ordinary Member may be given a concession on annual subscription for periods of less than one year as decided by Branches. For example a member joining in November may be granted membership to 31 December of the following year.
- h. Spouses, widows and widowers are to pay one half of the above concessions respectively.
- i. A member who, through no fault of his own, is in necessitous financial circumstances, may apply in writing to the Secretary to have the payment of annual subscriptions waived for a period of time. Such action to waive payment will be approved by the Executive Committee of the Branch. A member granted such privilege will forfeit voting rights until payment is resumed.

24. General Rights Of Members

- a. A member of the Branch who is entitled to vote has the right:
 - i. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these articles;
 - ii. to submit items of business for consideration at a general meeting;
 - iii. to attend and be heard at general meetings;
 - iv. to vote at a general meeting;
 - v. to have access to the minutes of general meetings and other documents of the Branch as provided under Article 75; and
 - vi. to inspect the register of members.
- b. A member is entitled to vote if:
 - i. the member is an Ordinary Member, a Life Member or an Honorary Life Member,
 - ii. more than ten business days have passed since he or she became a member, and
 - iii. the member's membership rights are not suspended for any reason and the member is in good financial standing.

25. Rights Not Transferable

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

26. Ceasing Membership

- a. The membership of a person ceases on resignation, expulsion or death.
- b. If a person ceases to be a member of the Branch, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.



- c. All office holders, former office holders or members must return any documents that belong to the Branch within 28 days after they cease to hold office or cease to be a member of the Branch.

27. Resigning As a Member

- a. A member may leave the Branch at any time by giving one month's notice in writing to the Branch Secretary of his intention to resign.
- b. A member who fails to pay his annual subscription by the due date shall be deemed to be a non-financial member, and shall relinquish the right to nominate for any committee until such subscription is paid.
- c. A member shall be deemed to have resigned should his subscription remain unpaid for a period of one year or he fails to notify a change in postal address within one year.
- d. Upon resignation, the Branch Secretary shall remove the member's name from the Register of Members, record in the Register the date on which the member ceased to be a member and notify the resignation to the next meeting of the Executive Committee.

28. Register Of Members

- a. The Secretary must keep and maintain a register of members that includes:
 - i. for each current member:
 - 1. the member's name;
 - 2. the address for notice last given by the member;
 - 3. the date of becoming a member;
 - 4. if the member is an associate member, a note to that effect;
 - 5. any other information determined by the Committee; and
 - ii. for each former member, the date of ceasing to be a member.
- b. Any member may, at a reasonable time and free of charge, inspect the register of members. Members may make a copy of entries in the register, but the Executive Committee may restrict access to the register in special circumstances if such seems to be prudent.

29. Membership Reports

The Branch Secretary is to forward to DFWA National by 30 July each year a statement setting out Branch membership as at 30 June of that year, listing the number in each category of membership as well as total Branch membership.



Division 2—Disciplinary Action

30. Grounds For Taking Disciplinary Action

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

- a. has failed to comply with these articles; or
- b. refuses to support the purposes of DFWA; or
- c. has engaged in conduct prejudicial to DFWA or the Branch.

31. Disciplinary Subcommittee

- a. If the Branch Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Branch Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- b. The members of the disciplinary subcommittee:
 - i. may be Branch Committee members, members of DFWA, or anyone else; but
 - ii. they must not be biased against, or in favour of, the member concerned.

32. Notice To Member

- a. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - i. stating that the Branch proposes to take disciplinary action against the member;
 - ii. stating the grounds for the proposed disciplinary action; and
 - iii. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - iv. advising the member that he or she may do one or both of the following:
 1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - v. setting out the member's appeal rights under Article 34.
- b. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

33. Decision Of Subcommittee

- a. At the disciplinary meeting, the disciplinary subcommittee must:
 - i. give the member an opportunity to be heard; and
 - ii. consider any written statement submitted by the member.
- b. After complying with Sub-Article a., the disciplinary subcommittee may:
 - i. take no further action against the member; or



- ii. subject to Sub-Article c.:
 - 1. reprimand the member; or
 - 2. suspend the membership rights of the member for a specified period; or
 - 3. expel the member from the Branch.
- c. The disciplinary subcommittee may not fine the member.
- d. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this article takes effect immediately after the vote is passed.

34. Appeal Rights

- a. A person whose membership rights have been suspended or who has been expelled from the Branch under Article 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- b. The notice must be in writing and given:
 - i. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - ii. to the Secretary not later than 48 hours after the vote.
- c. If a person has given notice under Sub-Article b, a disciplinary appeal meeting must be convened by the Branch Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- d. Notice of the disciplinary appeal meeting must be given to each member of the Branch who is entitled to vote as soon as practicable and must:
 - i. specify the date, time and place of the meeting; and
 - ii. state:
 - 1. the name of the person against whom the disciplinary action has been taken; and
 - 2. the grounds for taking that action; and
 - 3. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

35. Conduct Of Disciplinary Appeal Meeting

- a. At a disciplinary appeal meeting:
 - i. no business other than the question of the appeal may be conducted; and
 - ii. the Branch Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - iii. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- b. After complying with Sub-Article a the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- c. A member may not vote by proxy at the meeting.



- d. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance Procedure

36. Application

- a. The grievance procedure set out in this Division applies to disputes under these articles between:
- i. a member and another member;
 - ii. a member and the Branch Committee;
 - iii. a member and DFWA.
- b. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

37. Parties Must Attempt To Resolve The Dispute

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

38. Appointment Of Mediator

- a. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Article 37, the parties must within 10 days:
- i. notify the Branch Committee of the dispute; and
 - ii. agree to or request the appointment of a mediator; and
 - iii. attempt in good faith to settle the dispute by mediation.
- b. The mediator must be:
- i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement:
 1. if the dispute is between a member and another member; a person appointed by the Branch Committee; or
 2. if the dispute is between a member and the Branch Committee or DFWA National; a person appointed or employed by the Dispute Settlement Centre of Victoria.
- c. A mediator appointed by the Branch Committee may be a member or former member of the Branch but in any case must not be a person who:
- i. has a personal interest in the dispute; or
 - ii. is biased in favour of or against any party.

39. Mediation Process

- a. The mediator to the dispute, in conducting the mediation, must:
- i. give each party every opportunity to be heard; and



- ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. ensure that natural justice is accorded to the parties throughout the mediation process.
- b. The mediator must not determine the dispute.

40. Failure To Resolve Dispute By Mediation

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

PART 4—GENERAL MEETINGS OF THE BRANCH

41. Annual General Meetings

- a. The Branch Committee must convene an AGM of the Branch to be held within five months after the end of each financial year.
- b. Despite Sub-Article a., the Branch may hold its first AGM at any time within 18 months after its incorporation.
- c. The Branch Committee may determine the date, time and place of the AGM.
- d. The ordinary business of the AGM is as follows:
 - i. to confirm the minutes of the previous AGM and of any special general meeting held since then;
 - ii. to receive and consider:
 - 1. the annual report of the Branch Committee on the activities of the Branch during the preceding financial year; and
 - 2. the financial statements of the Branch for the preceding financial year submitted by the Branch Committee in accordance with Part 7 of the Act;
 - iii. to elect the members of the Branch Committee;
 - iv. to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- e. The AGM may also conduct any other business of which notice has been given in accordance with these articles.
- f. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.
- g. All resolutions to be made at general meetings shall be in writing and are to be signed by the proposer and seconder.
- h. The Secretary is to distribute blank nomination forms covering all elected positions to all members before the meeting.
- i. Where there is no nomination received for any elected position, the chairperson is to call for nominations from the floor, and a show of hands, or secret ballot if required, will be held in relation to any nomination received.



42. Special General Meetings

- a. Any general meeting of the Branch, other than an AGM or a disciplinary appeal meeting, is a special general meeting.
- b. The Branch Committee may convene a special general meeting whenever it thinks fit.
- c. No business other than that set out in the notice under Article 44 may be conducted at the meeting. General business may be considered at the meeting if it is included as an item for consideration in the notice under Article 44 and the majority of members at the meeting agree.

43. Special General Meeting Held At Request Of Members

- a. The Branch Committee must convene a special general meeting if a request to do so is made in accordance with Sub-Article b. by at least 10% of the total number of members.
- b. A request for a special general meeting must:
 - i. be in writing; and
 - ii. state the business to be considered at the meeting and any resolutions to be proposed; and
 - iii. include the names and signatures of the members requesting the meeting; and
 - iv. be given to the Secretary.
- c. If the Branch Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- d. A special general meeting convened by members under Sub-Article c.:
 - i. must be held within 3 months after the date on which the original request was made; and
 - ii. may only consider the business stated in that request.
- e. The Branch must reimburse all reasonable expenses incurred by the members convening a special general meeting under Sub-Article c.

44. Notice Of General Meetings

- a. The Secretary (or, in the case of a special general meeting convened under Article 42 the members convening the meeting) must give to each member of the Branch:
 - i. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii. at least 14 days' notice of a general meeting in any other case.
- b. The notice must:
 - i. specify the date, time and place of the meeting; and
 - ii. indicate the general nature of each item of business to be considered at the meeting; and
 - iii. if a special resolution is to be proposed:
 1. state in full the proposed resolution; and
 2. state the intention to propose the resolution as a special resolution; and



3. comply with Article a.a.e.
- c. This article does not apply to a disciplinary appeal meeting.
- d. Notice may be sent:
 - i. by prepaid post to the address appearing in the register of members; or
 - ii. if the member requests, by facsimile transmission or electronic transmission.

e. **Special Business**

All business that is conducted at a special general meeting and all business that is conducted at the AGM, except for business conducted under the articles as ordinary business of the AGM, is deemed to be special business.

45. Proxies

- a. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- b. The appointment of a proxy must be in writing and signed by the member making the appointment. The form at Appendix 2 should be used.
- c. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- d. If the Branch has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- e. Notice of a general meeting given to a member under Article 33 must:
 - i. state that the member may appoint another member as a proxy for the meeting; and
 - ii. include a copy of any form that the Branch Committee has approved for the appointment of a proxy.
- f. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- g. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Branch no later than 24 hours before the commencement of the meeting.

46. Use Of Technology

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



47. Electronic Polling

- a. In the event of any proposal or motion arising which requires an urgent decision by the Branch Committee or the Executive Committee, the President may direct that an electronic poll be taken.
- b. Electronic polling shall only be used for minor matters and shall be decided by simple majority of those entitled to vote. Electronic polling shall not be used where this Constitution requires the proposal or motion to be passed by a special resolution.
- c. The Secretary is to forward the details of the proposal or motion to all Committee Members and where possible is to include argument for and against the proposal or motion.
- d. The result of the poll is to be retained by the Secretary and read into the minutes of the next Committee meeting.

48. Quorum at General Meetings

- a. No business may be conducted at a general meeting unless a quorum of members is present.
- b. The quorum for a general meeting is the presence (physically, by proxy or as allowed under Article 46) of six (6) members entitled to vote.
- c. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - i. in the case of a meeting convened by, or at the request of, members under article 43, the meeting must be dissolved;
 - ii. in any other case:
 1. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 2. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- d. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Sub-Article c .ii.1., the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

49. Adjournment Of General Meeting

- a. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b. Without limiting Sub-Article a., a meeting may be adjourned:
 - i. if there is insufficient time to deal with the business at hand; or
 - ii. to give the members more time to consider an item of business.
- c. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d. Notice of the adjournment of a meeting under this article is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Article 44.



50. Voting At General Meeting

- a. On any question arising at a general meeting:
 - i. subject to Sub-Article c, each member who is entitled to vote has one vote; and
 - ii. members may vote personally or by proxy; and
 - iii. except in the case of a special resolution, the question must be decided on a majority of votes.
- b. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- c. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- d. This article does not apply to a vote at a disciplinary appeal meeting conducted under Article 24.
- e. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Branch have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- f. The Secretary will carry out the duties of Returning Officer or in his absence another member nominated by the Chairperson. Three scrutineers, if required, will be appointed by the chairperson of the meeting.

51. Special Resolutions

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

52. Determining Whether Resolution Carried

- a. Subject to subsection b, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost.
- b. An entry detailing the voting for the resolution in the minutes of the meeting is conclusive proof of that fact. In the event of an issue of particular sensitivity the chairperson may direct that the question be decided by secret ballot.
- c. If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - i. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - ii. the Chairperson must declare the result of the resolution on the basis of the poll.
- d. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- e. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.



53. Minutes Of General Meeting

- a. The Branch Committee must ensure that minutes are taken and kept of each general meeting.
- b. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c. In addition, the minutes of each AGM must include:
 - i. the names of the members attending the meeting;
 - ii. proxy forms given to the Chairperson of the meeting under Article 45;
 - iii. the financial statements submitted to the members in accordance with Article 41;
 - iv. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Branch; and
 - v. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Branch Committee and Executive Committee

54. Role And Powers Of Branch Committee

- a. The business of the Branch must be managed by or under the direction of a Committee, known as the Branch Committee.
- b. The Branch Committee may exercise all the powers of the Branch except those powers that this constitution requires to be exercised by general meetings of the members of the Branch.
- c. The Branch Committee:
 - i. may appoint and remove staff;
 - ii. may establish subcommittees consisting of members with terms of reference it considers appropriate'
 - iii. shall manage and control the affairs of the Branch in accordance with these articles; and
 - iv. has the power to perform all such acts and things as appear to the Committee to be essential or desirable for the proper management of the affairs of the Branch.

55. Delegation

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



Division 2—Composition of Branch Committee And Duties Of Members

56. Composition of Branch Committee

- a. The Committee consists of:
 - i. a President; and
 - ii. one or up to three Vice-Presidents (elected); and
 - iii. Immediate past President (ex officio)
 - iv. a Secretary; and
 - v. a Treasurer; and
 - vi. a minimum of two and up to eight ordinary members elected under Article 68, and
 - vii. Honorary Legal Adviser (ex officio).
- b. The following may also be appointed:
 - i. Assistant Secretary;
 - ii. Assistant Treasurer; and
 - iii. Other persons such as representatives from the Services.
- c. In addition, the DFWA National's President may be invited to attend as an ex Officio member.
- d. The officers of the Branch are the President, Vice Presidents, Secretary and Treasurer. The positions of Secretary and Treasurer may be combined into one appointed position of Secretary/Treasurer. Similarly, the positions of Assistant Secretary and Assistant Treasurer may also be combined.

57. General Duties

- a. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these articles and the Act.
- b. The Committee is collectively responsible for ensuring that the Branch complies with the Act and that individual members of the Committee comply with these articles.
- c. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- d. Committee members must exercise their powers and discharge their duties:
 - i. in good faith in the best interests of the Branch; and
 - ii. for a proper purpose.
- e. Committee members and former committee members must not make improper use of their position; or information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person or to cause detriment to the Branch.
- f. In addition to any duties imposed by these articles, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.



58. President and Vice-President

- a. Subject to Sub-Article b., the President or, in the President's absence, one of the Vice-Presidents, is to be the Chairperson for any general meetings and for any committee meetings.
- b. If the President and the Vice-Presidents are all absent, or are unable to preside, the Chairperson of the meeting must be:
 - i. in the case of a general meeting; a member elected by the other members present; or
 - ii. in the case of a committee meeting; a committee member elected by the other committee members present.
- c. The Branch President shall:
 - i. take such action and use such powers as may be necessary to ensure the proper and effective management of the Branch and the attainment of Branch purposes;
 - ii. direct the calling of meetings of the Branch Committee and the Executive Committee and preside at all such meetings at which he is present;
 - iii. exercise a deliberative, and where necessary a casting, vote on any motion before the meeting to ensure its resolution;
 - iv. attend meetings of DFWA National and National Executive, or if unable, nominate a representative, submitting policy papers and activity reports as required;
 - v. ensure decisions of DFWA National, National Executive, Branch Committee and Branch Executive Committee are implemented expeditiously;
 - vi. ensure that DFWA National and Branch policy is promoted and disseminated effectively and is adhered to by the Branch, Committee members, delegates and representatives;
 - vii. create and allocate members to Sub-committees as required, ensuring that each has definite objectives and is functioning consistent with DFWA National and Branch policy;
 - viii. allot duties to Committee members as considered appropriate; and
 - ix. submit to the Branch AGM a report for the previous twelve months.
- d. The Vice Presidents shall:
 - i. deputise for the President when required and as requested by the President;
 - ii. preside at meetings of the Branch in the absence of the President;
 - iii. assist and support the President in the management of the Branch and Committees; and
 - iv. undertake such duties as the President shall allot.

59. Secretary

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



- b. The Secretary must:
- i. maintain the register of members in accordance with Article 18; and
 - ii. keep custody of the common seal (if any) of the Branch and, except for the financial records referred to in Article 86, all books, documents and securities of the Branch in accordance with Articles 88 and 90; and
 - iii. subject to the Act and these articles, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - iv. perform any other duty or function imposed on the Secretary by these articles.
- c. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- d. The Secretary is the Public Officer for the Branch, and must perform the duties of a Public Officer. Such duties include:
- i. within fourteen days after being appointed, give notice in writing, in the form approved by the Registrar and containing the prescribed particulars, to the Registrar of his appointment and of his full name and address in Victoria together with the prescribed fee (if any);
 - ii. make application to the Registrar for approval of change of a name within the prescribed time in accordance with Section 24 of the Act;
 - iii. lodge with the Registrar the documents required in respect of the AGM within one month of the meeting or such further period as the Registrar may allow, in accordance with Section 63 of the Act;
 - iv. produce any book or documents to the Registrar or his authorised officer on being required to do so or tell the Registrar or his authorised officer where a specific book or document is at the time a request is made;
 - v. not hinder or obstruct the Registrar or his authorised officer whilst he is exercising powers of inspection in accordance with the Act;
 - vi. lodge with the Registrar within fourteen days after the Branch becomes a trustee of a trust, particulars of the trust and a copy of any deed or other instrument creating or embodying that trust in accordance with Section 31 of the Act; and
 - vii. notify the Registrar within one month of the passing of a special resolution by the Branch in relation to the disposal of surplus assets after winding-up of the Branch in accordance with the relevant Sections of the Act.
- e. The Secretary is responsible to the President for the general administration of the Branch, and shall:
- i. summon by notice all members to attend meetings, notifying them of the date, time and place of such meetings;
 - ii. prepare an agenda for all meetings and ensure that members are in possession of a copy, in accordance with the period required, before the specific meeting is held;
 - iii. prepare and retain accurate minutes of all meetings, and submit such minutes at subsequent meetings for confirmation and signature of the Chairperson;
 - iv. hold copies of minutes of general meetings for inspection by the Registrar or members;
 - v. keep the constitution current and have available a copy for inspection by members;



- vi. maintain and issue such books as are necessary for the administration of the Branch, including order books for the supply of goods;
 - vii. ensure prudent commercial practice is applied to all purchases of goods and services;
 - viii. attend to all correspondence and filing, including custody of documents and securities;
 - ix. operate a petty cash imprest account, the amount of which shall be determined by the Executive Committee;
 - x. produce all books of account, documents and records when required by the President, the Auditor or the Registrar;
 - xi. maintain, on behalf of the Public Officer, the Register of Members;
 - xii. notify members of the planned activities of the Branch; and
 - xiii. keep records of all elected and appointed members of the Branch Committee.
- f. In the event of the office of Secretary becoming vacant, such office shall be filled by the Branch Committee at its next meeting, provided that until such meeting is held, the President may temporarily appoint a member to such office.

60. Treasurer

- a. The Treasurer must:
- i. receive all moneys paid to or received by the Branch and issue receipts for those moneys in the name of the Branch; and
 - ii. ensure that all moneys received are paid into the account of the Branch within five working days after receipt; and
 - iii. make any payments authorised by the Committee or by a general meeting of the Branch from the Branch's funds; and
 - iv. ensure cheques are signed by at least two committee members.
 - v. ensure that the financial records of the Branch are kept in accordance with the Act; and
 - vi. coordinate the preparation of the financial statements of the Branch and their certification by the Committee prior to their submission to the AGM of the Branch.
 - vii. The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Branch.
- b. The Treasurer shall:
- i. maintain bank accounts in the name of the Defence Force Welfare Association Victoria Branch Incorporated at an approved bank or credit union;
 - ii. take charge of, and bank promptly, all money that is the property of the Branch;
 - iii. administer all investments and property of the Branch as determined by the Executive Committee in accordance with prudent commercial practice;
 - iv. pay, by cheque drawn on the appropriate bank account, all valid accounts presented for payment by sundry creditors, or accounts which by way of their nature require pre-determined payment at specific dates, or payments being transfers between bank accounts for internal administrative purposes;



- v. maintain such books of accounts, financial records and related documents as are necessary for the financial administration of the Branch, and produce them when required for inspection by the President, the Auditor (if appointed), the Registrar, or members;
 - vi. submit details at the Branch Committee meetings of all accounts paid or to be paid since the previous meeting;
 - vii. prepare and submit to the AGM a yearly report and audited (if applicable) Statement of Accounts and Balance Sheet covering the period 1 January to 31 December of the previous year, together with an annual forward budget;
 - viii. forward a copy of the audited (if applicable) Branch annual financial statements to DFWA National as soon possible after the audit (if applicable) has been completed; and
 - ix. report immediately to the President any irregularities which may be discovered in the accounts, or any delays in the submission or production of any accounts, returns or documents required by these clauses.
- c. All cheques, drafts, withdrawal forms on bank accounts of the Branch, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer, or the member nominated to act as Treasurer, and any other member of the Executive Committee, so authorised by the Branch Committee. The names of such authorised officers shall be in the minutes of the appropriate Branch Committee meeting.
- d. In the event of the office of Treasurer becoming vacant, such office shall be filled by the Branch Committee at its next meeting, provided that until such meeting is held, the President may temporarily appoint a member to such office.

Division 3—Composition of Executive Committee And Duties Of Members

61. Executive Committee

- a. The Executive Committee shall consist of the President, the Vice Presidents, the Immediate Past President, the Secretary and the Treasurer.
- b. The Executive Committee shall meet at the call of the President or Secretary. The President or one Vice President, the Secretary and one other Executive Committee member shall constitute a quorum. If necessary, the Presiding Officer, in addition to his ordinary vote, may exercise his casting vote on any matter where voting by members is equal.
- c. The Executive Committee shall exercise all of the powers of the Branch Committee that may be lawfully delegated, in the management of the affairs of the Branch.
- d. The Executive Committee shall determine whether a matter brought before it is one affecting policy or is one of administration. All matters affecting policy must be raised for consideration at the next Branch Committee meeting. All matters regarding administration are to be dealt with by the Executive Committee.
- e. The Executive Committee shall coordinate the functions of any Sub-committees of the Branch and may consider, comment upon and make recommendations on all Sub-committee resolutions and reports prior to their presentation to the Branch Committee.
- f. The Executive Committee may appoint a member to act in a temporary manner during the absence of either the Secretary or Treasurer.



- g. The proceedings of the Executive Committee meeting shall be reported to the next meeting of the Branch Committee.

62. Sub-Committees

- a. From time to time, Sub-committees may be appointed by the President, who shall nominate the Sub-committee Chairperson. Each Sub-committee shall report to the Executive Committee on the activities of the Sub-committee as and when required.
- b. Sub-committees may co-opt any other members to assist them.

63. Chapters Or Contact Groups

Chapters or Contact Groups may be formed in such locations as may be decided by the Branch Committee. These Chapters and Contact Groups are to function under articles which are not inconsistent with these articles, and which have been approved by the Branch Committee.

Division 4—Election of Branch Committee Members And Tenure Of Office

64. Who Is Eligible To Be a Branch Committee Member

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

- a. is 18 years or over; and
- b. is entitled to vote at a general meeting,
- c. in the case of the Secretary must reside in Australia.

65. Positions To Be Declared Vacant

- a. This article applies to:
 - i. the first AGM of the Branch after its incorporation; or
 - ii. any subsequent AGM of the Branch, after the annual report and financial statements of the Branch have been received.
- b. The Chairperson of the meeting must declare all positions on the Branch Committee vacant and hold elections for those positions in accordance with Articles 66 to 69.

66. Nominations

- a. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- b. An eligible member of the Branch may:
 - i. nominate himself or herself; or
 - ii. with the member's consent, be nominated by another member.
- c. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

67. Election of President etc.

- a. At the AGM, separate elections must be held for each of the following positions:
 - i. President;



- ii. Vice-Presidents;
- iii. Secretary;
- iv. Treasurer.
- b. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- c. If more than one member is nominated, a ballot must be held in accordance with Article 69.
- d. On his or her election, the new President may take over as Chairperson of the meeting.

68. Election Of Ordinary Members

- a. The AGM must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- b. A single election may be held to fill all of those positions.
- c. If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- d. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Article 69.

69. Ballot

- a. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- b. The returning officer must not be a member nominated for the position.
- c. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- d. The election must be by secret ballot.
- e. The returning officer must give a blank piece of paper to:
 - i. each member present in person; and
 - ii. each proxy appointed by a member.
- f. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- g. If the ballot is for more than one position:
 - i. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - ii. the voter must not write the names of more candidates than the number to be elected.
- h. Ballot papers that do not comply with Sub-Article g.ii. are not to be counted.
- i. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- j. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.



- k. If the returning officer is unable to declare the result of an election under Sub-Article j. because two or more candidates received the same number of votes, the returning officer must:
- i. conduct a further election for the position in accordance with Sub-Articles d. to j. to decide which of those candidates is to be elected; or
 - ii. with the agreement of those candidates, decide by lot which of them is to be elected.

70. Term Of Office

- a. Subject to Sub-Article c. and Article 71, a committee member holds office until the positions of the Committee are declared vacant at the next AGM.
- b. A committee member may be re-elected.
- c. A general meeting of the Branch may:
 - i. by special resolution remove a committee member from office; and
 - ii. elect an eligible member of the Branch to fill the vacant position in accordance with this Division.
- d. A member who is the subject of a proposed special resolution under Sub-Article c.i. may make representations in writing to the Secretary or President of the Branch (not exceeding a reasonable length) and may request that the representations be provided to the members of the Branch.
- e. The Secretary or the President may give a copy of the representations to each member of the Branch or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

71. Vacation Of Office

- a. A committee member may resign from the Branch Committee by written notice addressed to the Branch Committee.
- b. A person ceases to be a committee member if he or she:
 - i. ceases to be a member of the Branch; or
 - ii. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Article 83; or
- c. otherwise ceases to be a committee member by operation of section 78 of the Act.

72. Casual Vacancies

For the purpose of this Constitution, a casual vacancy in the office of a member of the Branch Committee, or regarding the position of Public Officer, occurs if the member:

- a. dies;
- b. ceases to be a member or is suspended from membership of the Branch;
- c. resigns office by notice in writing given to the Branch Secretary;
- d. is removed from office at a general meeting by special resolution;
- e. becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;



- f. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- g. is absent without the consent of the Executive Committee from all meetings of the Committee in the period of any two years;
- h. is directly or indirectly interested in any contract or proposed contract with the Branch; or
- i. becomes a member of Parliament or formally nominates for such a position.

73. Filling Casual Vacancies

- a. The Committee may appoint an eligible member of the Branch to fill a position on the Committee that:
 - i. has become vacant under Articles 71 or 71; or
 - ii. was not filled by election at the last AGM.
- b. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- c. Article 70 applies to any committee member appointed by the Committee under Sub-Article a. or b.
- d. The Committee may continue to act despite any vacancy in its membership.

Division 5—Meetings of Branch Committee

74. Meetings of Branch Committee

- a. The Branch Committee must meet at least four times in each year at the dates, times and places determined by the Branch Committee. Normally meetings will be held quarterly in February, May, August and November.
- b. The date, time and place of the first committee meeting must be determined by the members of the Branch Committee as soon as practicable after the AGM of the Branch at which the members of the Branch Committee were elected.
- c. Special committee meetings may be convened by the President or by any four members of the Branch Committee.

75. Notice Of Meetings

- a. Notice of each committee meeting must be given to each committee member no later than seven days before the date of the meeting.
- b. Notice may be given of more than one committee meeting at the same time.
- c. The notice must state the date, time and place of the meeting.
- d. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- e. The only business that may be conducted at the meeting is the business for which the meeting is convened.

76. Urgent Meetings



- a. In cases of urgency, a meeting can be held without notice being given in accordance with Article 75, provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- b. Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- c. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

77. Procedure And Order Of Business

- a. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- b. The order of business may be determined by the members present at the meeting.

78. Use Of Technology

- a. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- b. For the purposes of this Part, a committee member participating in a committee meeting as permitted under Sub-Article a. is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

79. Quorum

- a. No business may be conducted at a Branch Committee meeting unless a quorum is present.
- b. The quorum for a committee meeting is the presence (in person or as allowed under Article 78) of at least four of the committee members holding office except that the President, a Vice President or the Secretary must be one of the members present.
- c. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - i. in the case of a special meeting; the meeting lapses;
 - ii. in any other case; the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Article 75.

80. Voting

- a. On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- b. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- c. Sub-Article b. does not apply to any motion or question which is required by these articles to be passed by an absolute majority of the Branch Committee.
- d. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.



- e. Voting by proxy is not permitted.

81. Conflict Of Interest

- a. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Branch Committee.
- b. The member:
 - i. must not be present while the matter is being considered at the meeting; and
 - ii. must not vote on the matter.
 - iii. Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.
- c. This article does not apply to a material personal interest:
 - i. that exists only because the member belongs to a class of persons for whose benefit the Branch is established; or
 - ii. that the member has in common with all, or a substantial proportion of, the members of the Branch.

82. Minutes Of Meeting

- a. The Committee must ensure that minutes are taken and kept of each committee meeting.
- b. The minutes must record the following:
 - i. the names of the members in attendance at the meeting;
 - ii. the business considered at the meeting;
 - iii. any resolution on which a vote is taken and the result of the vote;
 - iv. any material personal interest disclosed under Article 81.

83. Leave Of Absence

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

PART 6—FINANCIAL MATTERS

84. Source Of Funds

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

85. Management Of Funds

- a. The Branch must open an account with a financial institution from which all expenditure of the Branch is made and into which all of the Branch's revenue is deposited.



- b. Subject to any restrictions imposed by a general meeting of the Branch, the Branch Committee may approve expenditure on behalf of the Branch.
- c. The Branch Committee may authorise the Treasurer to expend funds on behalf of the Branch (including by electronic funds transfer) up to a specified limit without requiring approval from the Branch Committee for each item on which the funds are expended.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.
- e. All funds of the Branch must be deposited into the financial account of the Branch no later than five working days after receipt.
- f. With the approval of the Branch Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- g. The income and property of the Branch shall be applied solely towards the promotion of the purposes of the Branch, on a strictly not-for-profit basis.
- h. Nothing prevents the payment of an honorarium or of reasonable and proper remuneration to any officer, member, or servant of the Branch, in return for services rendered to the Branch, including interest not exceeding bank rates and rent not exceeding commercial rates for any property demised or let to the Branch and as agreed by the Executive Committee. Members of the Branch shall not receive remuneration for any office or position held in the Branch unless such a position is a salaried position. Direct expenses can be reimbursed in money or money's worth.

86. Financial Records

- a. The Branch must keep financial records that:
 - i. correctly record and explain its transactions, financial position and performance; and
 - ii. enable financial statements to be prepared as required by the Act.
- b. The Branch must retain the financial records for seven years after the transactions covered by the records are completed.
- c. The Treasurer must keep in his or her custody, or under his or her control:
 - i. the financial records for the current financial year; and
 - ii. any other financial records as authorised by the Branch Committee.

87. Financial Statements

- a. For each financial year, the Branch Committee must ensure that the requirements under the Act relating to the financial statements of the Branch are met.
- b. Without limiting Sub-Article a, those requirements include:
 - i. the preparation of the financial statements;
 - ii. if required, the review or auditing of the financial statements;
 - iii. the certification of the financial statements by the Branch Committee;
 - iv. the submission of the financial statements to the AGM of the Branch;
 - v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.



PART 7—GENERAL MATTERS

88. Common Seal

- a. The Branch may have a common seal.
- b. If the Branch has a common seal:
 - i. the name of the Branch must appear in legible characters on the common seal;
 - ii. a document may only be sealed with the common seal by the authority of the Branch Committee and the sealing must be witnessed by the signatures of two committee members;
 - iii. the common seal must be kept in the custody of the Secretary.

89. Registered Address

The registered address of the Branch is:

- a. the address determined from time to time by resolution of the Branch Committee; or
- b. if the Branch Committee has not determined an address to be the registered address; the postal address of the Secretary.

90. Notice Requirements

- a. Any notice required to be given to a member or a committee member under these articles may be given:
 - i. by handing the notice to the member personally; or
 - ii. by sending it by post to the member at the address recorded for the member on the register of members; or
 - iii. by email or facsimile transmission.
- b. Sub-Article a. does not apply to notice given under Article 76.
- c. Any notice required to be given to the Branch or the Branch Committee may be given:
 - i. by handing the notice to a member of the Branch Committee; or
 - ii. by sending the notice by post to the registered address; or
 - iii. by leaving the notice at the registered address; or
 - iv. if the Branch Committee determines that it is appropriate in the circumstances:
 1. by email to the email address of the Branch or the Secretary; or
 2. by facsimile transmission to the facsimile number of the Branch.



91. Custody And Inspection Of Books And Records

- a. Members may on request inspect free of charge:
 - i. the register of members;
 - ii. the minutes of general meetings;
 - iii. subject to Sub-Article b., the financial records, books, securities and any other relevant documents of the Branch, including minutes of Branch Committee meetings.
- b. The Branch Committee may refuse to permit a member to inspect records of the Branch that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Branch.
- c. The Branch Committee must on request make copies of these articles available to members and applicants for membership free of charge.
- d. Subject to Sub-Article b., a member may make a copy of any of the other records of the Branch referred to in this article and the Branch may charge a reasonable fee for provision of a copy of such a record.
- e. For purposes of this article:

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

 - i. its membership records;
 - ii. its financial statements;
 - iii. its financial records;
 - iv. records and documents relating to transactions, dealings, business or property of the Branch.

92. Winding Up And Cancellation

- a. The Branch may be wound up voluntarily by special resolution.
- b. In the event of the winding up or the cancellation of the incorporation of the Branch, the surplus assets of the Branch must not be distributed to any members or former members of the Branch.
- c. Subject to the Act and any court order made under Section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Branch and which is not carried on for the profit or gain of its individual members.
- d. The body to which the surplus assets are to be given must be decided by special resolution.
- e. The liability of a member of the Branch to contribute towards the payment of the debts and liabilities of the Branch or the cost, charges and expenses of the winding up of the Branch is limited to the amount, if any, unpaid by the member in respect of membership of the Branch.

93. Alteration of This Constitution

- a. This Constitution and the statement of purposes and powers must not be altered except by a special resolution of the Branch Committee, passed at the AGM or a Special General



Meeting of the Branch, provided that notice of the proposed amendment shall have been included in the notice calling the Meeting.

- b. To originate an alteration, notice of motion of such alteration must be given to the Secretary, in writing, stating clearly the exact wording of such proposed alteration and the reason for same. If accepted by the Branch Committee, such alteration is to be referred to an AGM or Special General Meeting in accordance with this article.
- c. An alteration of the Constitution or statement of purposes and powers does not take effect unless and until it is approved by the Registrar.
- d. An application for the approval of an alteration by the Registrar must:
 - i. be made by the public officer in the form approved by the Registrar;
 - ii be made within 28 days after the alteration was passed by special resolution or within a longer time allowed by the Registrar; and
 - iii be in accordance with Section 50 of the Act.
- e. The Registrar has the power to accept some but not all of the proposed alterations.

94. Appointment And Removal Of Auditor

The branch is a Tier 1 organisation as defined in Section 90 of the Act. As such, auditing of the accounts is not required by the Act, but the Branch Committee may elect to have the accounts audited, in which case the following must apply:

- a. An Auditor, duly qualified to undertake such duties, shall be appointed at each AGM to audit the accounts and books of the Branch, at a fee, if any, approved by the AGM.
- b. Annual accounts of the Branch are to be examined by the appointed auditor at least one month before and a report submitted to each AGM.
- c. The auditor of the Branch may be removed from office by resolution at a general meeting in accordance with Section 50 of the Act but not otherwise. Written notice of an intention to move such a resolution must be given to every entitled member at least two months before the general meeting is to be held.
- d. The notice must state in full the proposed resolution, a copy of which must be given to the auditor and the Registrar as soon as possible. Unless the Registrar decides otherwise, a copy of any written representation by the auditor must be given to all entitled members before the relevant general meeting. The auditor must be allowed to attend and address the meeting.

95. Meritorious Service Certificate

The Executive Committee may recommend to DFWA National that a Meritorious Service Certificate be awarded to a member who, in the opinion of the Executive Committee, has rendered outstanding service, over a period of years, to the Branch.

96. Notice To Members

Except for the requirement in Article 75, any notice that is required to be given to a member, on behalf of the Branch, under these articles may be given by:

- a. delivering the notice to the member personally;
- b. sending the notice by prepaid post addressed to the member at that member's address shown in the Register of Members;



- c. facsimile transmission, if the member has requested that the notice be given to him in this manner; or
- d. electronic transmission, if the member has requested that the notice be given to him in this manner.

97. Donations

- a. Donations specifically designated by donors for the use of DFWA National, together with donors' details, shall be passed to the National Treasurer who will acknowledge and receipt accordingly.
- b. Similarly, donations specifically designated by donors for the Relief Fund shall be passed to the National Treasurer who will acknowledge and receipt accordingly.
- c. Other non-specified donations received by the Branch shall be used as deemed appropriate by the Branch Committee. However, DFWA National may require the Branch to forward to the National Treasurer an amount equal to a proportion as determined by DFWA National for use by DFWA National.
- d. The Branch shall maintain registration as a "Deductible Gift Recipients" (DGR bodies) so that tax deductibility may be afforded to donors.

98. Equalisation Of Costs Among Branches

- a. In the event of any Branch having financial difficulty in meeting the costs of attendance by its officers or delegates at meetings of DFWA National or the National Executive, DFWA National may request that other Branches assist in meeting such expenses on a proportional basis. Such a request must be approved by a special resolution at the AGM or a Special General Meeting of the DFWA.
- b. Any Branch has the right to not comply with such resolutions but it must give the reasons in writing for consideration by DFWA National.

99. By-Laws

- a. The Branch shall have the power to make from time to time such by-laws as are believed necessary and desirable for the proper control, administration and management of the Branch's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such by-laws.
 - b. Such by-laws shall be made by resolution of the Branch Committee.
 - c. A by-law shall not be inconsistent with the Act or this Constitution.
 - d. By-laws may be promulgated in the form of a Policy Handbook or Statement.
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**DEFENCE FORCE WELFARE ASSOCIATION
VICTORIA BRANCH INCORPORATED**



APPLICATION TO JOIN, RENEW OR MAKE DONATION

To Honorary Secretary DFWA Victoria Branch Incorporated
H Block, Victoria Barracks
256-310 St Kilda Road, Southbank, VIC 3006

Please enrol me / renew my membership* in the DFWA Victoria Branch

Rank/Title..... Family Name.....

Given Names..... Post Nominals.....

Address.....

State..... Post Code..... DOB...../...../ 19.....

Telephone..... Mobile..... Email.....@.....

Next of Kin.....Relationship.....

NOK Address.....
(If different from above)

PLEASE MARK THE FOLLOWING THAT APPLY TO YOU:

Serving/Past Member* RAN Army RAAF Allied Country

Married Widow Widower Single Spouse Partner

MY SUPERANNUATION FUND: MSBS DFRDB DFRB

DVA PENSION: Yes / No* **PENSION TYPE:**..... **CARD NO.**.....

PAYMENT:

\$.....is my annual / five year / life subscription / tax deductible donation to the DFWA Victoria Branch or National Welfare Fund*

Enclosed is a cheque / money order*

On/...../20..... I made an Electronic Funds Transfer to the DFWA Victoria Branch in accordance with the instructions on the DFWA website (www.dfwa.org.au).

Signed:.....Date:...../...../ 20.....

* Delete as appropriate



APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR A GENERAL MEETING OF DFWA
VICTORIA BRANCH INCORPORATED**

I,.....
(Please print name)

of.....
(Please print address)

being a financial member of DFWA Victoria Branch Incorporated

appoint.....
(Please print name of proxy holder)

being a member of DFWA Victoria Branch Incorporated as my proxy to vote for me on my behalf at the annual/special* general meeting of the Branch to be held on

.....
(Please print date and time of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf in favour/against* in respect of the following

resolution(s).....

.....

(insert details of the resolution(s))

..... (Please sign)

..... (Please insert date)

* Delete as appropriate