

**CONSTITUTION
OF
DEFENCE FORCE
WELFARE ASSOCIATION
(WESTERN AUSTRALIA BRANCH)
INCORPORATED**

A1014779U

ABN 38 284 273 832

REVISION

2 September 2020

RECORD OF CHANGES AND AMENDMENTS

Amendment Number and Date of Issue	Date Inserted	Articles Amended
1 Amend #1 (Sep 2012)	Sep 2012	Many articles changed to reflect amendments to National Constitution
2 Amend # 2 (Sep 2013)	Sep 2013	Revise to reflect Dept of Commerce requirements. Clauses: 1, 3, 14, 36, and 45
3 Amend #3 (Jul 2017)	Jul 2017	To comply with new Associations Act, 2015.
4 Amend #4 (Sep 2020)	Sep 2020	Minor changes to comply with DFWA National decisions and also to allow for introduction of electronic banking.
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		
16		

TABLE OF CONTENTS

1. Name	4
3. Objects	5
4. Composition of the Branch	6
MEMBERSHIP	6
5. Classes of Membership	6
7. Associate Membership.....	7
8. Honorary Membership	8
9. Life Membership.....	8
10. Honorary Life Membership	8
11. Virtual Membership	8
12. Group Membership	9
13. Affiliate Membership.....	9
14. Register of Members.....	9
15. Membership - Resignation, Expulsion and Suspension.....	9
16. Right of Appeal of Disciplined Member	11
18. Membership Reports	12
20. Composition.....	12
21. Election or Appointment of Office Bearers	13
22. Casual Vacancies	13
23. Office Bearers and Ordinary Members of the Committee.....	14
24. Duties of Committee Members	14
25. Frequency of Executive Committee Meetings, and Quorum	16
26. Voting and Decisions at Executive Committee Meetings	16
27. Electronic Polling	17
28. Patrons	17
GENERAL MEETINGS.....	17
29. Annual General Meetings	17
30. Extraordinary General Meetings.....	18
31. Rules of Procedure - Meetings.....	18
32. Rules of Procedure - Quorum	18
33. Rules of Procedure - Voting	19
MISCELLANEOUS	19
34. Alteration of Objects and Constitution	19
35. Registration.....	19
36. Income	19
37. Funds of the Branch	20
38. Accounts and Records	20
39. Donations	21
40. Equalisation of Costs Among Branches	21
41. By-Laws.....	22
42. Dispute Resolution.....	22
43. Notices	22
44. Dissolution.....	22
45. Distribution of surplus property on winding up of Association	22
46. Common Seal.....	23

1. Name

- a. The name of the association shall be: Defence Force Welfare Association (Western Australia Branch) Incorporated hereinafter called The Branch.
- b. So far as is permitted by law, and unless it is incapable of application, the short title of The Branch shall be DFWA (WA).

2. Interpretation

- a. In these Articles, except insofar as the context or subject matter otherwise indicates or requires:

‘**The Act**’ means the WA Associations Incorporation Act 2015

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

‘**Allied country**’ means any country with whom the Australian Defence Force has joined forces to engage in an armed conflict or a peacekeeping task.

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

‘**Books of Account**’ may include computerised accounting records.

‘**Branch**’ means the Western Australia Branch of the DFWA National.

‘**The Defence Force Welfare Association National Incorporated**’ (DFWA National) is the parent body with the National Office in Canberra, ACT.

‘**Executive Committee**’ means the Executive Committee of The Branch.

‘**Financial Year**’ means the year ending 30 June.

‘**General Meeting**’ means a meeting to which all members are invited

‘**Member**’ or ‘**members**’ are defined by their category of membership in Articles 5-13.

‘**National Executive**’ (NATEX) means the Committee of DFWA National, the parent body.

‘**National Office**’ means the administrative office of DFWA National.

‘**Ordinary Resolution**’ means a resolution of a meeting (of whatever nature) of The Branch, which is passed by a simple majority of the attending members entitled to vote at such meeting.

‘**Special Resolution**’ means a resolution of a meeting (of whatever nature) of The Branch, which is passed by a three quarters majority of the attending members entitled to vote at such meeting.

‘**Relief Trust Fund**’ is a fund established for the welfare of members of the Defence Force Welfare Association and their families. It is administered by Trustees and its funds are separate from those of DFWA National and Branches.

‘Special General Meeting’ means a general meeting other than an AGM.

- b. In these Articles:
- i. a reference to a function includes a reference to a power, authority and 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 includes he, him and his as well as she, her and hers; and
 - iv. where the masculine gender appears it also includes the feminine gender.

3. Objects

The object for which The Branch is established is to foster the best interests and welfare of members of the ADF and their families in any matter likely to affect them during or after their period of service.

- a. The object of The Branch shall be deemed to include:
- i. to advise or assist, free of any charge, any serving, post-serving or retired member of the ADF, or their families in any matter affecting their welfare;
 - ii. the purchase, sale, lease, exchange, hire or otherwise acquiring an interest in any real or personal property that may be deemed necessary or convenient for any of the objects of The Branch;
 - iii. the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects of The Branch;
 - iv. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects of The Branch;
 - v. the taking of 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;
 - vi. the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as may be deemed desirable for the promotion of the objects of The Branch;
 - vii. the borrowing and raising of money in such manner and on such terms as may be deemed appropriate and securing 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;

- viii. subject to the provisions of the Act, the investment of any monies of The Branch not immediately required for any of the objects of The Branch in such manner as may be determined;
 - ix. when approved by the Executive Committee, the making of gifts, subscriptions or donations of funds, authorities or institutions having similar objects as the Branch; and
 - x. the establishment, support or aiding in the establishment or support of any other association formed for any of the objects of The Branch or having similar objects as The Branch.
- b. The property and income of The Branch shall be applied solely towards the promotion of the objects of The Branch and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Composition of the Branch

- a. Structure. The Defence Force Welfare Association National Incorporated in the ACT is the parent body of The WA Branch and a number of other State / Territory Branches. The parent body has a National Office in Canberra, ACT.
- b. Membership. The Branch shall consist of its Members who are administered by The Branch.
- c. Governance. The Branch is managed by the WA Branch Executive (the Executive Committee), which is the Committee of The Branch.

MEMBERSHIP

5. Classes of Membership

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 and Virtual members who may be administered by either The Branch or the National Office):

- a. Ordinary Membership.
- b. Associate Membership.
- c. Honorary Membership.

- d. Life Membership.
- e. Honorary Life Membership.
- f. Virtual membership.
- g. Group Membership.
- h. Affiliate Membership.

6. Ordinary Membership

The following persons are eligible to be admitted as Ordinary Members:

- a. Members or former members of the ADF, their spouse or partner, widow or widower.
- b. Any person serving or having served in the Armed Forces of an allied country.
- c. Persons eligible for admission as ordinary members may apply for membership by lodging the current Membership Application Form together with the fee prescribed therein with The Branch. Applicants shall be deemed to have been admitted once their application has been processed, subject to Articles 6f and 6g.
- d. All Ordinary Members shall be of equal status within The Branch without regard to service rank or title.
- e. The number of Ordinary Members shall be unlimited.
- f. The Executive Committee will consider individual case applications on their merit and in the event of an application not being accepted, the applicant shall be informed immediately (in writing) of the non-acceptance.
- g. The Executive Committee shall have the absolute right to refuse membership to any applicant without giving any reason(s) for the refusal.
- h. An applicant whose application for membership of the Association is rejected under Article 6.f. must, if he wishes to appeal against that decision, give notice to the Secretary of his intention to do so within a period of 14 days from the date he is advised of the rejection.
- i. When notice is given under Article 6.h., The Branch in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Executive Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, The Branch in the general meeting.
- j. Ordinary members are entitled to attend general meetings of the association. At a general meeting an ordinary member has one vote.

7. Associate Membership

- a. The Executive Committee may elect Associate Members from among 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.

- b. Associate Membership is also open to children, step-children or wards of Ordinary Members at the discretion of The Branch.
- c. An Associate Member may serve on sub-committees, but is not allowed to nominate for an executive position. They may not vote.

8. Honorary Membership

- a. The Executive Committee may bestow Honorary Membership on persons where special circumstances exist. For example, they may be persons who have actually given of their time and skills to support The Branch but are not members of any class, or they are widows or widowers of a deceased member who has given long and dedicated service to The Branch.
- b. An Honorary Member shall enjoy the privileges of membership prescribed by this Constitution except the right to vote at meetings or to hold office.

9. Life Membership

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

10. 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 The Branch 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. An Honorary Life Member shall have the same rights and obligations as an Ordinary Member of The Branch except that they will not be required to pay the annual subscription.

11. 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.

12. 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 The Branch. Group members cannot vote at meetings or hold any office.

13. Affiliate Membership

- a. The Executive Committee may determine that an organisation whose objects or main purpose is similar to that of The Branch be granted affiliate membership of The Branch. Approval for affiliation must be made by an ordinary resolution of The Branch at the Annual General Meeting.
- b. Members of the affiliated body may attend Branch meetings but are not entitled to vote. The Executive of the affiliated body will receive copies of the Association's journal, copies of notices for meetings and copies of minutes.
- c. The Branch, at its discretion, may impose an annual fee on the affiliated body.
- d. The affiliated body may terminate its affiliation with The Branch by giving one month's notice in writing to The Secretary. If the Executive Committee wishes to terminate the affiliation, an ordinary resolution of The Branch at the Annual General Meeting is needed, and then one month's notice in writing will be given to the Executive of the affiliated body.

14. Register of Members

- a. The Secretary of The Branch shall establish and maintain an up-to-date register of the members of The Branch specifying their name, and residential or postal address. This register may be maintained on a computer data base.
- b. The register is to be kept at The Branch office and shall be open to inspection by members subject to them demonstrating that it is for Association business only.

15. Membership - Resignation, Expulsion and Suspension

- a. A Member may leave The Branch at any time by sending a written notice of resignation to The Secretary.
- b. A member shall be deemed to have resigned should his subscription remain unpaid for a period of one year.
- c. Upon resignation, The Secretary shall remove the member's name from the Membership Register and notify the resignation to the next meeting of the Executive Committee.
- d. The Branch has the right to suspend or expel a member regardless of class of membership. Grounds for expulsion or suspension could include but are not limited to: bringing

the reputation of DFWA or The Branch into disrepute, conviction of a criminal offence, and vexatious or disruptive behaviour at meetings or in the offices of The Branch.

e. In the event of the conditions of 15d. becoming a matter for consideration, the procedure is as follows:

i. The member shall be advised by notice in accordance with 15.e.ii that their membership is to be considered by a meeting of the Executive Committee, which may, if agreed by a special resolution of that Committee:

- (1) expel the member from DFWA; or
- (2) suspend the member from such rights and privileges of membership of DFWA as the Executive Committee may determine for a specified period.

ii. Where the Executive Committee passes a resolution to consider the membership of a member, The Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (1) setting out the resolution of the Executive Committee to consider the membership of the affected member and the grounds on which it is based; and
- (2) stating that the member may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice; and
- (3) stating the date, place and time of the meeting; and
- (4) informing the member that the member may do either or both of the following:
 - (a) attend and speak at that meeting;
 - (b) submit to the Executive Committee at or prior to the date of that meeting written representation relating to the resolution.

iii. Subject to the Act, at a meeting of the Executive Committee convened under Article 15.e.ii, the Executive Committee shall;

- (1) give to the member an opportunity to make oral representations; and
- (2) give due consideration to any written representations submitted to the Executive Committee by that member at or prior to the meeting; and
- (3) by special resolution determine whether to:
 - (a) expel the member from DFWA; or
 - (b) suspend the member from such rights and privileges of membership of DFWA as the Executive Committee may determine for a specified period.

iv. Where the Executive Committee resolves to take action under Article 15.e.iii (3), The Secretary shall, within 7 days after that resolution, by notice in writing inform the member of that resolution and of the member's right of appeal under Article 16.

v. A resolution by the Executive Committee to take action under Article 15e.iii (3) does not take effect;

- (1) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (2) when within that period the member exercises the right of appeal, unless and until a special general meeting of the Branch confirms the resolution in accordance with Article 16.c.

f. A resolution by an Executive Committee to expel or suspend a member pursuant to Article 15 e. iii (3) which has taken effect by operation of Article 16.c.iv shall from that time also operate to remove the member from any Branch, NATEX or DFWA National office which he might previously have held.

16. Right of Appeal of Disciplined Member

- a. A member may appeal to The Branch in special general meeting against a resolution of a Executive Committee to take action against that member under Article 15.e.iii.(3) within seven days after notice of the resolution is served on the member, by lodging with The Secretary a notice to that effect.
- b. On receipt of a notice under Article 16.a. The Secretary shall notify the Executive Committee which shall convene a special general meeting of The Branch to be held within 21 days after the date on which The Secretary received the notice or as soon as possible after that date.
- c. Subject to the Act, at a special general meeting of The Branch convened under Article 16.b.;

 - i. no business other than the question of the appeal shall be transacted; and
 - ii. the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - iii. the members present shall vote by secret ballot on the question of whether the resolution made by the Executive Committee under Article 15.e.iii.(3) should be confirmed or revoked; and

- iv. If the meeting passes a special resolution in favour of the confirmation of the resolution made under Article 15.e.iii. (3), that resolution is confirmed, otherwise it is revoked.

17. Subscriptions

The National Executive shall set the level of fees and subscriptions to be paid. These will be promulgated in the Defence Force Welfare Association's journal and also be printed in the current Membership Application Form.

- a. Annual subscriptions fall due on 1 July and apply to the year ending 30 June.
- b. 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.
- c. Once a Life Member has paid his life membership subscription he will not be liable to pay any further subscription notwithstanding that the amount of that fee is subsequently increased.
- d. A member who has paid his subscription, or has been granted a period of free membership, shall for that membership period be in good financial standing and shall enjoy the rights, privileges and benefits of The Branch.
- e. At the end of each quarter, viz, March, June, September and December in each year, The Branch shall forward to National Treasurer an amount equal to a proportion as determined by the National Executive of the total membership fees of all classes in the preceding three months.
- f. An Ordinary Member may be given a concession on annual subscription for periods of less than one year as decided by The Branch. For example, a member joining in November may be granted membership to 30 June of the following year.

18. Membership Reports

The Branch is to forward to the National Office by 31 July each year a statement setting out The Branch Membership as at 30 June, listing the number in each category of membership as well as total Branch membership.

THE EXECUTIVE COMMITTEE

19. Powers of the Committee

The committee shall be called the Executive Committee and be subject to The Act, this Constitution and to any resolutions passed by The Branch in General Meeting. The Committee:

- a. shall manage and control the affairs of The Branch, and
- b. have the power to perform all such acts and to do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of The Branch except where this Constitution requires a function or power to be exercised by a general meeting of members of The Branch.

20. Composition

The Committee shall consist of:

- a. The President.
- b. The Vice President.
- c. The Secretary.

- d. The Treasurer.
- e. Up to 10 Ordinary Members.
- f. The Immediate Past President (ex officio).

21. Election or Appointment of Office Bearers

- a. A member elected as President shall normally not hold office for more than a maximum continuous period of five years.
- b. Each member of the Committee shall, subject to the Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election to the Committee.
- c. In the event of a casual vacancy occurring in the Committee, the President may appoint a member of The Branch to fill the vacancy and the member so appointed shall hold office, subject to the Constitution, until the conclusion of the Annual General Meeting following the date of the appointment.
- d. Save for the restriction at Article 21.a. all office bearers shall be eligible for re-election at the conclusion of the period for which they were elected.
- e. The President may make the following appointments from the Ordinary Members of the Committee:
 - i. Defence Widows' Support Group representative.
 - ii. Membership Officer. iii. Social Secretary.
 - iv. Raffle Co-ordinator.
 - v. Advocates/Counsellors (all must be ADTP trained to the appropriate level).

22. Casual Vacancies

- a. Should a casual vacancy occur in any office of the Committee, the President shall appoint a member to fill the vacancy and to hold office until the next AGM.
- b. In the event of any of the issues listed below being applicable to the President, the Vice President will fill the role of President until the next AGM.
- c. For the purpose of this Constitution a casual vacancy in the office of a member of the Committee occurs if the member:
 - i. dies;

- ii. ceases to be a member or is suspended from membership of The Branch; iii. resigns office by notice in writing given to the Secretary; iv. is removed from office by a special resolution of the Executive Committee,
- v. 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;
- vi. is absent without the consent of the Executive Committee from three consecutive meetings of the Executive Committee.
- vii. is directly or indirectly interested in any contract or proposed contract with The Branch; or
- viii. becomes a member of Parliament or formally nominates for such a position.

23. Office Bearers and Ordinary Members of the Committee

The following governs the nomination and election of Office Bearers and Ordinary Members of the Committee:

- a. Nominees for election as Office Bearers, or as Ordinary Members of the Committee must be financial members.
- b. Nominations shall be in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may appear as his signature on the nomination form).
- c. Nominations shall be delivered to the Secretary not less than four days before the date fixed for the Annual General Meeting at which the election is to take place.
- d. A candidate may nominate for any position.
- e. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected.
- f. Any position remaining vacant on the Committee shall be deemed to be a casual vacancy.
- g. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- h. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- i. The ballot for the election of office bearers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

24. Duties of Committee Members

- a. **President.** The President shall:

- i. take such general action as may be necessary to ensure the proper and effective management of The Branch;
- ii. direct the calling of meetings of the Committee and preside at all such meetings at which he is present;
- iii. exercise a deliberative, and where necessary casting, vote on any motion before the meeting to ensure its resolution;
- iv. ensure that the decisions of the Committee are carried out expeditiously;
- v. ensure that The Branch and DFWA policy is promoted effectively and adhered to by the office bearers; and
- vi. allot duties to Committee members to ensure the proper and efficient conduct of the affairs of The Branch and ensure that they are carried out effectively.

b. **Vice President.** The Vice President shall:

- i. In the event of the absence of the President, preside at General and Committee meetings at which he is present.
- ii. As directed by the President:
 - (a) undertake representative tasks;
 - (b) take such general action as may be necessary to ensure the proper and effective management of The Branch; and
 - (c) ensure that The Branch and DFWA policy is promoted effectively and adhered to by the office bearers.

c. **Secretary.** The Secretary shall:

- i. be the Public Officer of The Branch and is responsible for the general administration. The Secretary may be assisted by other members as the Committee may decide;
- ii. record and keep minutes of the meetings of the Executive Committee, Annual General Meetings and Extraordinary General Meetings;
- iii. keep the Constitution current and have available a copy for inspection by members;
- iv. attend to all matters as directed by the Committee and also specified in the Constitution and the Act;
- v. notify members of the planned activities of The Branch;
- vi. keep and maintains all Branch administrative records (excluding financial records see Article 38); and
- vii. coordinate the Branch correspondence.

- c. **Treasurer.** The Treasurer shall:
 - i. keep the accounts of The Branch and be responsible for the prompt banking of all monies received and for such disbursements as necessary to maintain the operation of The Branch;
 - ii. as soon as possible after the thirtieth of June each year, prepare a Statement of Accounts and Balance Sheet as at that date and shall submit them and such other records as may be required for audit by the Honorary Auditor; and
 - iii. produce a statement of Receipts and Expenditure, Balance Sheet and a statement of budget performance for each Executive Committee meeting.

25. Frequency of Executive Committee Meetings, and Quorum

- a. The Committee shall meet at least six times in each period of twelve months at such place and time as the Committee may determine.
- b. Additional meetings of the Committee may be convened by the President or by any two members of the Committee.
- c. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least seven days (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.
- d. Notice of a meeting given under Article 25.b. shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- e. A quorum for a meeting of the Committee shall consist of the President or Vice President or Secretary and at least three committee members personally present.
- f. No business shall 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, or, if there is no urgent business the meeting may be abandoned.
- g. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- h. At a meeting of the Committee:
 - i. The President shall preside, or in the President's absence, the Vice-President.
 - ii. If the President and Vice-President are absent, one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

26. Voting and Decisions at Executive Committee Meetings

The rules governing voting and decisions are:

- a. Matters arising at a meeting of the Committee shall be determined by a simple majority of the votes of members at the meeting.
- b. Each entitled member present at a meeting of the Committee is entitled to one vote but, in the event of a tied vote, the person presiding may exercise a second or casting vote.
- c. Subject to Article 25.e. (quorum), the Committee may act notwithstanding any vacancy on the Committee.
- d. Anything done by the Committee is valid notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

27. Electronic Polling

- a. In the event of any proposal or motion arising which requires an early decision by 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 cannot 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 in to the minutes of the next committee meeting.

28. Patrons

The Branch may invite distinguished Australians residing in the State of WA to be Patrons or Vice-Patrons of The Branch. The selection of proposed patrons or vice-patrons will be made by the Executive Committee.

GENERAL MEETINGS

29. Annual General Meetings

- a. The Branch shall convene an Annual General Meeting of its members at least once in each calendar year and within the period of three months after the expiration of each financial year of The Branch.
- b. The AGM of The Branch shall, subject to Article 29.a. be convened on such date and at such place and time as the Executive Committee thinks fit.
- c. In addition to any other business which may be transacted, the business of an Annual General Meeting shall be:

- i. To confirm the minutes of the last preceding Annual General Meeting.
- ii. To receive Committee reports upon the activities of the Association during the last preceding financial year and the audited accounts and Balance Sheet as at 30 June of that year.
- iii. To elect office bearers of the Branch and ordinary members of the Executive Committee:
- iv. To appoint an honorary Auditor.

30. Extraordinary General Meetings

An Extraordinary General Meeting may be called at the discretion of the Executive Committee. Alternatively, the Secretary will call such a meeting if he has received a demand, in writing, signed by the lesser of ten members or ten per cent of members entitled to vote at such a meeting.

31. Rules of Procedure - Meetings

- a. All general meetings of The Branch shall be called by notice, which would normally be in the form of a flyer inserted in the Association's journal. Such notice shall be in the hands of members entitled to attend that meeting at least 14 days prior to the date on which the meeting is to be held.
- b. An agenda shall be distributed with the notice convening the meeting.
- c. All resolutions to be made shall be in writing and signed by the proposer and seconder.
- d. No resolution, other than one arising from discussion at the meeting, shall be submitted unless notice of it has been lodged with the Secretary at least 14 days before the date of the meeting and circulated by him to the members concerned.

32. Rules of Procedure - Quorum

- a. At General Meetings 10 members entitled to vote, including at least two Executive Committee members, shall constitute a quorum.
- b. If within half an hour of the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in all other cases shall stand adjourned to a date to be advised by the person presiding at the meeting. If at the adjourned meeting a quorum is not present within half an hour of the appointed time for the meeting, the members present, not being less than four shall constitute a quorum.

33. Rules of Procedure - Voting

- a. Special resolutions which relate to altering the objects of The Branch, altering the Constitution of The Branch or changing the name of The Branch require at least 21 days' notice of intention to propose as a special resolution (i.e. require passing by at least three quarters of those entitled to vote) in accordance with The Act.
- b. Unless otherwise prescribed by these Articles, all other resolutions shall be decided on a simple majority of the votes cast legally.
- c. Voting, shall be by show of hands or on the voices unless these Articles otherwise require or the Chairman directs that, on an issue of particular sensitivity, a secret ballot shall be taken.
- d. No member can demand a poll be taken on any resolution however the meeting, by a simple majority of those members attending entitled to vote, may require that one be taken.

MISCELLANEOUS

34. Alteration of Objects and Constitution

This Constitution may be amended by special resolution at the Annual General Meeting, or an Extraordinary General Meeting of The Branch provided that notice of the proposed amendments shall have been included in the notice calling the meeting.

35. Registration

- a. The Branch shall be registered with the Australian Taxation Office and obtain an Australian Business Number (ABN).
- b. The Branch shall apply to register with the Australian Taxation Office as a Deductible Gift Recipient (DGR). (See Article 39.).

36. Income

- a. The funds of The Branch shall be derived from membership subscriptions, life membership subscriptions and donations.
- b. All monies received by The Branch shall be deposited as soon as practicable and without deduction to the credit of The Branch's bank account.
- c. Nothing prevents the payment of reasonable and proper remuneration to any officer, member, or servant of The Branch, in return for services rendered to The Branch, including interest at a rate not exceeding bank rates and rent not exceeding commercial rates for any property demised or let to The Branch.

- d. Notwithstanding the provisions of 36.c. above, 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.
- e. Payments made pursuant to 36 c and d above must be authorised by resolution of the association.

37. Funds of the Branch

- a. The Treasurer shall cause proper books of account to be kept with respect to all sums of money received and expended and the matters in respect of which such receipts and expenditure take place.
- b. All funds belonging to The Branch or received by the Treasurer shall be deposited in one or more bank accounts in the name of the Defence Force Welfare Association (WA Branch) Incorporated and such funds may be withdrawn from such accounts only with authorisation signed by any two members so authorised by the Executive Committee. The names of such authorised officers shall be recorded in the minutes of the appropriate Executive Committee Meeting of The Branch.
- c. All funds belonging to The Branch or received by the Treasurer shall be deposited in one or more bank accounts in the name of the Defence Force Welfare Association (WA Branch) Incorporated. The Treasurer is authorised to withdraw money to pay accounts from the cheque account by authorised cheque or electronic funds transfer, and report such withdrawals to the next Branch Committee meeting. Withdrawal from other accounts only by authorisation signed by any two members so authorised by the Executive Committee. The names of such authorised officers shall be recorded in the minutes of the appropriate Executive Committee Meeting of The Branch.

38. Accounts and Records

- a. The Treasurer is to ensure that true accounts be kept of the sums of money received and expended by The Branch and the matter in respect of which such receipts and expenditure take place and of the assets and liabilities of The Branch.
- b. Annual accounts of The Branch are to be examined by the auditor, duly appointed by The Branch, at least one month prior to the AGM of The Branch.
- c. The financial year of The Branch shall conclude on the 30th day of June in each year.
- d. The Treasurer shall cause proper books of accounts to be kept with respect to:
- i. all sums of money received and expended by The Branch and the matter in respect of which the receipt and expenditure takes place;
 - ii. all sales and purchases of goods by the Branch; and

- iii. the assets and liabilities of The Branch.
- e. All financial record books, accounts and related documents relevant to The Branch shall be kept in the Treasurer's custody.
- f. The records, books and other documents of The Branch shall be open to inspection, free of charge by any member of The Branch at any reasonable hour (see Articles 13b and 22b).
- g. The following documents are to be presented at the AGM of The Branch and shall be available to all persons attending a meeting of The Branch:
 - i. a copy of every Balance Sheet (including every document required by law to be annexed thereto);
 - i. Income and Expenditure Statements; and ii. a copy of the Auditor's Report.

39. 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. Donations specifically designated by donors for the Relief Trust 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. However the National Executive may require that at the end of each quarter, viz September, December, March and June, in each year, The Branch to forward to the National Treasurer an amount equal to a proportion as determined by National Executive of such donations received in the preceding three months, for use by the National Office.
- d. The Branch is to apply for registration as Deductible Gift Recipients (DGR bodies) so that tax deductibility may be afforded to donors (see Article 35.).

40. 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 the National Executive, National Executive 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 National Annual General Meeting or a National Special General Meeting.
- b. The Branch has the right to not comply with such resolutions but it must give the reasons in writing for consideration by the National Executive.

41. By-Laws

- a. The Executive Committee shall have power to make from time to time such by-laws as are in its opinion 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 a resolution of the Executive Committee.
- c. A by-law shall not be inconsistent with this Constitution or the Act.
- d. All by-laws will be promulgated to all Branch members by way of insert in the Association's journal.
- e. By-laws may also be in the form of a Policy Handbook or Statement.

42. Dispute Resolution

- a. Should disputes arise between members (in their capacity as members) of The Branch, and between members and The Branch or any other Branch, the parties must endeavour to settle any dispute by mediation.
- b. Such mediation is to be conducted by a mediator who is independent of the parties and appointed by agreement of the parties or, failing agreement within seven days of receiving any party's notice of dispute, by a person appointed by the President of the WA Chapter of the Association of Dispute Resolvers (LEADR). In this case the LEADR Mediation Rules shall apply to the mediation.

43. Notices

- a. A notice may be given by The Branch to a member either personally or by sending it to them at the address as recorded in The Branch membership register. Unless otherwise provided in these Articles where a notice is sent by prepaid post, service of the notice is deemed to have been effected two clear working days after its posting.
- b. Notice of every AGM of The Branch shall be given in the manner hereinbefore authorised to all members of The Branch and to the Auditor for the time being of The Branch.

44. Dissolution

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.

45. Distribution of surplus property on winding up of Association

If upon the winding up or dissolution of the Branch there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another

association incorporated under the Act in Western Australia which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

46. Common Seal

The Common Seal shall be kept in safe custody by the Secretary. It is not to be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signature of two (2) members of the Executive Committee.