



The  
**Constitution**  
of  
Defence Force Welfare Association National Incorporated  
(ABN 49 929 713 439)

Incorporating amendments up to 19 November 2018

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# PRELIMINARY

## 1. Scope / Name

- a. The name of the Organisation is the Defence Force Welfare Association National Incorporated.
- b. So far as is permitted by law, and unless it is incapable of application, the short title of the Defence Force Welfare Association National Incorporated is DFWA National.
- c. Subject to the provisions of Article 4, the name of the Australia-wide organisation consisting of DFWA National and the separately incorporated State and Territory Branches, is the Defence Force Welfare Association (short title DFWA).
- d. Where applicable and where not inconsistent with the legal requirements of the individual jurisdictions, this Constitution also guides the operations of the separately incorporated Branches of the DFWA.

## 2. Interpretation

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

**'ADF'** means the Australian Defence Force.

**'AGM'** means the Annual General Meeting of DFWA National or a Branch convened in accordance with this Constitution or the Constitution of a Branch.

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

**'ARB'** means Australian Registrable Body

**'Article'** means an article of this Constitution.

**'Books of Account'** may include computerised accounting records.

**'Branch'** means a Branch of DFWA established in a State or Territory of the Commonwealth.

**'Branch Committee'** means the committee of management of a Branch of DFWA (if and as applicable – see also 'Executive Committee').

**'DFWA'** means the Australia-wide organisation consisting of DFWA National and the separately incorporated State and Territory Branches.

**'DFWA National'** is the short name of the Defence Force Welfare Association National Incorporated.

**'Executive Committee'** means the committee of management of a Branch of DFWA (if and as applicable – see also 'Branch Committee').

**'Executive Director'** means the person holding the office of secretary of DFWA National.

**'Financial Year'** means the year ending 30 June.

**'Member'** or **'members'** are defined by their category of membership in Articles 6-14.

**'Model Rules'** means the rules for incorporated associations as contained in the ACT Associations Incorporation Regulation 1991.

**'National Executive'** means the committee of DFWA National.

**'National Office'** means the administrative office of DFWA National.

**'NATEX'** is the short title of the National Executive.

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

**‘Office-bearer’** refers to a person holding the position of National President, Deputy National President, National Vice-President, Executive Director or National Treasurer in DFWA National.

**‘Ordinary member of the National Executive’** means a member of the National Executive who is not an office-bearer of DFWA National.

**‘Ratification’** refers to the affirming by way of ordinary resolution of NATEX of an appointment made by the National President in accordance with the powers of that office.

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

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

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

**‘The Act’** or **“the Act”** means the ACT Associations Incorporation Act 1991.

**‘Virtual Membership’** means on-line membership.

- 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 where the function is a duty, includes 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 and vice versa.
- c. Questions of interpretation shall be resolved by special resolution of the National Executive (see Articles 34.b and 52) whose rulings shall be promulgated to Branches and shall be binding.

### **3. Objects**

- a. The object for which DFWA National (and by extension, the DFWA as a whole) is established is to foster the best interests and welfare of members of the Australian Defence Force and their families in any matter likely to affect them during or after their period of service.
- b. The object of DFWA National shall be deemed to include:
  - i. to advise or assist any serving, post service or retired member of the Australian Defence Force or their families as required, in matters affecting their welfare, free of charge to the member.
  - 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 DFWA National or DFWA;
  - iii. the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects of DFWA National or DFWA;
  - iv. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects of DFWA National or DFWA;

- v. the taking of such steps as may be deemed necessary or expedient for the purpose of procuring contributions to the funds of DFWA National or DFWA 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 DFWA National or DFWA;
  - 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 DFWA National by giving mortgages, charges or securities upon or over all or any of the real or personal property of DFWA National;
  - viii. subject to the provisions of the Trustee Act 1957 (ACT) the investment of any monies of DFWA National not immediately required for any of the objects of DFWA National in such manner as may be determined;
  - ix. when approved by the National Executive, the making of gifts, subscriptions or donations to funds, authorities or institutions having similar objects as DFWA;
  - x. when approved by the National Executive, the establishment, support or aiding in the establishment or support of any other Association or Alliance of Associations formed for any of the objects of DFWA or having similar objects as DFWA.
- c. In accordance with Section 32 of The Act, any matter in relation to which the model rules 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.
  - d. A function, object, power or Article of this Constitution is of no effect if it is inconsistent with the Act or contrary to another law in force in the Australian Capital Territory.

#### 4. Composition of DFWA

- a. **Structure.** DFWA shall be an Australia-wide organisation consisting of DFWA National and the separately incorporated State and Territory Branches. DFWA National shall be an Australian Registrable Body (ARB) with an allotted Australian Registrable Body Number (ARBN), which will allow DFWA National to carry on business outside of the ACT.
- b. **Governance.** DFWA has the following managing bodies:
  - i. The National Executive is the committee of management of DFWA National and the DFWA.
  - ii. Branches are managed by the Executive or Branch Committee (as appropriate) of the Branch.
- c. **Administration.** DFWA National is administered from National Office in Canberra. Branches are administered from the place notified to the appropriate authority in the State or Territory in which they are incorporated.

## MEMBERSHIP

#### 5. Membership of DFWA National

The membership of DFWA National shall consist of members of the National Executive as per Article 24.a and Branch delegates in number according to Article 38.i. Affiliate and virtual members may also be members of DFWA National for administrative purposes, but have no rights to attend meetings of DFWA National or to vote.

## **6. Classes of Membership – DFWA**

- a. The following shall be the classes of membership of DFWA:
  - i. Ordinary Membership
  - ii. Associate Membership
  - iii. Honorary Membership
  - iv. Life Membership
  - v. Honorary Life Membership
  - vi. Virtual Membership
  - vii. Group Membership
  - viii. Affiliate Membership
- 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 16, which matter shall be finalised before the transfer can occur.

## **7. 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; and
  - ii. any person serving or having served in the Armed Forces of an allied country.
- b. 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 a Branch Secretary, who shall refer the application to the Executive/Branch Committee as soon as practicable.
- c. The Executive/Branch Committee will consider individual case applications on their merit, after which the Secretary shall, 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.
- d. An applicant shall become a member when his name is entered in the Register of Members in accordance with Article 15.
- 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.

## **8. Associate Membership**

- a. An Executive/Branch 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 DFWA and have participated in other appropriate activities of benefit to DFWA.

- b. Associate Membership is also open to children, step-children or wards of Ordinary Members at the discretion of Branches.
- c. An Associate Member may serve on sub-committees, but is not allowed to nominate for an executive position. They may not vote except on deliberations before the subcommittee of which they are a member.

#### **9. Honorary Membership**

- a. An Executive/Branch 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 DFWA 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 DFWA.
- b. An Honorary Member shall enjoy the privileges of membership prescribed by the relevant Branch Constitution except the right to vote at meetings or to hold office.

#### **10. Life Membership**

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

#### **11. Honorary Life Membership**

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

#### **12. 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.

#### **13. Group Membership**

- a. An Executive/Branch 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 National Executive.
- b. Group members cannot vote at meetings or hold office in DFWA National or DFWA Branches.



#### **14. Affiliate Membership**

- a. The Executive Director or an Executive/Branch Committee may recommend to the National Executive 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 ratified by an ordinary resolution at the Annual General Meeting of DFWA National.
- b. Affiliate members cannot vote at meetings or hold office in DFWA National or its Branches.
- c. Affiliates are to be encouraged to make specific provision for reciprocal affiliation in the Articles of their own organisation.
- d. Affiliate members shall have their membership recorded with an appropriate Branch or DFWA National and pay a fee as determined by the National Executive. Fees for Affiliate Members shall be collected by the sponsoring body, i.e. the Branch or DFWA National as appropriate.

#### **15. Register of Members**

- a. The Public Officer of each Branch shall establish and maintain a register of its members, specifying the name and address of each member together with the class of membership and the date on which the person became a member. This may be maintained on a computer data base.
- b. This register is to be kept at the registered office of the each Branch and shall be open to inspection, free of charge, by any member of DFWA at a reasonable hour.
- c. Similarly, the Public Officer of the DFWA National shall maintain a record of members of DFWA National.

#### **16. Membership – Resignation, Expulsion and Suspension**

- a. A member may leave DFWA at any time by sending a notice of resignation to their Branch Secretary.
- b. A member shall be deemed to have resigned should their subscription remain unpaid for a period of one year.
- c. Upon resignation, the Branch Secretary shall remove the member's name from the Membership Register, make an entry of the date on which the resignation was effective, and notify the resignation to the next meeting of the Executive/Branch Committee.
- d. Branches have 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 into disrepute, conviction of a criminal offence, and vexatious or disruptive behaviour at meetings or in the offices of DFWA.
- e. In the event of the conditions of 16.d. above becoming a matter for consideration, the procedure is as follows:
  - i. The member shall be advised by notice in accordance with 16.e.ii that their membership is to be considered by a meeting of the Executive/Branch 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/Branch Committee may determine for a specified period.
  - ii. Where the Executive/Branch Committee passes a resolution to consider the membership of a member, the Branch 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/Branch 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/Branch 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/Branch Committee at or prior to the date of that meeting written representation relating to the resolution.
- iii. Subject to the Act, section 50 (or the State/Territory equivalent), at a meeting of the Executive/Branch Committee convened under Article 16.e.ii, the Executive/Branch 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 Branch 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/Branch Committee may determine for a specified period.
- iv. Where the Executive/Branch Committee resolves to take action under Article 16.e.iii.(3), the Branch 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 17.
- v. A resolution by the Executive/Branch Committee to take action under Article 16.e.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) where 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 17.c.
- f. A resolution by an Executive/Branch Committee to expel or suspend a member pursuant to Article 16 e. iii. (3) which has taken effect by operation of Article 16 e. v. shall from that time also operate to remove the member from any Branch, Natex or DFWA National office which he might previously have held.

## **17. Right of Appeal of Disciplined Member**

- a. A member may appeal to the Branch in special general meeting against a resolution of a Executive/Branch Committee to take action against that member under Article 16.e.iii.(3) within 7 days after notice of the resolution is served on the member, by lodging with the Branch Secretary a notice to that effect.
- b. On receipt of a notice under Article 17.a. the Branch Secretary shall notify the Executive/Branch Committee which shall convene a special general meeting of the Branch to be held within 21 days

after the date on which the Branch Secretary received the notice or as soon as possible after that date.

- c. Subject to the Act, section 50 (or the State/Territory equivalent), at a special general meeting of the Branch convened under Article 17.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/Branch Committee under Article 16.e.iii.(3) should be confirmed or revoked.
  - iv. If the meeting passes a special resolution in favour of the confirmation of the resolution made under Article 16.e.iii.(3), that resolution is confirmed, otherwise it is revoked.
- d. This Article also applies to a member against whom an Executive/Branch Committee has made a resolution to expel or suspend that member as a consequence of misconduct in the member's capacity or in the performance of duties as a member of NATEX or DFWA National.

#### **18. Disciplinary Action Against a Member of NATEX or DFWA National.**

- a. Should an allegation of misconduct be made against a member and the allegation relates to the member's conduct in the performance of his duties or in his capacity as a member of NATEX or DFWA National, the procedure to be followed is as follows:
  - i. if NATEX, after considering the allegation of misconduct, passes a special resolution that the member's membership should be a matter for consideration by the member's Executive/Branch Committee under Article 16 d. the Executive Director, within 7 days of the date of that special resolution, shall forward to the member's Branch Secretary a request that the Executive/Branch Committee consider the membership of the member and including copies of the NATEX special resolution and all documents considered by NATEX in relation to the allegation;
  - ii. the Executive Director, within the same period, shall give written notification to the member of the special resolution by NATEX and the referral of the matter to the member's Executive/Branch Committee;
  - iii. immediately upon receipt of the request and documents referred to in sub-para i above, the Branch Secretary shall notify the Executive/Branch Committee which shall convene a special meeting of the Committee to be held within 14 days of the date of receipt by the Branch Secretary of that request or as soon as possible thereafter . The only business to be conducted at that special meeting shall be NATEX's request to consider the membership of the member;
  - iv. if, at the special meeting referred to in sub-para iii above, the Executive/Branch Committee passes a resolution to consider the membership of the member, the procedure prescribed in Article 16 e. ii. – v. (inclusive) shall then be followed and applied;
  - v. the Branch Secretary shall notify the Executive Director in writing of the decision of the Executive/Branch Committee special meeting referred to in sub-para iii above and of the result of any appeal by the member against a resolution of that special meeting to expel or suspend him from membership.
- b. The right of appeal given to members under Article 17 applies to a member of NATEX or DFWA National against whom a special resolution for expulsion or suspension from membership has been made by an Executive/Branch Committee.

**19. Office Bearers and Committee Members to Stand Aside When Under Consideration for Disciplinary Action.**

Where a member is notified under Article 16.e. that their membership is to be considered, and the member is an office bearer of DFWA National or a Branch, or holds a committee or sub-committee position in DFWA National or a Branch, then the member shall stand aside from any and all of those appointments pending the outcome of any action under Articles 16 and 17.

**20. Subscriptions**

- 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 31<sup>st</sup> December of that year.
  - ii. From Transition Seminars after 30th June, free membership until 31<sup>st</sup> 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.

**21. Membership Reports**

At the completion of each quarter ending March, June, September and December in each year, Branches are to forward to the National Office, and copy to each other Branch, a statement setting out their Branch membership, listing the number in each category of membership as well as total Branch membership, and any changes in each membership category during the quarter.

## **SPONSORSHIP**

**22. Corporate Sponsorship**

- a. 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 the National Executive. Corporate Sponsors are not members.

- b. Corporate sponsors shall have their fees collected and their status recorded by DFWA National.

## **THE NATIONAL EXECUTIVE**

### **23. Powers of the National Executive**

- a. The National Executive (NATEX) is the committee of DFWA National, in accordance with Section 60 of the Act.
- b. NATEX shall be subject to the Act, the Regulations, this Constitution and to any resolutions passed by DFWA National at a General Meeting. NATEX shall:
  - i. manage and control the affairs of DFWA National,
  - ii. guide the affairs of DFWA; and
  - iii. have the power to perform all such acts and to do all such things as appear to the National Executive to be necessary or desirable for the proper management of the affairs of DFWA National except where this Constitution requires a function or power to be exercised by a general meeting of members of DFWA National.

### **24. Composition**

- a. The National Executive shall consist of:
  - i. The National President
  - ii. The Deputy National President
  - iii. The National Vice Presidents
  - iv. The Immediate Past National President (as an ordinary member)
  - v. Branch Presidents (as ordinary members)
  - vi. The Executive Director (as a non-voting member)
  - vii. The National Treasurer
- b. The office-bearers of DFWA National are the National President, the Deputy National President, the National Vice Presidents, the Executive Director and the National Treasurer.

### **25. Election or Appointment of Office bearers**

- a. The AGM shall elect, in accordance with Article 30, duly nominated members to the following offices:
  - i. The National President and the Deputy National President, who shall hold office for two years.
  - ii. The National Vice-Presidents, who shall hold office for one year. The National President of DFWA shall recommend to the AGM the titles of the National Vice Presidents and nominate candidates for appointment.
  - iii. The National Treasurer, who shall hold office for two years.
- b. The Executive Director is to be a member of DFWA and shall be appointed by the NATEX on the recommendation of the National President.
- c. Branch Presidents shall be ordinary members of the National Executive, elected by their State Branch in accordance with their Constitution.

- d. The Immediate Past National President may serve ex-officio as an ordinary member for a term of two years after the end of his term unless he declines the position in writing or has been subject to action under Article 16 resulting in disciplinary action.
- e. No office bearer of DFWA National shall hold more than one office on the committee at any one time, but may act in a second office for such period as is required to fill a vacant office. The exception to this Article is that a member of the National Executive, not being the Executive Director or National Treasurer, may fill the office of Deputy National President.
- f. Each office bearer of DFWA National shall, subject to the Constitution, hold office until the conclusion of the Annual General Meeting appropriate to the term of appointment following the date of the member's election to the National Executive.
- g. Unless otherwise agreed by resolution at the AGM, the National President, the Deputy National President and the National Vice-Presidents shall not hold office for longer than two successive terms and, unless re-elected, shall relinquish their office on completion of the AGM.
- h. Save for the restriction at Article 25.g, all office bearers shall be eligible for re-election at the conclusion of the period for which they were elected.
- i. The National President may appoint persons, being members of DFWA, as National Vice-Presidents with functional or representative roles, such appointment being subject to ratification at the next AGM by way of election. Members so appointed will not hold voting rights until ratified by an AGM. This clause does not work to prevent nomination and ratification at the same AGM.
- j. Members appointed or elected to the National Executive shall be honorary officers, except that the AGM may approve a salary be paid to the Executive Director and other such operational office bearers as it deems fit.

## **26. Editor Camaraderie**

- a. The National President will appoint a member of DFWA to the position of Editor *Camaraderie* for a period of two years, subject to ratification at the next AGM. If no member of DFWA accepts the appointment, the National President may appoint an outside person to the position of Editor *Camaraderie* subject to ratification at the next AGM.
- b. The National President may also appoint an Assistant Editor *Camaraderie* under the same conditions as Editor *Camaraderie*.

## **27. Auditor**

- a. An Auditor for DFWA National shall be appointed by the Annual General Meeting. The Auditor so appointed shall have qualifications required by the Act.
- b. Branches shall appoint auditors in accordance with the requirements of their Constitutions and applicable Acts.

## **28. Honorary Advisers**

- a. The National President shall invite suitable qualified persons to accept appointments as Honorary Legal Adviser and Honorary Medical Adviser for a term of years to be determined at the time of appointment.
- b. Other Honorary Advisers may be appointed by the National President.

## **29. Casual Vacancies**

- a. Should a casual vacancy occur in any position on the National Executive (not being a Branch President) the National President may appoint a member of DFWA to fill the vacancy and to hold office until the conclusion of the next AGM.
- b. In the case of any of the events listed in Article 29.c. being applicable to the National President, the Deputy National President will fill the role of President until the next AGM. In the event of any of the issues listed in Article 29.c. being at the same time applicable to the Deputy National President, any one of the other members of the National Executive shall fill the role of National President in accordance with this Constitution and any relevant Branch Constitution.
- c. For the purpose of this Constitution a casual vacancy in the office of a member of the National Executive occurs if the member:
  - i. dies;
  - ii. ceases to be a member or is suspended from membership of DFWA;
  - iii. resigns office by notice in writing given to the Executive Director;
  - iv. is removed from office by a special resolution of the National Executive, and agreed by a special resolution at a special meeting of DFWA National;
  - 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 National Executive from three consecutive meetings of the National Executive;
  - vii. has directly or indirectly any conflict of interest in any contract or proposed contract with DFWA;  
or
  - viii. becomes a member of Parliament or formally nominates for such a position.
- d. If a casual vacancy occurs in the offices of the Executive Director or the National Treasurer, the National President shall appoint a new Executive Director or National Treasurer who must be an Ordinary Member of DFWA in good financial standing. The appointee shall hold the office as acting Executive Director or Acting National Treasurer with full powers and responsibilities of that office until the conclusion of the next AGM of DFWA National.

## **30. Election of Office Bearers - Process**

- a. The following governs the nomination and election of Office Bearers to the National Executive:
  - i. Nominees for election as Office Bearers must be financial members and not subject to proceedings under Article 16.
  - ii. Nominations shall be in writing, signed by two (2) members of DFWA and accompanied by the written consent of the candidate (which may appear as the candidate's signature on the nomination form).
  - iii. Nominations shall be delivered to the Executive Director not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.
  - iv. A candidate may be nominated for any position becoming vacant.
  - v. If insufficient nominations are received to fill all vacancies on the National Executive, the candidates nominated shall be deemed to be elected and further nominations shall be received at the AGM for the remaining vacant positions.

- vi. If insufficient further nominations are received, any vacant positions remaining on the National Executive shall be deemed to be casual vacancies.
- vii. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- viii. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- ix. The ballot process for the election of office bearers at the Annual General Meeting shall be at the discretion of the National Executive.

### 31. Duties of National Executive Office Bearers

- a. **National President.**<sup>1</sup> The National President shall:
  - i. take such general action as may be necessary to ensure the proper and effective management of DFWA National;
  - ii. direct the calling of meetings of the National Executive 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 National Executive are carried out expeditiously;
  - v. ensure that policy of DFWA National is promoted effectively and adhered to by DFWA Officers, Branches, delegates and representatives;
  - vi. allot duties to National Executive members to ensure the proper and efficient conduct of the affairs of DFWA National and ensure that they are carried out effectively; and
  - vii. not hold office concurrently with that as a member of the Executive/Branch Committee of a Branch. The election of a member of the Executive/Branch Committee of a Branch to the office of National President shall be deemed to be an immediate resignation by that member from any Executive/Branch Committee office.
- b. **Deputy National President.** The Deputy President shall deputise for the National President when required and as requested by the National President. The Deputy President shall preside at any meetings of DFWA in the absence of the National President.
- c. **National Vice-Presidents.** Vice-Presidents may be appointed by the National President in accordance with Article 25.i. to perform specific functions. They:
  - i. review, research and draft policy in functional areas; and
  - ii. may vote at meetings of DFWA National subject to the ratification of their appointment by the AGM.
- d. **Executive Director.** The Executive Director is the Public Officer of DFWA National and is responsible for the general administration of DFWA National. The Executive Director may be assisted by other members as the National Executive may decide. The Executive Director shall:
  - i. keep minutes of the meetings of the National Executive, Annual General Meetings and any Special General Meetings;
  - ii. keep the Constitution current and have available a copy for inspection by members; ensure that the requirements of ASIC are met with regard to DFWA National's registration as an Australian Registrable Body (ARB);

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<sup>1</sup> "National President" heading inserted for editorial and stylistic consistency.



- iii. attend to all matters as directed by the National Executive and also specified in the Constitution and the Act and as required by any other regulating bodies whose jurisdiction extends to DFWA National;
  - iv. notify members of the planned activities of DFWA National;
  - v. keep records of all appointments of office bearers and ordinary members of the National Executive; and
  - vi. not hold office concurrently with that as a member of the Executive/Branch Committee of a Branch. The appointment of a member of the Executive/Branch Committee of a Branch to the office of Executive Director shall be deemed to be an immediate resignation by that member from any Executive/Branch Committee office.
- e. **National Treasurer.** The National Treasurer shall:
- i. keep the accounts of DFWA National and be responsible for the prompt banking of all monies received and for such disbursements as authorised by the National Executive or at a meeting of DFWA National as necessary to maintain the operation of DFWA National (such authorisation should be as a minuted delegation of authority);
  - 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 Auditor;
  - iii. produce a statement of Receipts and Expenditure, Balance Sheet and a statement of budget performance for each meeting of the National Executive; and
  - iv. observe and perform the constitutional duties required and as listed at Articles 46-49.
- f. **Ordinary Members of the National Executive.** Ordinary Members of the National Executive shall assist the National President and the office bearers in the execution of the function of the National Executive as required.

### 32. Sub-Committees

The National Executive, any Branch Executive/Branch Committee (or an AGM of DFWA National by resolution) may appoint a sub-committee to inquire into, and report on, any matter before it and within its jurisdiction, subject to the provisions of this Constitution. These bodies may delegate to such a sub-committee the power to determine on its behalf any matter referred to it.

### 33. Patrons

- a. The National Executive, on the advice of the National President, may invite distinguished Australians to be Patrons of DFWA National.
- b. Branches may also appoint Branch Patrons.

## BRANCHES

### 34. Branches

- a. A Branch may be established in any of the States and Territories, and may establish sub-groups in regional areas. Each Branch is responsible for its own administration and for the proper conduct of its activities in furtherance of the objects of DFWA.

- b. Branches shall be incorporated within their jurisdictions and will forward to the Executive Director copies of their Constitution, Articles of Association and Certificates of Incorporation. Articles promulgated by Branches should not, where allowed by applicable laws, be inconsistent with this Constitution, which shall prevail in the case of dispute but only to the extent of the inconsistency. In the event of any substantial difference having arisen, the National Executive is to be advised to enable consideration of the implications and any necessary resolution of such differences.
- c. Each Branch shall elect an Executive or Branch Committee comprising a President, Secretary, Treasurer and such other members in accordance with its Constitution.
- d. The duties of Branch Officers shall be prescribed by the Constitution or Articles of the respective Branch.
- e. Copies of the audited Branch annual financial statements are to be forwarded to the Executive Director as soon as practicable after the audit is completed.

## **MEETINGS**

### **35. Frequency of National Executive Meetings and Quorum**

- a. The National Executive shall meet at least twice in each period of twelve months at such place and time as the National Executive may determine. One of these meetings shall be the AGM of DFWA National.
- b. Additional meetings of the National Executive may be convened by the National President or by any two members of the National Executive.
- c. Oral or written notice of a meeting of the National Executive, other than the AGM, shall be given by the Executive Director to each member of the National Executive at least 48 hours (or such other period as may be unanimously agreed upon by the members of the National Executive) before the time appointed for the holding of the meeting.
- d. Notice of a meeting given under Article 16.e. (consideration of a members membership) 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.
- e. At meetings of the NATEX six members entitled to vote shall constitute a quorum provided that, of that number, not less than three shall be Branch Presidents or their proxies and not less than three shall be members of NATEX not being Branch Presidents.
- f. No business shall be transacted by the National Executive 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 continue with those present constituting a quorum.
- h. At a meeting of the National Executive:
  - i. The President shall preside, or in the President's absence, the Deputy National President.
  - ii. If the President and Deputy National President are absent, one of the remaining members of the National Executive as may be chosen by the members present at the meeting shall preside.

### **36. Voting and Decisions at National Executive Meetings**

- a. Questions arising at a meeting of the National Executive 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 National Executive is entitled to one vote but, in the event of a tied vote, the person presiding may exercise a second or casting vote.
- c. The Executive Director is not entitled to vote.
- d. Anything done by the National Executive is valid notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the National Executive.

### **37. Electronic Meetings and Polling**

- a. In the event of any proposal or motion arising which requires an early decision by the National Executive, the National President may direct that an electronic poll be taken.
- b. Electronic polling cannot be used where this Constitution requires the proposal or motion to be passed by a special resolution unless a special resolution to allow the question to be decided by electronic poll has already been passed.
- c. The Executive Director is to forward the details of the proposal or motion to all National Executive 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 Executive Director, disseminated to all Branches and read into the minutes of the next general meeting of the National Executive.

### **38. Annual General Meetings**

- a. DFWA National shall convene an Annual General Meeting at least once in each calendar year and in accordance with the requirements of the relevant ACT legislation applicable for Associations.
- b. At the AGM six members entitled to vote shall constitute a quorum provided that, of that number, not less than three shall be Branch Presidents or Branch delegates and not less than three shall be members of NATEX not being Branch Presidents or Branch delegates.
- c. Branch AGMs must precede the AGM of DFWA National.
- d. The AGM of DFWA National shall be called by notice, which shall be in the hands of members entitled to attend that meeting at least fourteen days prior to the date on which the meeting is to be held.
- e. An agenda shall be distributed with the notice convening the meeting.
- f. All motions to be put to the AGM shall be in writing and signed by the proposer and seconder.
- g. Motions put to the AGM of DFWA National by Branches shall be certified by the Branch Secretary as being properly recorded in the minutes of the Branch Executive/Branch Committee meeting or Branch AGM.
- h. No motion, other than one arising from discussion at the meeting, shall be tabled unless notice of it has been lodged with the Executive Director at least twenty one days before the date of the meeting and circulated by him to the members concerned.
- i. The body of members entitled to vote at the AGM of DFWA National shall consist of the members of the National Executive (Article 24.a) and Branch delegates (who are additional to the Branch Presidents). The number of delegates a Branch is entitled to is calculated on the basis of Branch membership numbers, with one delegate from a membership in excess of 500 and one additional delegate for every 500 or part thereof for membership exceeding 1000.

- j. In the event of the Ordinary Members of a Branch falling below six in number, the Branch will forfeit its right to be represented or vote at National Executive Meetings or at the AGM of DFWA National.
- k. The AGM of DFWA National shall be convened on such date and at such place and time as the National Executive thinks fit.
- l. The business of the AGM is to include the following:
  - i. To confirm the minutes of the last preceding Annual General Meeting.
  - ii. To receive reports from each member of the National Executive, other than Branch Delegates, upon the activities of DFWA during the last preceding financial year.
  - iii. To receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, Section 73 (1).
  - iv. The National Treasurer's financial report shall include audited accounts and Balance Sheet as at 30 June of that year, and a proposed budget for the ensuing financial year.
  - v. To elect office bearers of DFWA National.
  - vi. To appoint an Auditor.

### **39. Special General Meetings**

- a. A Special General Meeting may be convened pursuant to action under Article 17 or at the discretion of the National Executive or by the Executive Director on the demand, in writing, signed by not less than 25% of the total number of members of DFWA being members entitled to vote at an AGM of DFWA National under Article 38.
- b. Delegates to Special General Meetings shall be members of DFWA National entitled to vote at an AGM of DFWA National under Article 38.
- c. Oral or written notice of a Special General Meeting of DFWA National shall be given by the Executive Director to each member of DFWA National at least 48 hours (or such other period as may be unanimously agreed upon by the members of DFWA National) before the time appointed for the holding of the meeting.
- d. Notice of a meeting given under Article 17.b (appeal by a disciplined member) 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.
- e. At Special General Meetings of DFWA National six members entitled to vote shall constitute a quorum provided that, of that number, not less than three shall be Branch Presidents or Branch delegates and not less than three shall be members of NATEX not being Branch Presidents or Branch delegates.

### **40. Branch Meetings**

Branch Executive Committees shall meet regularly throughout the year in accordance with the Constitution of the Branch.

### **41. Articles of Procedure – Meetings**

- a. All meetings of the NATEX, the DFWA National AGM and DFWA National Special Meetings shall be called by notice, which shall be in the hands of members entitled to attend that meeting in accordance with the timeframe specific to the type of meeting 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. No motion, other than one arising from discussion at the meeting, shall be tabled unless notice of it has been lodged with the Executive Director in accordance with the timeframe specific to the type of meeting before the date of the meeting and circulated by him to the members concerned.

#### **42. Articles of Procedure – Quorum**

- a. Quorums are specified at Articles 35.e, 38.b. and 39.e.
- b. If within half an hour of the appointed time for the commencement of a 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.
- c. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall continue with those present constituting a quorum.
- d. The quorum and quorum procedures for a Branch meeting shall be defined in the Constitution of that Branch.

#### **43. Articles of Procedure – Voting**

- a. Only members of DFWA being members entitled to vote at an AGM of DFWA National under Article 38 are entitled to vote at Special General Meetings of DFWA National.
- b. Motions that relate to altering the objects of DFWA National, altering the Constitution of DFWA National or changing the name of DFWA National require at least 21 days notice of intention to propose as a special resolution and require passing by at least three quarters of those present and entitled to vote, in accordance with Section 70 of the Act.
- c. Unless otherwise prescribed by these Articles, or Articles issued by Branches in extension of them, all other resolutions shall be decided on a simple majority of the votes cast legally.
- d. Each member present and entitled to vote at a meeting of DFWA is entitled to one vote but, in the event of a tied vote, the person presiding may exercise a second or casting vote.
- e. Voting, other than electronic polls, 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. Unless before or on the declaration of the vote a poll is demanded, a declaration by the person presiding that a resolution has been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the meeting, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against a resolution.
- f. 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.
- g. Branches may nominate a proxy for meetings of DFWA National if for any reason the Branch President or Branch delegate is unable to be present. Branches must ensure that the proxy is fully briefed on the agenda and has the appropriate authority to act for the Branch President or Branch delegate. The Executive Director must be notified in writing of the appointment of a proxy.

## MISCELLANEOUS

### 44. Alteration of Objects and Constitution

- a. This Constitution may be amended by special resolution at the Annual General Meeting, or a Special General Meeting of DFWA National provided that notice of the proposed amendments shall have been included in the notice calling the meeting.

### 45. Registration

- a. DFWA National shall be registered with the Australian Securities and Investments Commission as an Australian Registrable Body (ARB) and obtain an Australian Registrable Body Number (ARBN) under the Corporations Act 2001.
- b. For the purpose of this registration the Directors of DFWA National shall be the National President, the Executive Director and the National Treasurer of DFWA.
- c. DFWA National and its Branches shall individually apply to register with the Australian Taxation Office as a Deductible Gift Recipient (DGR) so that tax deductibility may be afforded to donors.

### 46. Income

- a. The funds of DFWA National shall include income derived from capitation fees and donations received from the Branches (Articles 20 and 49 refer) and, subject to any resolution passed at the AGM of DFWA National, such other sources as the National Executive determines.
- b. All monies received by the DFWA National shall be deposited as soon as practicable and without deduction to the credit of a DFWA National bank account.
- c. DFWA National shall as soon as practicable after receiving any monies, issue an appropriate receipt.
- d. The income and property of DFWA National, whencesoever derived, shall be applied solely toward the objects of DFWA set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the membership of DFWA.
- e. Nothing prevents the payment of an honorarium or of reasonable and proper remuneration to any officer, member, or servant of DFWA, in return for services rendered to DFWA, including interest at a rate not exceeding bank rates and rent not exceeding commercial rates for any property demised or let to DFWA and as agreed by resolution at the AGM. Members of DFWA shall not receive remuneration for any office or position held in DFWA unless such a position is a salaried position. Direct expenses can be reimbursed in money or money's worth.

### 47. Funds of DFWA National

- a. All funds belonging to DFWA National shall be deposited in one or more bank accounts in the name of the Defence Force Welfare Association National Incorporated.
- b. Except if allowed for in Article 47c, such funds may only be withdrawn from such accounts with authorisation signed by any two members authorised by the National Executive. The names of such authorised officers shall be recorded in the minutes of the appropriate meeting of DFWA National.
- c. However nothing in Articles 47.a and 47.b precludes the use of electronic banking. Individual electronic banking transactions can be made by one member (generally the National Treasurer) up to an amount approved by the National Executive or in accordance with procedures approved by the National Executive.

- d. Branches are responsible for the proper management of their funds.

#### **48. Accounts and Records**

- a. The National Treasurer is to ensure that true accounts are kept of the sums of money received and expended by DFWA National and the matter in respect of which such receipts and expenditure take place and of the assets and liabilities of DFWA National.
- b. Annual accounts of DFWA National are to be examined by one or more properly qualified auditors at least one month prior to the AGM of DFWA National.
- c. The financial year of DFWA shall conclude on the 30th day of June in each year.
- d. The National Treasurer shall cause proper books of accounts to be kept with respect to:
  - i. all sums of money received and expended by DFWA National and the matter in respect of which the receipt and expenditure takes place;
  - ii. all sales and purchases of goods by DFWA National; and
  - iii. the assets and liabilities of DFWA National.
- e. All financial record books, accounts and related documents relevant to DFWA National shall be kept in the National Treasurer's custody.
- f. Except as detailed in Article 48.e, the Public Officer shall keep in her custody or under her control all other records, books and other documents relating to DFWA National.
- g. The records, books and other documents of DFWA National shall be open to inspection, free of charge by any member of DFWA at any reasonable hour (see Article 15).
- h. The following documents are to be presented at the AGM of DFWA National and shall be sent to all persons entitled to receive notice of the AGM not less than fourteen days before the date of the meeting;
  - i. a copy of the annual Balance Sheet (including every document required by law to be annexed thereto);
  - ii. a copy of the annual Income and Expenditure Statements; and
  - iii. a Budget showing targets for the forthcoming year and the budgeted results for the previous year; together with a copy of the Auditor's Report.
- i. A financial statement comprising an Income and Expenditure account shall be presented at any meeting additional to the AGM of DFWA National or to a meeting of the NATEX if specifically requested seven days before the date of that meeting by the National President or any two Branch Presidents.

#### **49. 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 Fund shall be passed to the National Treasurer who will acknowledge and receipt accordingly.
- c. At the end of each quarter, viz 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 donations received in the preceding three months.

- d. Other non-specified donations received by DFWA shall be used as deemed appropriate by the receiving Branch or National Office.

#### **50. 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, the 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 Annual General Meeting or a Special General Meeting of DFWA National.
- b. Branches have the right to not comply with such resolutions but must give their reasons in writing for consideration by the National Executive.

#### **51. By-Laws**

- a. The National Executive 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 DFWA National'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 National Executive and ratified at the next AGM of DFWA National, notwithstanding that the by-laws may be put into effect before ratification.
- c. A by-law shall not be inconsistent with this Constitution.
- d. All by-laws will be promulgated to all Branches who will advise Branch members by way of insert in 'Camaraderie'.
- e. By-laws may also be in the form of a Policy Handbook or Statement.

#### **52. Dispute Resolution**

- a. Should disputes arise between members (in their capacity as members) of DFWA, and between members and DFWA (including Branches), 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 Chair of LEADR, ACN 008 651 232, or the Chair's designated representative. In the latter case the LEADR Mediation Articles shall apply to the mediation.
- c. It is a condition precedent to the right of either party to commence arbitration or litigation other than for interlocutory relief that it has first offered to submit the dispute to mediation.

#### **53. Notices**

- a. A notice may be given by any body of DFWA to a member either personally or by sending it to them at the address as recorded in DFWA National/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 DFWA National shall be given in accordance with Article 38 to each State Branch and to all members of the National Executive and to the Auditor for the time being of DFWA National.
- c. State Branches shall pass the notice of the AGM to Branch Delegates.



- d. No other person or member of DFWA shall be entitled to receive a notice of the AGM of DFWA National.

#### **54. Dissolution**

- a. The liability of a member of DFWA National to contribute towards the payment of the debts and liabilities of DFWA National or the cost, charges and expenses of the winding up of DFWA National is limited to the amount, if any, unpaid by the member in respect of membership of DFWA National.
- b. If, upon the winding up of DFWA National, there remains after satisfaction of its debts and liabilities any property, such property shall, subject to any trust affecting it or any part of it, vest in another association (whether incorporated or not) which complies with the relevant provisions of the Act and which, prior to the winding up of DFWA National, has been nominated by special resolution of the members entitled to vote at the AGM of DFWA National to be the donee of such property.
- c. If, upon the winding up of a Branch, there remains after satisfaction of its debts and liabilities any property, such property shall, subject to any trust affecting it or any part of it, vest in DFWA National and the Constitution of each Branch shall provide accordingly. If, after a Branch is wound up, it is subsequently re-established, the National Executive may approve a monetary grant to that Branch, the amount of such grant not to exceed the value of property vested in DFWA National on the earlier winding up of that Branch, unless the AGM of DFWA National by special resolution approves a grant of a larger amount.

#### **55. Common Seal**

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

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## AMENDMENT HISTORY

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Date of Effect	Details
01 Feb 2012	DFWA National Constitution Complete Revision
19 Nov 2018	<b>Article 21 – Membership Reports</b> Annual General Meeting 19 November 2018: Motion 21 – Membership Reports.

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