



**CONSTITUTION OF
THE VIETNAM VETERANS ASSOCIATION OF AUSTRALIA
SUNSHINE COAST SUB-BRANCH INCORPORATED**

Effective 19 May 2015

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This document is to be read in conjunction with but not limited by;

The Constitution of the Vietnam Veterans Association of Australia National Council Inc.

The Policy Handbook of the Vietnam Veterans Association of Australia National Council Inc.

The Constitution of the Vietnam Veterans Association of Australia Queensland Branch Inc.

The By-Laws of the Vietnam Veterans Association of Australia Sunshine Coast Sub-Branch Inc.

The Associated Publications of;

The Associations Incorporation Act 1981

The Associations Incorporation Regulation 1999

Name

The name of the organisation is, Vietnam Veterans Association of Australia Sunshine Coast Sub-Branch Inc. and any Trading Name that may be approved by the Sub-Branch from time to time and incorporated in its By-Laws.

Interpretation**In this Constitution and supporting By-Laws:**

Act means, the Associations Incorporation Act 1981.

SB means, Vietnam Veterans Association of Australia Sunshine Coast Sub-Branch Inc.

SBMC means, SB Management Committee.

The SBMC is as constituted in the By-Laws

SB Executive means, the President, two Vice-Presidents, Secretary, and Treasurer of the SB, as a corporate body.

VVAAQLD means, Vietnam Veterans Association Australia Queensland Branch Incorporated.

VVAA means, Vietnam Veterans Association of Australia National Council Incorporated.

By-Laws means, the By-Laws of the SB as they exist at the time.

Present means, attendance at any meeting of the SB or any of its Committees, either in person or by any electronic means agreed to by the SBMC.

CLAUSES

1. **Financial Year**

The Financial year for the SB is from 1st January to 31st December of each year, both dates being inclusive.

2. **SB Office**

The office of the SB shall be situated at such place on the Sunshine Coast as the SB may from time to time determine.

3. **Object (Mission)**

The mission of the SB is to assist all members of VVAA, serving and former Defence Force personnel, peacekeepers and peacemakers, their dependents and descendants, in all matters relating to their health, welfare and wellbeing.

4. **Powers**

The powers granted to members and Office Holders of the SB to act on behalf of the SB are as defined in the By-Laws.

5. **Operations**

- (a) The SB must elect a SBMC and work within the framework of the VVAA and VVAAQLD Constitutions, and the Act.
- (b) The SB, when required by the VVAAQLD, must offer all of its books of accounts, minutes and any other returns requested, for inspection.
- (c) The elected President of SB is a member of the State Management Committee and may be represented by another member of the SB if approved by the SB. This person is not a proxy, and is the voting representative of the SB at the SMC.
- (d) The SB shall forward to the VVAAQLD Secretary a copy of its Annual Report and Balance Sheet not later than sixty days after the close of the calendar year.
- (e) The SB requires a minimum of seven members to maintain its status as a Sub- Branch.

6. **Membership of SB**

- (a) Application for membership of the SB shall be in the form specified in the By-Laws.
- (b) Qualification for the appropriate category of membership of the SB is as defined in the By-Laws.
- (c) Category of membership within the SB is as defined in the BY-Laws.

7. **Membership fees**

Membership fees applying to each category of member shall be as set forth in the SB By-Laws.

8. **Admission or rejection of new members**

An application for new membership of the SB shall be determined in accordance with the procedure as set out in the By-Laws.

9. Termination of membership

Resignation from the SB, and termination of membership of the SB, shall be in accordance with the procedure as set out in the By-Laws.

10. Grievance resolution procedure

A grievance of any kind that is felt by any member shall be resolved in accordance with the procedure as set out in the By-Laws.

11. Appeal against termination, or refusal of, membership

An appeal against termination of, or refusal of, Membership, shall be in accordance with the procedure as set out in the By-Laws.

12. Register of members

A register of members shall be maintained in a form and manner as described in the SB By-Laws.

13. SB Secretary

(a) Appointment or Election of the SB Secretary

The SB Secretary must be a member of the SB and be elected as the SB Secretary at an Annual General Meeting or;

(1) Any of the following persons appointed by the SB as Secretary:

- (i) A member of the SBMC.
- (ii) Any other member of SB.
- (iii) Any another person.

(b) If a vacancy happens in the office of SB Secretary, the members of the SBMC must ensure a Secretary is appointed or elected within one (1) month after the vacancy occurs.

(c) If the SBMC appoints a person mentioned in clause 13 (a) (1) (ii) as Secretary, the person becomes a member of the SBMC and the Executive.

(d) If the SBMC appoints a person mentioned in clause 13 (a) (1) (iii) as Secretary, the person does not become a member of the SBMC or of the Executive.

(e) Removal of the SB Secretary

(1) The SBMC may at any time remove the secretaryship from a person appointed by the SBMC as the SB Secretary.

(2) If the SBMC removes the secretaryship from the SB Secretary, who is a person mentioned in clause 13 (a) (1) (i), the person remains a member of the SBMC.

(3) If the SBMC removes the secretaryship from the SB Secretary who is a person appointed under clause 13 (a) (1) (ii), the person does not remain a member of SBMC.

(f) **The SB Secretary's functions** include, but are not limited to:

- (1) The calling of the SBMC meetings and other SB meetings.
- (2) The preparation of notices of a meeting and of the business to be conducted at the meeting, in consultation with the SB President.
- (3) The keeping of minutes of each meeting.
- (4) The keeping of copies of all correspondence, documents, and instruments and

securities of title relating to the SB.

14. Membership of the SBMC

- (a) Membership of the SBMC is as constituted in the By-Laws.
- (b) Qualifications for membership of SBMC are as set out in the BY-Laws.

15. Election of the SB Management Committee and office-bearers

Election of the SB Management Committee and office-bearers shall be in accordance with the By-Laws.

16. Qualification for candidature for the SB Committee and office bearers

Qualification for candidature of the SB Committee and office bearers shall be as described in the By-Laws.

17. SBMC functions

The authority of the SBMC to delegate, interpret and exercise the powers of the SB, are as set out in the By-Laws.

18. Role of Executive

The role of the SB Executive is as set out in the By-Laws.

19. Funds and accounts

- (a) SB funds must be kept in an account in the SB's name in a financial institution approved by the SBMC.
- (b) Records and accounts must be maintained in the English language and show full and accurate particulars of the SB's financial affairs.
- (c) All money received must be deposited in the SB's financial institution account as soon as practicable after receipt.
- (d) Any payments of \$100 or more paid by the SB must be made by cheque or electronic means approved by the SBMC.
- (e) All cheque payments require two signatories, at least one of whom must be the President, Secretary, Treasurer or Office Manager. The second signatory may be any other SB Executive member.
- (f) All cheques must be crossed as "not negotiable".
- (g) A petty cash account must be kept on the impress system. The amount of the petty cash at any time is that approved by the SBMC.
- (h) All expenditure must be approved or ratified at a SBMC meeting and at the following General Meeting.
- (i) SB assets and income shall be used solely in furtherance of its objects and powers and no portion shall be distributed directly or indirectly to SB members except as bona fide compensation for services rendered or expenses incurred on the SB's behalf. Under exceptional circumstances which would impact deleteriously on the welfare of a member, their dependants and or descendants, repayable loans may be made to any of them at the discretion of a majority of the SB Executive.
- (j) On SBMC's behalf, the Treasurer must, as soon as practicable after the last date of each financial year, ensure that an audited statement for its last reportable financial

year is prepared and submitted to the Annual General Meeting, with a copy forwarded to the Office of Fair Trading (OFT) and VVAAQLD.

(k) The financial standing of the SB may be audited by the SB's appointed auditor on a quarterly basis or sooner at the direction of the SBMC.

20. Resignation, removal, or vacation of office by a SBMC member

Resignation, removal, or vacation of office by a SBMC member shall be in accordance with the procedure as set out in the By-Laws.

21. Vacancies on SBMC

Vacancies on the SBMC shall be filled in accordance with the procedure as set out in the By-Laws.

22. Meetings

The meetings to be held by the SB are:

(a) Annual General Meeting.

- (1) The Annual General Meeting must be held within six (6) months after the last date of the SB's reportable financial year.
- (2) The business to be conducted at the Annual General Meeting is:
 - (i) The receipt of the audited financial statements for the last financial year.
 - (ii) The receipt of the Auditor's report on the financial affairs of SB for the last financial year.
 - (iii) The presentation of the audited financial statements to the meeting for approval and adoption.
 - (iv) The receipt of reports.
 - (v) The election of the members of the SBMC.
 - (vi) The election of other Office Bearers.
 - (vii) The appointment of an auditor.
 - (viii) The appointment of a solicitor.

(b) Special General and SBMC Meetings.

- (1) The SB Secretary must call a Special General Meeting or Special SBMC meeting by giving each SB member or SBMC member notice of the meeting within 14 days after:
 - (i) Being directed to call the meeting by the President or,
 - (ii) Being given a written request signed by: (i) at least 33% of the number of members of SB or SBMC when the request is signed or,
 - (iii) Having been given a written notice of an intention to appeal against a decision of the SBMC to reject an application for membership, or to terminate a person's membership of office.
- (2) A request mentioned in clause 24 (b) must state:
 - (i) Why the Special General Meeting is being called and:
 - (ii) The business to be conducted at the meeting.
- (3) A Special General Meeting must be held within 3 months after the SB Secretary is:
 - (i) Directed to call the meeting by the President or,
 - (ii) Given the written request mentioned in clause 24 (b) (1) (ii) or,
 - (iii) Given the written notice of an intention to appeal mentioned in clause 24 (b) (1) (iii).
- (4) If the SB Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

(c) SBMC Meetings

- (1) The SBMC may conduct its proceedings as it considers appropriate.
- (2) The SBMC must meet at least once every quarter to exercise its functions.
- (3) The SBMC may decide on how a meeting is to be called.
- (4) Notice of a SBMC meeting is to be given in a manner decided by the SBMC.
- (5) The SBMC may hold meetings and permit SBMC members to take part in SBMC meetings via any technology that reasonably allows the members to participate fully in discussions.
- (6) SBMC members who participate in the meeting as mentioned in clause 24 (c) (5) are deemed to be present at the meeting.
- (7) A question arising at a SBMC meeting is to be decided by a majority vote of SBMC members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of SBMC must not vote, unless otherwise agreed to by a majority of the SBMC members present, on a question regarding a contract or proposed contract with SB if the member has an interest in the contract or proposed contract and, if the member is not permitted to vote and does vote, the member's vote must not be counted.
- (9) The President is to preside as Chairperson at SBMC meetings.
- (10) If the President is not present within 10 minutes after the time fixed for a SBMC meeting, the members may choose one of their numbers to preside as Chairperson at the meeting.
- (11) The SB Secretary is to call a SBMC meeting at least once every quarter.
- (12) The SB Secretary must give at least 30 days notice of a SBMC meeting to each member of the Committee.
- (13) If the SB Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (14) The SBMC may decide on the manner in which the notice must be given.
- (15) The notice of a SBMC meeting must state the business to be conducted at the meeting.
- (16) Notice of the following meetings, however, must be given in writing:
 - (i) A meeting called to hear and decide the appeal of a person against SBMC decision to reject the person's application for membership of SB or
 - (ii) To terminate the person's membership of SB.
 - (iii) A meeting called to hear and decide a proposed special resolution of SB.

(d) SB General Meetings

SB General Meetings are to be held once a month (except January, during which a meeting is not held) on a day and time as decided by the SB and are to be advertised in the SB newsletter "Ricochet", which is issued to all SB members.

(e) Appointment and meetings of Sub-committees

- (1) The SBMC may appoint a sub-committee consisting of members of the SB considered to be competent for the sub-committee's function by the SBMC, to help with the conduct of the SBMC's operations.
- (2) A member of a sub-committee, who is not a member of SBMC, is not entitled to vote at a SBMC meeting.
- (3) A sub-committee may elect a chairperson for its meetings.
- (4) If a chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their numbers to be Chairperson of the meeting.
- (5) A sub-committee may meet and adjourn as it considers appropriate.
- (6) A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

(f) Minutes of SB Annual General Meetings, SB General Meetings, SBMC Meetings and Sub-Committee Meetings

- (1) The SB Secretary and any Sub-Committee Chairperson must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each of the above meetings, are recorded in a minute book.
- (2) To ensure the accuracy of the minutes:
 - (i) The minutes of each of the above meetings must be signed by the Chairperson of each meeting, or the Chairperson of the next meeting of that type, verifying their accuracy.
- (3) If asked by a member of the SB, the SB Secretary must, within 28 days after the request is made:
 - (i) Make the minutes in the Minutes Book for a particular meeting available for inspection by the member at a mutually agreed time and place.
- (4) Minutes of General Meetings and Annual General Meetings are to be recorded in the SB newsletter "Ricochet" in the edition published immediately prior to the meeting.

(g) Quorums

- (1) No business shall be transacted in a proposed SB or SBMC meeting unless a quorum of members, seven (7) and three (3) respectively, is present at the time when the meeting proceeds to business.
- (2) If a quorum, as defined at clause 22 (g) (1) is not present within thirty minutes of the time appointed for the meeting, the meeting is to be adjourned.
- (3) The meeting is to stand adjourned until a time and day determined by the President but not earlier than one hour after the adjournment.
- (4) If a quorum is not present within thirty minutes of the time appointed for the adjourned meeting, the SB or SBMC members present shall constitute a Quorum.

(h) Acts not affected by defects or disqualifications

- (1) An act performed by the SB the SBMC, a Sub-committee, or a person acting as a member of any of those bodies, is considered to have been validly performed.
- (2) Clause 22 (h) (1) applies even if the act was performed when:
 - (i) There was a defect in the appointment of a member of the SB, the SBMC, a sub-committee, or a person acting as a member of any of such bodies.

- (ii) A SB, SBMC, a sub-committee, or person acting as a member of any of those bodies, was disqualified from being a member of those bodies.

(there is not a clause between (h) and (j))

(j) Resolutions of the SBMC without meeting

- (1) A written resolution signed by a majority of members of the SBMC is as valid and effectual as if it had been passed at a SBMC meeting that was properly called and held.
- (2) A resolution mentioned in clause 22 (j) (1) may consist of several documents in like form, each signed by the majority of members of the SBMC in clause 21 (j) (1).

23. By-Laws.

- (a) The SBMC may make, amend or repeal by-laws, not inconsistent with these clauses, for the internal management of the SB.
- (b) A by-law may be set aside by a vote of the SBMC.
- (c) Any actions undertaken under Clause 23 a and b must be approved at a SB General Meeting by a majority of members eligible to vote at the meeting.

24. Amendment of Constitution

Subject to the provisions of the Associations Incorporation Act 1981, this constitution may be amended, rescinded or added to, from time to time, by a special resolution carried at any SBMC meeting by 75% of members present, and subsequently approved by a majority of members eligible to vote at a General Meeting, provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Honorable, the Minister for Justice and Attorney-General for Queensland.

25. Common Seal

- (a) The SBMC must ensure that the SB has a common seal.
- (b) The common seal must be:
 - (i) Kept securely by the SBMC.
 - (ii) Be used only under the authority of the SBMC.
- (c) Each instrument to which the seal is attached must be signed by a member of the SBMC and by any one other member of the SB who is authorized to do so by the SBMC.

26. Documents

- (a) The SBMC must ensure the safe custody of books, documents, instruments of title, and the securities of the SB.
- (b) All confidential documents must be marked "CONFIDENTIAL" and maintained in a secure file by the Secretary.

27. Dissolution

- (a) The liability of a SB member to contribute towards the payment of the debts and liabilities of the SB, or the costs, charges and expenses of the winding up of the SB is limited to the amount, if any, unpaid by the member in respect of membership fees of the SB and moneys owing for goods obtained from the SB by the member.
- (b) If, upon the winding up or cancellation of the incorporation of the SB there remains, after

to satisfaction of all its debts and liabilities, any assets or property, they shall not be paid or distributed among the members but are to be given or transferred to some other institution or institutions having objects similar to the objects of the SB and which prohibit/s the distribution of income amongst its members and which is/are approved as charitable organisation/s by the Commissioner for Taxation in accordance with current taxation laws.

28. Certification

I certify that this is a true and correct copy of the constitution of the Vietnam Veterans Association of Australia, Sunshine Coast Sub-Branch Incorporated.

President/Chairman

Date

Name

Signature