



**CONSTITUTION OF THE VIETNAM VETERANS ASSOCIATION OF AUSTRALIA
VICTORIAN BRANCH INCORPORATED**

DATED 21st February 2004
Amended 13th May 2006

To be read in conjunction with the Victorian Administrative Instructions

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1. NAME

- (a) The name of the Incorporated Association shall be the VIETNAM VETERANS ASSOCIATION of AUSTRALIA - VICTORIAN BRANCH INCORPORATED (hereinafter called the Association)
- (b) So far as permitted by law, and unless it is incapable, the short title of the Association shall be "V.V.A.A. (VIC)".

2. INTERPRETATION

- (a) In these rules, except insofar as the context or subject matter otherwise indicates or requires:-

"Member", pursuant to the Associations Incorporations Act (1981) Victoria, means one person from each Sub-Branch who satisfies paragraph 12 and who is:-

- (i) The President of a Sub-Branch; or
- (ii) a Delegate of a Sub-Branch

"Financial Year" means the year ending 31 December

"Delegate" means a member appointed by a Sub Branch to act on their behalf at State Council Meetings.

"General Meeting" means a general meeting of members convened in accordance with these rules.

"The Act" means the Associations Incorporation Act of 1981

"The Regulations" means regulations under the Act

"State Body" means the State Council.

"State Congress" means the Annual General Meeting of the Association

3. OFFICE

- (a) The office of the Association shall be situated at such place in Victoria as the Association may from time to time determine.

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4. OBJECTS OF THE INCORPORATED ASSOCIATION

The objects for which the Association is established are:

- (a) To take over and acquire all assets, undertakings, rights and liabilities of the unincorporated body known as the "Vietnam Veterans Association of Australia, Victorian Regional and Metropolitan Branch" as distinct from that of any office of the Vietnam Veterans Association of Australia in any other State of Australia.
- (b) To assist Ordinary members of the Association, and where necessary, other Associations, and their dependants in cases where an Ordinary member or descendant of an Ordinary member has, or appears to have any disability which is or can be connected in any way to the service rendered by the ordinary member in the Military Service of Australia, particularly, but not necessarily, service in South Vietnam.
- (c) To assist Ordinary members and their dependants and descendants to obtain quality of life and where necessary provide welfare assistance.
- (d) To provide welfare support, pensions information and assistance and, where requested, provide advocacy services for no fee.
- (e) To promote and assist the development of all aspects of the welfare of Ordinary members in pursuing any objects which now or hereinafter may be deemed to be charitable.
- (f) To promote and carry out or assist in the preparation of surveys, reports or submissions related to the needs of Ordinary members or where required to do so by the National Council of the Vietnam Veterans Association of Australia.
- (g) To subscribe to, become a member of or co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether, or in part, similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by virtue of this Constitution.
- (h) To buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid, for the Ordinary members of the Association or persons frequenting the Association's premises.
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire lands, buildings, easements or property, real and personal and any rights and privilege which may be requisite for the purposes of, or capable of being conveniently used in conjunction with, any of the objects of the Association. Provided that, in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

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- (j) To enter into any arrangement with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority, any rights, privileges and concessions which the Association may think it is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (k) To appoint, employ, remove and suspend such managers, clerks, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (l) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground works or conveniences which may be conducted directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, development, working, management, carrying out, alteration or control thereof.
- (m) To invest and deal with the monies of the Association not immediately required in such manner as may from time to time be thought fit.
- (n) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (o) To lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees of indemnities for the payment of money or performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (p) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Associations property present or future and to purchase, redeem or pay off any such securities.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading and other negotiable or transferable instruments.
- (r) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (s) To take and hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.

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- (t) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association but subject to the proviso in paragraph (g).
- (u) To take such steps by personal or written appeals, public meetings and otherwise, as from time to time may be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (v) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (w) To amalgamate with any one or more Associations having objects altogether, or in part, similar to those of the Association and which shall prohibit the distribution of its or their income or property among its members or their members to an extent at least as great as that imposed upon the Association or by virtue of this Constitution.
- (x) To purchase or otherwise acquire and undertake all or any parts of the property, assets, liabilities and engagements of any one or more of the associations with which the Association is authorised to amalgamate.
- (y) To make donations for patriotic, charitable or community purposes.
- (z) To establish any lawful games for the Ordinary members of The Vietnam Veterans Association of Australia, Victorian Branch Incorporated, and to hold any licences or permits under the Liquor Act of any State in Australia.
- (aa) To do all such things as are incidental or conducive to the attainment of the objects and exercise of the powers of the Association.

5. ALTERATION OF OBJECTS AND CONSTITUTION

The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution at a State Congress or Special General Meeting, of the Association, such resolution to be preceded by a Notice of Motion giving not less than sixty (60) days notice.

6. CLASSES OF MEMBERSHIP:

The following shall be the classes of membership allowable within the VVAA:-

- (a) Ordinary Members
- (b) Associate members
- (c) Honorary Members
- (d) Life Members
- (e) Second Members

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7. ORDINARY MEMBERS:

- (a) The Ordinary Members of the VVAA are members of Sub-Branches who fulfil the eligibility criteria of paragraph 12 and who are of equal status regardless of service, rank or title.
- (b) The number of Ordinary members shall be unlimited.

8. ASSOCIATE MEMBERS:

- (a) The Association and Sub-Branches may grant Associate membership to persons who do not meet the criteria for Ordinary membership. An Associate member may not vote nor be elected to any position; however they may serve on committees.
- (b) A membership fee shall be imposed on an Associate member; no capitation fee to the Association shall be paid for these Associate members.

9. HONORARY MEMBERS:

Honorary membership may be bestowed on an individual who does not meet the criteria for Ordinary membership but has given outstanding service to the Sub-Branch or the Association. Honorary Members may not vote nor hold positions on any committee.

10. LIFE MEMBERSHIP:

- (a) Life membership may be granted at three levels to ordinary members;
 - (i) Sub-Branch Level
 - (ii) State Level
 - (iii) National Level
- (b) Nominations for Life membership, at any level, must be in the form of a Notice of Motion and contain a resume of the Ordinary member's contributions to the Association at the appropriate level.
- (c) The decision to grant Life membership shall be by majority vote. Voting shall be;
 - (i) At a Sub-Branch level, at a general meeting of the Sub-Branch.
 - (ii) At State level, at a full meeting of the State Council.
 - (iii) At National level, at National Congress.
- (d) Notwithstanding paragraph 5 (a), Honorary Life membership may be granted to deserving individuals who are not Ordinary members of the Association.

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- (e) Life Member capitation fees shall be paid by the body which nominated the Ordinary member for such Life Membership.
- (f) Except in his or her capacity as a person holding one of the appointments in paragraph 2 (a) or as the holder of a valid proxy from a person holding one of the appointments in paragraph 2 (a), a Life Member may not vote.

11. SECOND MEMBERSHIP

Ordinary members may become second members of more than one Sub-Branch but may only vote at their primary Sub-Branch. Capitation fees are not payable for second members of a Sub-Branch. Sub-Branches shall not charge less than amount as decided by State Council from time to time.

12. ORDINARY MEMBERSHIP - ELIGIBILITY

- (1) Any person meeting the criteria set out below, upon presentation of proof of service may be admitted as an ordinary member of the Association.
 - (i) Any person who served in South Vietnam between 23rd May 1962 and 29th April 1975 (both dates inclusive) in any of the following categories:-
 - (ii) As a member of the Royal Australian Navy, the Australian Army or the Royal Australian Air Force.
 - (iii) As a member of HMA Ships Vendetta and Quickmatch on the visit to Vietnam in January 1962.
 - (iv) As a civilian accredited with one of the Australian Defence Forces, or who was granted Special Service status for the Vietnam conflict.
 - (v) As a member of the New Zealand, the United States of America, South Vietnam, South Korea, Thailand or the Philippine's military forces, or who was granted a form of "Special Service" status for the Vietnam conflict by his or her Government.
 - (vi) As a civilian accredited with one of the military forces as described in 12 (1)
 - (vii) or who was granted a form of "Special Service" status by his or her government.
- (2) Dependants of persons listed in sub clauses 12 1(i) to (vii) above.
- (3) Descendants of persons listed in sub clauses 12 1(i) to (vii) above.
- (4) For the purposes of this clause service in South Vietnam shall include members of the forces who were land based in South Vietnam, or who, while on board Naval or merchant vessels, operated in waters about the coastline of Vietnam or berthed or anchored in ports of South Vietnam.

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- (5) For the purpose of this clause, service in South Vietnam shall include members of the forces who were land based in South Vietnam, or who, whilst on board Naval or Merchant Marine vessels, operated in waters about the coastline of Vietnam or berthed or anchored in ports of South Vietnam.
- (6) Notwithstanding the foregoing clauses, the Association may admit to membership any other person who served in or was accredited to the Military Forces of Australia, New Zealand, the United States of America, South Vietnam, South Korea, Thailand or the Philippines who operated in South East Asia during the period of hostilities in that area, but who does not come within the definition of clause 12(1), his or her dependants and descendants.

13. ANNUAL SUBSCRIPTION

- (a) The Annual Subscription (hereinafter referred to as Capitation) shall be as determined by the State Council from time to time and shall include the capitation fee payable to the National Council.
- (b) Capitation fees shall be forwarded, by Sub-Branches, to the State Treasurer within one (1) month of receipt. The State Treasurer shall forward to the National Treasurer, the National Council portion of the Capitation fee within one (1) month of receipt of such fees from Sub-Branches.
- (c) A person shall only be an Ordinary member of the Association as and from the date of the receipt issued by the Sub-Branch Treasurer to record payment of their capitation.

14. SUB BRANCHES

- (a) The Association shall be divided into Sub-Branches throughout the State.
- (b) No Sub-Branch shall be formed without the approval of the State Council.
- (c) A Sub-Branch may be formed with a minimum of ten (10) Ordinary members.
- (d) In the first year of operation the State Council may waive the requirement to pay capitations.
- (e) The elected President or his nominated representative shall be the delegate to a State Council.
- (f) New Sub-Branches shall apply, in writing, to become affiliated with the Association.
- (g) Sub-Branches shall operate independently of the Association and may have their own constitution providing that constitution is consistent with this constitution and the Constitution of the Vietnam Veterans Association of Australia National Council Incorporated. If any Constitution is inconsistent with this constitution then it shall be altered so that the inconsistency is removed.

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- (h) If any Sub-Branch ceases to operate, is dissolved or wound up, its assets shall, after payment of all its debts and liabilities and, subject to the applicable law, be vested in the Association, to be used by the Association to carry out the objects of the Association.
- (i) If any Sub-Branch resigns from the Association, such resignation must be by a special resolution at a Sub-Branch special general meeting, called expressly for that purpose, and must be approved by a majority vote of the financial membership. If necessary, postal voting shall be used for this purpose. A member of the State Executive, such person not being a member of that Sub-Branch, shall chair such meeting.
- (j) A Sub-Branch may be wound up if an Annual General meeting cannot be held within three (3) months of the due date of such a meeting or, continually holds meeting without a quorum, such quorum to consist of one (1) member of the Sub-Branch executive and, at least, five (5) Ordinary members entitled to vote at such meetings.
- (k) A Sub-Branch committee shall consist of the office bearers (hereinafter referred to as the Executive) and the general committee members.
- (l) Associate members shall not fill more than 25 per cent of Sub-Branch Committee positions.
- (m) The President of a Sub-Branch shall be an Ordinary member.
- (n) A person shall only be an Ordinary member of a Sub-Branch as and from the date of the receipt issued by the Sub-Branch Treasurer to record payment of their capitation.
- (o) No person shall be permitted to nominate for any position, be elected to any position, or hold any position on a Sub-Branch Committee, or represent a Sub-Branch unless they are an Ordinary member of the Sub-Branch.
- (p) Sub-Branches shall provide a copy of the minutes of their Annual General Meeting to the State Office within thirty (30) day of such meeting.
- (q) Sub-Branches must have paid capitations for 10 ordinary members for their Delegate to be able to vote at the State Congress

15. STATE EXECUTIVE

- (a) The State Executive shall consist of:-
 - (i) A President
 - (ii) An Immediate Past President (where applicable)
 - (iii) Two (2) State Vice Presidents
 - (iv) A Secretary
 - (v) A Treasurer
 - (vi) An Assistant Secretary
 - (vii) An Assistant Treasurer

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- (b) In the event that the elected State Executive does not have an Ordinary member with pension and/or welfare experience, the State Executive will appoint a suitable Ordinary member to the Executive.
- (c) Each member of the State Executive shall hold office from one State Congress to another.
- (d) Nomination for the positions of the State Executive shall be in writing and submitted to the State Secretary, complete with a resume, prior to the commencement of the November State Council Meeting.
- (e) If the number of written nominations does not equal the number of positions, then nominations may be called from the floor of the State Congress.
- (f) No person shall be permitted to nominate for any position, be elected to any position, or hold any position on the State Executive unless they have been a Delegate of the Association.
- (g) In the event of a casual vacancy in any office referred to in sub clause (a), except the position of Immediate Past President, the Executive may appoint an Ordinary member of the Association to the vacant office and the Ordinary member so appointed may continue in office until the declaration of the poll at the State Congress or Special General Meeting next following the date of his appointment.
- (h) For the purposes of these rules, the office of an officer of the Association or of a member of the State Executive becomes vacant if the officer or member:-
 - (i) Ceases to be an Ordinary member of the Association.
 - (ii) Becomes insolvent under administration of the Companies (Victoria) Code; or
 - (iii) Resigns his office by notice in writing given to the Secretary.
- (i) The State Executive shall carry out the day-to-day administrative tasks required for the efficient functioning of the Association within the general policy guidelines as determined by the State Council.
- (j) The State Executive may co-opt other persons, (Ordinary members or non-members) to help them carry out specific duties as required.

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16. STATE COUNCILS

- (a) State Councils shall consist of the following:-
 - (i) The State Executive
 - (ii) One voting Member from each Sub-Branch
- (b) State Council shall meet in the months of February, May, August and November or as otherwise determined by the State Council.
- (c) The location of the State Council meeting shall be rotated throughout the State with each meeting being hosted by a Sub-Branch. Sub-Branches shall apply at the State Congress for the right to host a State Meeting. To qualify for the right, a Sub-Branch must attend a minimum of two (2) State Council Meetings throughout the preceding year.
- (d) The State Executive shall not have the right to vote at State Council Meetings.
- (e) Proxy voting shall not be allowed at State Council Meetings except for the election of office bearers.
- (f) All voting at State Council meetings shall be by a show of hands.
- (g) Voting at State Council meetings shall be by majority vote with a drawn vote meaning a defeat.
- (h) Any Ordinary member, Life member, Associate member, Second Member or Honorary member may attend as an observer at any State Council meeting but shall not be entitled to vote thereat nor to receive Notices thereof.

17. RESIGNATION AND EXPULSION OF AN ORDINARY MEMBER

- (a) Any Ordinary member of the Association desiring to resign therefrom shall give notice in writing to that effect to the office of this Association or to the relevant Sub-Branch and upon such notice being received by either body, shall cease to be an Ordinary member.
- (b) No person, by reason of him or her having ceased to be an Ordinary member shall be released from any liability from any subscription or other sums due to the Association or the relevant Sub-Branch.
- (c) Any person, who has ceased to be an Ordinary member, shall cease to be entitled to or have any interest in any of the property or assets of the Association or any of its Sub-Branches.
- (d) If an Ordinary member shall be guilty of conduct contrary to the aims and objectives of the Association or Sub-Branch, the Association or Sub-Branch may resolve to expel that Ordinary member from membership for such period it thinks fit subject to any provisos contained in this clause.

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- (e) Where the Association or Sub-Branch passes a resolution under sub clause 17(d).
- (f) The Secretary shall, as soon as practicable, cause to be served on the Ordinary member a notice in writing:-
 - (i) Setting out the resolution under sub clause 17(d) and the grounds on which it is based.
 - (ii) Stating that the Ordinary member may address the Executive at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice.
 - (iii) Stating the date, time and place for that meeting.
 - (iv) Inform the Ordinary member that he or she may do one or more of the following:-
 - (i) Attend the meeting.
 - (ii) Give the Executive, before the date of that meeting, a written statement seeking revocation of the resolution and/or:-
 - (iii) Not later than 24 hours before the time of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association at a General Meeting of the Association against the resolution.
- (g) At a meeting of the Executive held in accordance with sub clause (e) of this clause, the Executive:-
 - (i) Shall give the Ordinary member the opportunity to be heard.
 - (ii) Shall give due consideration to any written statement submitted by the Ordinary member, and
 - (iii) Shall by resolution determine whether to confirm or to revoke the resolution.
- (h) Where the Secretary receives a notice under sub clause (f) (iv)-(iii), he or she shall notify the State Executive and the State Executive shall convene a general meeting of the Association to be held within 21 days after the date on which the State Secretary received the notice.
- (i) At the general meeting of the Association convened under sub clause (g):
 - (i) No business other than the question of the appeal shall be transacted.
 - (ii) The Executive may place before the meeting the details of the grounds of the resolution and the reasons for passing the resolution.
 - (iii) The Ordinary member shall be given the opportunity to be heard.

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- (iv) The members or delegates present shall vote on the question of whether the resolution shall be confirmed or revoked.
- (v) If at the general meeting:
- (vi) Two thirds of the members or delegates present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
- (vii) In any other case, the resolution is revoked.
- (j) There shall be no right of appeal to the Vietnam Veterans Association of Australia National Council Incorporated.
- (k) If it is inconvenient for the Ordinary member or the majority of the Delegates, because of distances involved or other valid reason, then a general meeting called under sub clause (g) may be deferred to be held immediately before the next scheduled State Council Meeting.

18. STATE CONGRESS (ANNUAL GENERAL MEETING)

- (a) The Association shall in each calendar year, convene a State Congress of its members.
- (b) The State Congress shall be convened on such a day in February of that calendar year as the State Council determines.
- (c) The State Congress shall be specified as such in a notice convening it.
- (d) The ordinary business of the State Congress shall be:
 - (i) To confirm the minutes of the last State Congress.
 - (ii) To receive from the Executive reports on the transactions and business during the last financial year.
 - (iii) To elect the Executive of the Association.
 - (iv) To receive and consider the statement of the Association in accordance with Section 30(3) of the Act.
- (e) The State Congress may transact special business of which notice is given in accordance with this constitution.
- (f) The State Congress shall be in addition to any other General meetings that may be held in the same year.

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19. SPECIAL GENERAL MEETING

- (a) The State Executive may, where it thinks fit, convene a Special General Meeting of the Association, and where, but for this sub clause, more than fifteen (15) months would elapse between State Congresses, shall convene a Special General Meeting before the expiration of that period.
- (b) The State Executive shall, on the requisition in writing of Sub-Branches representing not less than 50 per cent of the total number of Sub-Branches, convene a Special General Meeting of the Association.
- (c) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by two members of the Executive of the Sub-Branches making the requisition and be sent to the address of the State Secretary and may consist of several documents in like form, each signed by the two members of the Executive of the Sub-Branches making the requisition.
- (d) If the State Executive does not cause a Special General Meeting to be held within one (1) month of the date on which the requisition is sent to the address of the State Secretary, the Sub-Branches making the requisition, or any one of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (e) A Special General Meeting convened by the Sub-Branches in pursuance of these rules shall be convened in the same manner or as nearly as possible as that which those meetings convened by the Executive.

20. PROCEEDINGS AT MEETINGS

- (a) No items of business shall be transacted at any general meeting unless a quorum of Members entitled to vote under this constitution is present during the time when the meeting is considering that item.
- (b) 50 per cent of eligible Sub-Branches and a minimum of two (2) members of the State Executive shall constitute a quorum for the transaction of business at any general meeting.
- (c) If, within half an hour after the appointed time for the commencement of any general meeting, a quorum is not present, the meeting, if convened upon the requisition of Sub-Branches, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless otherwise specified by the Chairman at the time of adjournment or by written notice given to Sub-Branches before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting, the quorum is not present within half an hour after the appointed time for the commencement of the meeting, the Members present (not being less than 5) shall be considered a quorum.
- (d) The President or, in his absence, one of the Vice Presidents shall preside as chairman at each General Meeting.

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- (e) If the President and Vice Presidents are absent from the meeting, the Council Members present shall elect a Member present to preside as chairman for that meeting.
- (f) The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (g) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (h) Except as provided in sub clauses (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (i) A question arising at a special general meeting of the Association shall be determined by a show of hands and unless or on the declaration of a show of hands, a poll is demanded, a declaration by the chairman that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- (j) Where a resolution, being a resolution without notice, requires the commitment of finance from Sub-Branches, that resolution shall not be binding on the Sub-Branch until the Delegate has gained the approval of that Sub-Branch, or the meeting has the approval of the Sub-Branch to commit funds of that Sub-Branch.
- (k) If at a meeting a poll is demanded by not less than 50 per cent of the Members present, it shall be taken at that meeting in such manner as the chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (l) A poll that is demanded on the election of the chairman or on a question of an adjournment shall be taken forthwith and a poll demanded on any other question shall be taken at such time before the close of the meeting as the chairman shall direct.

21. SEAL

- (a) The common seal of the Association shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the State Executive and the affixing of the common seal shall be attested by the signatures of either of two of the members of the State Executive.

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22. INCOME

- (a) The funds of the Association shall be derived from annual capitations from Sub-Branches, donations, income derived from business conducted under a trading name(s), and, subject to any resolution passed by the Association in General Meeting, such other sources as the General Meeting determines.
- (b) All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account(s).
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (d) The income and property of the Association, whencesoever derived, shall be applied solely towards the objects of the Association set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to Ordinary members of the Association provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any Ordinary member of the Association or to any other person, in return for goods or services actually rendered to the Association, nor prevent payment of interest at a rate not exceeding the rate charged by bankers in the State of Victoria on overdraft, accounts on any money lent or reasonable and proper rent for premises demised or let to the Association by any Ordinary member but so that no Ordinary member of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money and money's worth shall be given by the Association to any Ordinary member, except repayment of out-of-pocket expenses and interest, at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

23. ACCOUNTS

- (a) True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of Sub-Branches. Once at least every year, the accounts of the Association shall be examined by one or more properly qualified auditor or auditors.
- (b) The State Executive shall cause proper books of account to be kept in respect to all monies received or expended by the Association and the manner in respect of which the receipts and expenditure take place, all sales and purchases of goods by the Association and the assets and liabilities of the Association.

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- (c) The State Executive shall, from time to time, cause to be prepared and to be tabled at a State Council meeting such profit and loss accounts, balance sheets and reports referred to therein.

24. OFFICE BEARERS

(1) STATE PRESIDENT

- (a) The State President shall be a financial Ordinary member of a Sub-Branch.
- (b) The State President, as spokesperson for the Association, must give a balanced and true account of the aims, policy and decisions of the Association.
- (c) Duties include presiding over meetings of the Association, representing the Association at official and social functions and overseeing the day to day business of the Association as directed by the Association.

(2) STATE VICE PRESIDENTS

- (a) The State Vice Presidents shall handle matters as decided by the State Executive.
- (b) When required the State Vice Presidents will fulfil the duties of the State President or represent the State President at official or other functions.

(3) STATE SECRETARY

- (a) The State Secretary of the Association shall record and maintain minutes of the resolutions and proceedings of all Association meetings and shall maintain the minutes of State Executive meetings in books provided for that purpose together with a record of the names of persons present at those meetings.
- (b) The State Secretary shall maintain a list of financial Ordinary members whether in a book for that purpose or on a computer. A mailing list for the National newsletter shall also be kept by the State Secretary or a member of the State Executive charged with that task.
- (c) The State Secretary shall have the same responsibilities as a spokesperson for the Association.

(4) STATE TREASURER

The State Treasurer of the Association shall:-

- (a) Collect and receive all monies due to the Association and make all payment authorised by the State Executive or State Council. Such payments shall be within a reasonable time from receipt of an invoice.
- (b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

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- (c) Provide an account of the financial affairs of the Association for audit, by a qualified person or persons approved by the State Council, for presentation at the State Congress.
- (d) The accounts and books referred to in sub clause (a) shall be available for inspection by Sub-Branches giving 21 days written notice of a specific requirement.

25. CUSTODY OF RECORDS

Except as otherwise provided in this constitution, the State Secretary shall keep in custody or under control all books, documents and securities of the Association.

26. DISSOLUTION

- (a) The liability of an Ordinary member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Ordinary member in respect of membership of the Association.
- (b) In the event of winding up, the assets of the Association shall not be distributed otherwise than for charitable purposes. If, upon dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Ordinary members of the Association, but shall be transferred to some other institution or institutions (that is or are non profit organisations) having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income or property amongst their members to an extent at least as great imposed on the Association under or by virtue of clause 20 hereof, and which is an institution or institutions having objects similar to the objects of the Association and which is a fund, authority or institution approved by the Commissioner of Taxation as a benevolent institution covered by section 78(4) of the Income Tax Assessment Act 1936 as amended, or Item 140(c) in Schedule 1 to the Sales Tax Exemption (Exemptions Classifications) Act 1992.
- (c) The provisions for trading and for winding up contained in these rules shall not be altered without the consent of the Minister.

27. ENTRANCE FEE

No entrance fee shall be applicable to Ordinary members of the Association.

28. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the State Executive.

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29. REMOVAL OF A MEMBER OF THE EXECUTIVE

- (a) The Association, in general meeting, may, by resolution, remove any member of the Executive before the expiration of his or her term of office and appoint another Ordinary member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (b) Where the Ordinary member to whom a proposed resolution in sub-clause (a) makes representations in writing to the State Secretary or State President of the Association (not exceeding fourteen [14] days after notification) and requests that they be notified to the Sub-Branches of the Association, the State Secretary or State President may send a copy of the representations to each Sub-Branch of the Association, or, if they are not to be sent, the Ordinary member may require that they be read out at the meeting.

30. PROCEEDINGS OF STATE EXECUTIVE

- (a) The State Executive shall meet at least twice in each year at such place and times as the State Executive may determine.
- (b) Special meetings of the State Executive may be convened by the State President or by any three (3) of the members of the State Executive.
- (c) Notice shall be given to members of the State Executive of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- (d) A quorum for the purposes of a meeting of the State Executive shall be not less than 3 members of the State Executive.
- (e) No business shall be transacted 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 shall stand adjourned to the same place and at the same time of the day in the following week unless the meeting was a special meeting in which case it lapses.
- (f) At meetings of the State Executive:-
 - (i) The State President or in his absence a State Vice President shall preside; or
 - (ii) If the State President and the State Vice Presidents are absent, such one of the remaining members of the State Executive as may be chosen by the State Executive members present shall preside.
- (g) Questions arising at a meeting of the State Executive or any sub-committee appointed by the State Executive shall be determined on a show of hands or, if demanded by a State Executive member, by a poll taken in such manner as the person presiding at the meeting shall decide.

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- (h) Each State Executive member present at a meeting of the State Executive or of any sub committee (including the person presiding) appointed by the State Executive shall be entitled to one vote.
- (i) In the case of equality of votes, the vote shall be lost.
- (j) Notice of each State Executive meeting shall be served on each member of the State Executive by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.

31. GRIEVANCE PROCEDURE

- (a) In the event that an Ordinary member or group of Ordinary members has a grievance with their Sub-Branch, or a Sub-Branch has a grievance with another Sub-Branch, application is to be made to the State Secretary, as per the current Administrative Instruction, for the grievance to be heard by a selected committee.
- (b) In the event that an Ordinary member or group of Ordinary members, or a Sub-Branch has a grievance with the State, application is to be made to the National Secretary, as per the current Administrative Instruction, for the grievance to be heard by a selected committee.

In both cases, the application is to be in writing and accompanied by the requisite lodgment fee.