

**INAUGURATED 1920**



# **THE NAVAL ASSOCIATION OF AUSTRALIA**

**Incorporated in the ACT 1995**

# **CONSTITUTION**

**Adopted 1 January 2006**



## Naval Association of Australia - Constitution

### Record of Changes

Change No	Change Date	Date Entered	Entered By	Date
1	1 August 2008	12 August 2008	P.J. Cooke-Russell	12 August 2008
2	29 July 2011	20 August 2011	P.J. Cooke-Russell	20 August 2011
3				
4				

# Naval Association of Australia - Constitution

## Naval Association of Australia - Constitution

### List of Effective Pages

<b>Page</b>	<b>Change No</b>
Cover	Original 2006
i-xii	Change 2
1-1 to 1-6	Change 2
2-1 to 2-8	Change 2
3-1 to 3-18	Change 2
4-1 to 4-4	Change 2
A-1 to A-4	Change 2

# Naval Association of Australia - Constitution

# Naval Association of Australia - Constitution

## Contents

	<b>Page</b>
Contents	v
Introduction	ix
Definitions	xi-xii
<b>Section 1      Organisation</b>	<b>1-1 to 1-6</b>
1.1 Name	
1.2 Motto	
1.3 Objectives	
1.4 Structure	
1.4.1 Association	
1.4.2 Governance	
1.4.3. Incorporation	
1.4.4 Affiliated Organisations	
1.4.4 Kindred Affiliates	
1.5 The Rules	
1.5.1 Constitution	
1.5.2 By-laws	
1.5.3 Regulations	
1.5.4 Guidelines	
1.5.5 Section or Sub-section Constitution	
1.6 Ceremonial	
1.7 Patrons	
1.7.1 National Patron	
1.7.2 Section Patron	
1.7.3 Sub-section Patron	
1.7.4 General	
1.8 Political Activities and Statements	
1. 8.1 Limitations	
1.8.2 Authority	
1.9 Plebiscite	
1.10 Winding Up	
1.10.1 The Association	
1.10.2 Section	
1.10.3 Sub-section	
1.10.4 Funds and Property	
1.10.5 Liability	
<b>Section 2      Membership</b>	<b>2-1 to 2-8</b>
2.1 Types of Membership	
2.1.1 Full Membership	
2.1.2 Restricted Membership	
2.1.3 Honorary Membership	
2.2 General	
2.2.1 Register	

# Naval Association of Australia - Constitution

## Contents (continued)

- 2.2.2 Transfer of Membership
- 2.2.3 Private Information
- 2.2.4 Badges and Numbers
- 2.2.5 Transfers Between Sub-sections
- 2.2.6 Membership Fees
- 2.2.7 Payment of Membership fees
- 2.2.8 Subscription payable by a new member
- 2.2.9 Responsibility for payment of subscription
- 2.2.10 Financial Status and Removal from the Membership Register
- 2.2.11 Resignations
- 2.3 Membership
  - 2.3.1 Setting of membership Fees and Subscriptions
  - 2.3.2 Payment of membership Fees
  - 2.3.3 Subscription Payable by a New member.
  - 2.3.4 Responsibility for payment.
  - 2.3.4 Removal from the Membership Register
- 2.4 Honours and Awards
  - 2.4.1 Honours
  - 2.4.2 Awards
- 2.5 Disciplining of Members
- 2.6 Right of Appeal of Disciplined Member
- 2.7 Disputes and Mediation

## Section 3 Governance

3-1 to 3-18

- 3.1 National
  - 3.1.1 National *Annual General Meeting*
  - 3.1.2 National Council
  - 3.1.3 Management of Funds
  - 3.1.4 National Executive
  - 3.1.5 Electronic meetings
- 3.2 Section
  - 3.2.1 Section Conference
  - 3.2.2 Section Annual General Meeting
  - 3.2.3 Section Council
  - 3.2.4 Section Executive
- 3.3 Sub-section
  - 3.3.1 Sub-section Annual General Meetings
  - 3.3.2 Sub-section General Meetings Committee
  - 3.3.3 Sub-section Committee
  - 3.3.4 Sub-section Executive
- 3.4 Validity of Decisions
- 3.5 Procedures
  - 3.5.1 Meeting Agenda
  - 3.5.2 Conduct of meetings
  - 3.5.3 Procedural Guidance

## Contents (continued)

# Naval Association of Australia - Constitution

## **Section 4 Administration**

**4-1 to 4-4**

- 4.1 Finances
  - 4.1.1 Responsibilities
  - 4.1.2 Management of Funds
  - 4.1.3 Availability of Accounts
- 4.2 Assets
  - 4.2.1 Assets Registers
  - 4.2.2 Management of Assets
- 4.3 Records
- 4.4 Common Seal
- 4.5 Indemnity

## **Annexes**

- A. Standing Orders for Meetings

# Naval Association of Australia - Constitution

## **Naval Association of Australia - Constitution**

### **INTRODUCTION**

1. The Naval Association of Australia is a self help organisation formed to unite former and serving naval personnel for the purpose of mutual benefit. Its origin was the Ex-Navalmen's Association, which was inaugurated in May 1920, and which changed its name to the Naval Association of Australia in 1960. It is a federation of State and Territory Sections, each of which may contain Sub-sections.
2. This Constitution is the primary section of the Association's Rules, which also include By-laws, Regulations and Guidelines. The Rules came into force on 1 January 2006.
3. Each Full Member of the Association is entitled to have access to the Constitution, By-laws, Regulations for the member's section and Guidelines for the member's Sub-section. Amendments to the Rules must be promulgated so that holders may amend their own copies.

# Naval Association of Australia - Constitution

# Naval Association of Australia - Constitution

## DEFINITIONS

The following meanings apply throughout this document.

**Affiliate.** An association or body that has been accepted as an affiliated organisation with the Naval Association of Australia in accordance with the Rules.

**Article.** An Article of this Constitution.

**Association.** The Naval Association of Australia Incorporated.

**Delegate.** A representative who has the authority to vote on behalf of the body which that delegate represents.

**Deputy Delegate.** A representative of a Section, Sub-section or Affiliated Organisation who does not have the authority to vote but may participate on behalf of the body which that observer represents.

***Due Date.*** *Is the date on which a National Council meeting, Section Council, Annual General Meeting and Conference is scheduled to commence*

**Fees.** Membership entrance fee, annual membership subscription and any other membership fees imposed in accordance with the Rules.

**Financial Member.** A member of the Association who has paid all fees owing in accordance with the Rules.

***Financial Section.*** *Where a section;*

- a. is without sub-sections, the Section must have a quorum of members financial for the current year and has submitted monies due to the National Council for the current financial year, or*
- b. has two or more sub-sections within its jurisdiction, that section must have a quorum of financial sub-sections.*

***Financial Sub-section.*** *Is a sub-section that has a quorum of members financial for the current year and has submitted monies due to the relevant Section Council and to the National Council for the current financial year.*

**Financial Year.** 1 January to 31 December.

**Full Member.** A member of the Association who has paid all fees owing in accordance with the Rules.

**General Meeting.** A meeting, notice of which must be sent to all members of the relevant body, and at which all Full Members of that body may vote.

**Guidelines.** Guidelines may be made by a Sub-section pursuant to Article 1.5.4.

**Honorary Members.** Members of the Association who have been elected to the class of membership referred to in Article 2.1.3.

**Kindred Affiliate.** An association or body the membership of which does not necessarily qualify for Association membership but which has been affiliated in accordance with the Rules.

## Naval Association of Australia - Constitution

**Kindred Affiliates Secretary.** The full member appointed as Kindred Affiliates Secretary in accordance with the Rules.

*Life Subscriber. A member who has paid a fee that will cover payment of his annual subscription for the remainder of his/her natural life*

**Office Bearers.** President, Vice Presidents, Immediate Past President, Secretary, Treasurer and such other officers provided for in the Rules at National, Section or Sub-section level.

**Ordinary Resolution.** A motion which receives a simple majority of valid votes.

**Plebiscite.** The determination of a question or proposal by a vote of Full Members conducted in accordance with Article 1.9.

**Property.** Assets to which depreciation can be applied, plus memorabilia of financial value.

**Regulations.** Regulations made by a Section Conference pursuant to Article 1.5.3.

**Restricted Members.** Persons who do not qualify for Full Membership of a Sub-section but have been elected to classes of membership referred to in Article 2.1.2.

**Rules.** This constitution, By-laws, Regulations and Guidelines.

**Section.** A part of the Association which has geographical boundaries and may contain Sub-sections and/or Affiliates.

**Special Resolution.** A motion which has been passed by not less than 75% of valid votes.

**Sub-section.** A group of members in a particular locality or with common ties joined together as part of a Section.

*Working capital. The amount of funds in a bank account which is used as a part of the financial management of the NAA.*

# Naval Association of Australia - Constitution

## SECTION 1 – ORGANISATION

**1.1 Name.** The name of the Association is the Naval Association of Australia Incorporated.

**1.2 Motto.** The motto of the Association is `Each for All – All for Each`.

### **1.3 Objectives.**

1.3.1 The principal objectives of the Association are to:

- a. unite and develop comradeship among all former and serving Naval personnel; and
- b. promote and assist activities in the wider Naval community in order to improve the health and well being of that community.

1.3.2 In order to achieve the objectives, the Association will:

- a. assist, co-operate with and promote interest in the Royal Australian Navy;
- b. assist and support the Australian Naval Cadet (ANC) movement;
- c. assist former Naval personnel to obtain employment;
- d. provide such practical and financial assistance as may be possible to:
  - (1) former and serving Naval personnel and their immediate families, and
  - (2) surviving spouses and dependent children of deceased Naval personnel who are in necessitous circumstances, whether death occurred during or subsequent to Naval service;
- e. provide for the entertainment of visiting Naval personnel;
- f. encourage the social, intellectual and general well-being plus advancement of its members;
- g. where appropriate, purchase or lease property for the provision of clubrooms, offices or such other facility as may be considered necessary for the efficient operation of the Association;
- i. print, publish and circulate such books, magazines and papers as may be considered necessary or desirable to advance the objectives of the Association; and
- i. assist community charitable activities that contribute to the health and welfare of the ex Service community.

### **1.4 Structure.**

1.4.1 **Association.** The Association is a non-profit federation of Sections, being coordinated at national level. Each Section may contain various Sub-sections.

## Naval Association of Australia - Constitution

1.4.2. **Governance.** The prime governing bodies are *the National Annual General Meeting*, Section Conferences and Sub-section General Meetings. Management on behalf of *the National Annual General Meetings* and General Meetings is the responsibility of National Council, Section Councils and Sub-section Committees respectively.

1.4.3 **Incorporation.** A Section or Sub-section may decide to be incorporated under local law.

1.4.4 **Affiliated Organisations.** Procedures to affiliate organisations must be prescribed in the By-laws.

1.4.5 **Kindred Affiliates.** Procedures to affiliate Kindred Affiliates must be prescribed in the By-laws.

### 1.5 The Rules

#### 1.5.1. Constitution.

- a. This Constitution contains the supreme rules of the Association.
- b. The Constitution may only be amended by Special Resolution at a National *Annual General Meeting*. *Motions proposing amendments to the Constitution must be included in accordance with Article 3.1.1 e for discussion in the agenda of a National Council meeting held at least four months prior to the National Annual General meeting.*
- c. Any amendment to this Constitution must not contravene Australian law.

#### 1.5.2 By-laws

- a. The National *Annual General Meeting* or National Council may make, amend or repeal By-laws, to elaborate on particular articles of the Constitution as it relates to national administration.
- b. A By-law may be made, amended or repealed by Ordinary Resolution of the National Council. Procedures for proposing such By-law, amendment or repeal must be described in the By-laws.
- c. A By-law must not contravene or be inconsistent with Australian law or this Constitution.

#### 1.5.3. Regulations

- a. A Section Conference may make, amend or repeal Regulations to elaborate on the Constitution or the By-laws as they relate to management of the Section.
- b. A Regulation may be made, amended or repealed by Ordinary Resolution of a Section Conference. Procedures for proposing a Regulation, amendment or repeal must be prescribed in the By-laws.

## Naval Association of Australia - Constitution

- c. A Regulation must not contravene Australian law, this Constitution or any By-law

### 1.5.4 Guidelines

- a. A Sub-section General Meeting may make, amend or repeal Guidelines to elaborate on the Constitution, the By-laws or its Section Regulations for better management of the Sub-section.
- b. A Guideline may be made, amended or repealed by Ordinary Resolution at a Sub-section General Meeting. Procedures for proposing such Guideline, amendment or repeal must be prescribed in the By-laws.
- c. A Guideline must not contravene Australian law, this Constitution, any By-law or any Regulation of the Section to which the Sub-section belongs.

1.5.5 **Section or Sub-section Constitution.** Where a separate constitution is required for a Section or a Sub-section to be incorporated, such constitution must be approved or amended by Special Resolution of the Section Conference or Sub-section General Meeting, as appropriate. That Constitution must not be inconsistent with this Constitution *except where the State Legislation differs and it is necessary to replace clauses as necessary to meet the State requirements.*

1.6 **Ceremonial.** Details of the Association's badges, flag, ode and ceremonies must be prescribed in the By-laws.

### 1.7 Patrons

1.7.1 **National Patron.** Subject to his or her consent, The Head of State of the Commonwealth of Australia will be Patron-in-Chief of the Association.

1.7.2 **Section Patron.** Each Section Council must invite the respective State Governor/Territory Administrator or, if no Administrator is appointed (eg ACT), such other appropriate person to be that Section's Patron.

1.7.3 **Sub-section Patron.** A Sub-section may invite an appropriate person to be that Sub-section's patron, subject to the provisions of Article 1.7.4.

1.7.4 **General.** No Sub-section or person may approach any person or propose the appointment of any person to be a patron of any part of the Association without approval of the respective Section Conference or Section Council.

### 1.8 Political Activities and Public Statements.

1.8.1 **Limitations.** The Association must not:

- a. engage in any political or industrial activity;
- b. give any specific or general support for any political activity; or

## Naval Association of Australia - Constitution

- c. discriminate against any member or any applicant for membership on the grounds of any lawful political or industrial affiliation or views of any sectarian preference.
- 1.8.2 **Authority.** Authority to make submissions or statements on behalf of the Association must be prescribed in the By-laws.
- 1.9 Plebiscite.**
- 1.9.1. A National *Annual General Meeting* or the National Council may order a plebiscite at any time. The cost of such a plebiscite must be borne by the National Council.
- 1.9.2 The National Council must arrange for the conduct of a plebiscite if it receives a requisition for a plebiscite from a Section, signed by at least 75% of the Full Members of that Section. The cost of such a plebiscite must be borne by the Council of the Section from which the requisition came.
- 1.9.3 A plebiscite must be conducted by a Returning Officer who is appointed by the National Council. The Returning Officer will be assisted as required by the National Council and each Section Council, which may appoint an assistant to the Returning Officer.
- 1.9.4 The Returning Officer must ensure that each Full Member receives a postal ballot paper at least 14 days before the closing date for votes.
- 1.9.5 The question asked in the plebiscite will be declared in the affirmative only if 75% of the formal votes are in the affirmative. The Returning Officer's decision is final.
- 1.10 Winding Up.**
- 1.10.1 **The Association.** For the Association to be wound up, there must be agreement by Special Resolution from the Full Members, voting in a plebiscite.
- 1.10.2 **Section.** For a Section to be wound up;
- a. there must be agreement by Special Resolution from that Section's delegates, voting at a Section Conference; or
  - b. if all the Sub-sections of a Section have been wound up in accordance with these rules, that section must be wound up and dissolved by a Special Resolution of the National Council.
- 1.10.3 **Sub-section.** A Sub-section may be wound up by either a Special Resolution by that Sub-section's Full Members voting at a Special General Meeting or by dissolution action initiated by the Section Council.

## Naval Association of Australia - Constitution

### 1.10.4 Funds and Property.

- a. **The Association.** No funds or property remaining after winding up of the Association may be distributed to any member or former member, either directly or indirectly. Subject to the provisions of Articles 1.10.4a(1) and 1.10.4a(2) below, funds and property must be transferred, as decided by the National Council, to:
  - (1) one or more associations with objects similar to those of the Association and whose rules prohibit the distribution of income and property among its members; or
  - (2) in the absence of such association, a fund or institution established for charitable purposes; or
  - (3) a member or servant of the Association as payment for services rendered.
- b. **Section** If all the Sub-sections of a Section have been wound up, the whole of the funds and property vested in the Section Council after payment of all debts must be immediately vested in the National Council to be held in trust for the re-establishment of the Association in the state or territory which formed that Section.
- c. **Sub-section.** The funds and property of a Sub-section that is wound up must be transferred to, and held in trust by the parent Section. The funds and property so held;
  - (1) must not be expended or disposed of by the Section Council for a period of two years from the dissolution date, during which period the Section Council must make every effort to re-establish the Sub-section;
  - (2) must, if the Sub-section is re-established within two years of dissolution, be transferred to the re-established Sub-section; and
  - (3) must, if the Sub-Section is not re-established within two years of dissolution, be held in trust in such manner as the Section Council shall determine for the benefit of the other Sub-sections of the Section. Any property (including real property) may be sold and the proceeds added to the funds held in trust.

1.10.5 **Liability.** There must be no liability for any member to contribute in the payment of any debts and liabilities of the Association or any costs, charges and expenses of winding up the Association, a Section or Sub-section.

# Naval Association of Australia - Constitution

# Naval Association of Australia - Constitution

## SECTION 2 – MEMBERSHIP

### 2.1 Types of Membership

2.1.1 **Full Membership.** There will be the following classes of Full Membership:

a. **Member:**

- (1) The class of Member is reserved for serving or former Naval personnel, as prescribed in the By-laws.
- (2) A Member may vote at general meetings, represent the member's Section or Sub-section and hold office at any level.
- (3) A Member must pay membership fees when due.

b. **Life Member:**

- (1) The class of Life Member is reserved for Members who have been awarded Life Membership because of those members' contributions to the Association, as prescribed in the By-laws.
- (2) A Life Member may vote at general meetings, represent the member's Section or Sub-section and hold office at any level.
- (3) Membership fees for a Life Member must be paid by the Section or Sub-section which nominated the member for the award of Life Membership.

2.1.2 **Restricted Membership.** Restricted Membership is reserved for persons who are not eligible for Full Membership of the Association but who wish to contribute to the Association. There will be the following classes of Restricted Membership, rules for which must be prescribed in the By-laws:

a. **Associate Member**

b. **Social Member**

c. **Club Member**

2.1.3 **Honorary Membership.** Honorary Membership is reserved for persons who have rendered special service to the Association, or who hold sufficient status in the community.

### 2.2 General.

2.2.1 **Register.** The Membership Register must be kept at the National Headquarters and is to record details of all Full Members, who must furnish the information required for this purpose through their respective Section or Sub-section as appropriate. The Register will identify those members who are financial.

## Naval Association of Australia - Constitution

- 2.2.2 **Transfer of Membership.** Membership is personal and not transferable. Its rights and privileges are not transferable, and they cease on removal of a member from the Register.
- 2.2.3 **Private Information.** All information about a member contained in the Register or otherwise held by the Association must be treated in accordance with Privacy legislation.
- 2.2.4 **Badges and Numbers.** Each person who is admitted to Full Membership must be issued with a number and badge (on which the membership number is engraved). All badges so issued, remain the property of the Association and must be returned on a member's removal from the Register.
- 2.2.5 **Transfer Between Sub-sections.** A member may transfer from one Sub-section to another, subject to the consent of the receiving Sub-section.
- 2.2.6 **Resignations.** A member may resign from the Association by written notice to the Secretary of the Sub-section or Section to which the member belongs. Acceptance of the resignation by the Sub-section or Section Executive is conditional upon:
- a. all annual subscriptions having been paid; and
  - b. the member not being the subject of a misconduct allegation in accordance with Article 2.5 of this Constitution.
- 2.2.7 **Obligations of Members.** Members of the Association must:
- a. pay membership fees when due;
  - b. accept and promote the Association's objectives;
  - c. abide by the Rules of the Association where applicable; and
  - d. advise their Sub-sections or Sections of any changes to their personal details which are relevant to their membership.
- 2.3 **Membership Fees**
- 2.3.1 **Setting of Membership Fees and Subscriptions.** The National *Annual General Meeting*, by Ordinary Resolution, must set Entrance Fees, Full Membership subscription rates that are to apply to all Sub-sections and Sections without sub-sections for the following three financial years. Sub-section General Meetings (or, where a Section does not contain sub-sections, a Section General Meeting) may set their own subscription rates for Restricted Members, by Ordinary Resolution, but these rates must not exceed those for Full Membership. Other membership fees may be imposed by Ordinary Resolution of *the National Annual General Meeting* from time to time.

## Naval Association of Australia - Constitution

### 2.3.2 Payment of Membership Fees.

- a. The annual subscription shall be due and payable on 1 January each year;
- b. when a National *Annual General Meeting* amends the subscription or the entrance fee amount, the amended amount is payable from 1 January immediately following the National *Annual General Meeting* or such later date as decided by the National *Annual General Meeting*;
- c. the National Council must promulgate any National *Annual General Meeting* decision on membership fees as soon as practicable after the rising of *Annual General Meeting*.

### 2.3.3 The Subscription Payable by a New Member:

- a. who joins between 1 July and 31 October in any year, shall be 50% of the annual subscription for that year; and
- b. who joins on or after 1 November in any year, shall be the full amount of the subscription due on 1 January in the year following and the member shall be deemed as financial from date of joining until 31 December of the following year.

### 2.3.4 *Life Subscriber*

- a. *A Full Member may become a Life Subscriber after being accepted by a Sub-section, by paying a subscription that is set by the National Council. The subscription will cover the member's future annual membership subscriptions to the Association.*
- b. *The Life Subscriber's subscription will cover membership of one Sub-section or Section without Sub-sections;*
- c. *Should a Life Subscriber be awarded Life Membership of the Association, the balance of his/her subscription must be paid by the National Council to the nominating Section or Sub-section to cover future capitation payments as required at Rule 2.1.1 b (3).*
- d. *On the death, resignation or expulsion of a Life Subscriber from the Association, the balance of the Life Subscriber's subscription is not refundable and remains a part of the working capital of the Life Subscriber dedicated bank account..*

### 2.3.5 *Payment of Life Subscriber's capitation*

- a. *The annual membership capitation and subscription due to a section and subsection or Section without Sub-sections, will be paid annually by the National Council from the Life Subscriber bank account.*
- b. *A Life Subscriber will have the same privileges and, election and voting rights as a Full Member who pays an Annual Subscription as per 2.3.6.*

## Naval Association of Australia - Constitution

### 2.3.6 Responsibility.

- a. The responsibility to pay the annual subscription rests with the member, who should not rely on receipt of any notice of subscription being due.
- b. If the annual subscription is not paid prior to the commencement *of either a general meeting or* the annual general meeting of the sub-section the *unfinancial* member shall have neither voice nor vote *at the meeting* and shall not be eligible to be elected to any office.
- c. *An unfinancial* member shall however, continue to enjoy all other rights and privileges of financial membership until 30 April of that year
- d. *An unfinancial member cannot represent a sub-section or Section at Section or National meetings.*

### 2.3.7 Removal from the Membership Register.

- a. A member whose subscription is unpaid by 30 April in any year, must be declared unfinancial.
- b. *If an unfinancial member has not paid the subscription due for that year, that member will be* struck off the Membership Register on 31 December of that year.

## 2.4 Honours and Awards.

**2.4.1 Honours.** Criteria for the following Honours that may be made by the Association, must be prescribed in the By-laws:

- a. Diploma of Merit
- b. Honorary Member for Life
- c. Life Membership
- d. Meritorious Service Medal.

**2.4.2 Awards.** Criteria for the following Awards that are available for award by the Association, must be prescribed in the By-laws.

- a. Certificate of Appreciation
- b. National President's Commendation
- c. Long Service Certificate

## 2.5 Disciplining of Members

2.5.1 A sanction may be placed on a member who is found guilty of:

- a. intentionally violating any rule of the Association;

## Naval Association of Australia - Constitution

- b. intentionally violating any National Council, Section Council or Sub-section Committee resolution which is not in conflict with the Rules of the Association; or
  - c. conduct unbecoming a member of the Association or subversive to the Association.
- 2.5.2 A person alleging misconduct of a member as described in Article 2.5.1 (the complainant) must make a written submission to the Secretary of the Sub-section to which the accused member belongs. If the accused member is the Sub-section Secretary, the submission should be sent to the Sub-section President.
- 2.5.3 The Sub-section President must convene a special meeting of the Sub-section Committee within one calendar month of a complaint being received by the Sub-section. Both the complainant and accused member must be given seven days notice of the meeting, to which they may attend and give evidence or make a statement. Due consideration will be given as to which evidence is given in person.
- 2.5.4 If the Sub-section Committee finds the allegation answerable, the Sub-section President must convene a Special General Meeting of the Sub-section, with the complainant and accused member being given seven days notice of the meeting, to which they may attend and give evidence or make a statement.
- 2.5.5 After hearing the case, the Sub-section General Meeting must, by Special Resolution:
- a. dismiss the allegation, or
  - b. declare the offence to be trivial with no penalty imposed, or
  - c. make a recommendation to the Section Council that the member be censured, have his or her membership suspended for a specified period, or be expelled.
- 2.5.6 The Section Council must consider any sanction recommendation received from a Sub-section within one month of that recommendation being received. The accused member may attend and make an oral statement, or submit a written statement to the Section Council meeting. The Section Council may then confirm the Sub-section's recommendation, or substitute another decision.
- 2.5.7 Where a Section contains no sub-sections, the original complaint must be made to the Section Secretary, and the case will be heard and decided by the Section Council.
- 2.5.8 Neither the complainant nor the accused member is entitled to legal representation unless specifically approved by the Sub-section or Section Executive (as appropriate). Costs for any legal representation must be borne by the individual represented.

## Naval Association of Australia - Constitution

### 2.6 Right of Appeal of Disciplined Member

- 2.6.1 A member who has been censured or suspended, may appeal to the National Council, whose decision is final (except in the case of Article 2.6.2). The appeal must be submitted on paper in accordance with the submission of agenda items for National Council meetings and must be considered at the next following National Council meeting. The National Secretary must advise the relevant Section Council and invite a response from that Council. National Council may permit personal representations from the accused person and complainant.
- 2.6.2 A person who has been expelled may appeal to the National Council in accordance with Article 2.6.1. If that appeal fails, the person may further appeal to the National *Annual General Meeting*, whose decision is final. Such appeal must be submitted on paper in accordance with the submission of agenda items for the National *Annual General Meeting* and must be considered at the next National *Annual General Meeting*.

### 2.7 Disputes and Mediation

- 2.7.1 The grievance procedure set out in this Rule applies to disputes under these Rules between;
- a a member and another member; or
  - b a member and the Association.
- 2.7.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 2.7.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 2.7.4 The mediator must be;
- a a person chosen by agreement between the parties; or
  - b in the absence of agreement;
    - (1) in the case of a dispute between a member and another member, a person appointed by the relevant executive of the Association; or
    - (2) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of the relevant State or Territory Government.
- 2.7.5 A member of the Association may be a mediator.
- 2.7.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

## Naval Association of Australia - Constitution

- 2.7.7 The mediator must;
- a. give the parties to the mediation process every opportunity to be heard; and
  - b. allow due consideration by all parties of any written statement submitted by any party; and
  - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and
  - d. must not determine the dispute.
- 2.7.8 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the State or Territory relevant legislation

# Naval Association of Australia - Constitution

# Naval Association of Australia - Constitution

## SECTION 3 – GOVERNANCE

### 3.1 National

#### 3.1.1 National *Annual General Meeting*.

- a. *The National Annual General Meeting* is the supreme governing authority of the Association.
- b. *The National Annual General Meeting* comprises:
  - (1) the National Office Bearers,
  - (2) one delegate and no more than two deputy delegates from each Section,
  - (3) the Kindred Affiliates Secretary; and
  - (4) one delegate and no more than two deputy delegates from each Affiliate (National level).
- c. Other members of the Association, Kindred Affiliates and members of the public may attend as observers but not participate in *the National Annual General Meeting*.
- d. *The National Annual General Meeting* must *be held within five months of the end of the financial year*.
- e. **Authority.** *The National Annual General Meeting* has the authority to:
  - (1) make and implement policies for the interests and welfare of members;
  - (2) amend the Constitution
  - (3) elect the National Office Bearers to hold office until the rising of the *third National Annual General Meeting succeeding their election*;
  - (4) set membership fees;
  - (5) direct National Council to take certain actions;
  - (6) determine any matter referred to it by National Council or by a Section Council;
  - (7) hear any appeal against a National Council decision or action as provided for in the rules;
  - (8) delegate certain powers to the National Council;
  - (9) *Business of the Annual General Meeting must include adoption of audited financial statement for the previous year and appointment of an auditor for the present year.*

## Naval Association of Australia - Constitution

(10) *A quorum for the Annual General Meeting is the National President or a National Vice President, at least one member of the National Executive and delegates from at least five Sections*; and

(11) take any other action as prescribed in the rules.

### f. **Agenda.**

(1) Proposals for inclusion in the agenda of a National *Annual General Meeting* must be received by the National Secretary no later than four calendar months before the date the National *Annual General Meeting* is scheduled to commence.

(2) The National *Annual General Meeting* Agenda is to be prepared to include all items and nominations received by the National Secretary in accordance with Articles 3.1.1 f(1) and 3.1.1 g and must be forwarded to each Section Secretary no later than two calendar months before the date the National *Annual General Meeting* is scheduled to commence.

(3) National Council or a Section Council may submit proposals for inclusion on a Supplementary Agenda provided that, in each case, the proposal does not propose any alteration to these Rules and that the proposals are received by the National Secretary no less than two months before the date National *Annual General Meeting* is scheduled to commence.

(4) The National Secretary must then prepare a Supplementary Agenda and forward copies to each Section Secretary no later than one month prior to the programmed start of the National *Annual General Meeting*.

### g. **Electing National Office Bearers:**

(1) Nominations for National Office Bearers may be proposed by:

- (a) National Council,
- (b) National Executive,
- (c) a Section Conference, or
- (d) a Section Council.

(2) Nominations for National Office Bearers positions must reach the National Secretary not later than four calendar months before the date of the National *Annual General Meeting at which an election is due*.

(3) Before the start of National *Annual General Meeting at which an election is due*, the National Executive must nominate a Returning Officer (who must not be a candidate for national office).

(4) The election of National Office Bearers must be by secret ballot.

(5) Each delegate has one vote in any ballot for National Office.

## Naval Association of Australia - Constitution

- (6) The candidate who receives the most votes in a ballot will be declared elected by the Returning Officer, whose decision is final. In the event of a tied ballot, the Returning Officer will advise the Chairman, who will then resolve the tied ballot by lot.
- (7) On completion of a ballot, all voting slips must be destroyed by the Returning Officer.
- h. Detailed procedures for the National *Annual General Meeting* must be prescribed in the By-laws.
- i. Voting at *the National Annual General Meeting*
  - (1) Upon any question arising at a National *Annual General Meeting*, each National *Annual General Meeting* Delegate and the National Executive are entitled to one vote only.
  - (2) All votes must be given personally.
  - (3) Voting by proxy is not permitted.

### 3.1.2 National Council.

- a. National Council administers the affairs of the Association when *the National Annual General Meeting* is not in session.
- b. National Council comprises:
  - (1) the National Office Bearers,
  - (2) National Councillors being the Section President of each Section,
  - (3) the Kindred Affiliates Secretary; and,
  - (4) one delegate from each National Affiliate,
- c. Voting at National Council meetings:
  - (1) each National Councillor and the National Executive are entitled to one vote only subject to the conditions of Article 3.1.2 c (4).
  - (2) All votes must be given personally.
  - (3) Voting by proxy is not permitted.
  - (4) A National Councillor representing a Section that does not have Sub-sections may have neither voice nor vote if that Section
    - (i) *does not have a quorum of members financial for the current year, and*
    - (ii) *has not submitted monies due to the National Council for the current financial year by the due date.*
  - (5) A Section is deemed to be unfinancial if it fails *to have a quorum of sub-sections financial for the current year which have submitted monies due to the National Council for the current financial year* by the due date.

## Naval Association of Australia - Constitution

*(6) The National Councillor must have paid the membership subscription due for the current year by the due date*

- d. **Quorum.** A quorum for National Council meetings is the National President or a National Vice President plus a delegate from each of the National Executive and at least five Sections.
- e. **Agenda.** Proposals for inclusion in the agenda of a National Council must be received by the National Secretary no later than six weeks before the date the National Council meeting is scheduled. The National Secretary is to forward copies of the Agenda to Section Secretaries one month prior to the National Council meeting.
- f. **Notice of a Special Meeting.** National Council members must be given not less than twenty one days notice, served personally or by post, of any special state council meeting at which:
  - (1) only the business set out in the notice may be transacted;
  - (2) if called following a requisition submitted to the National Executive the proposed business may not be transacted unless 75% of the Sections who signed the requisition are present; and
  - (3) the business may be determined by secret ballot if the meeting so determines.
- g. If a National Councillor is unable to participate in a meeting of the National Council, the Section Executive may appoint one of its members to act as Deputy National Councillor or, in exceptional circumstances, may appoint a member of any Section to act as a Deputy National Councillor for that Section.
- h. If a member of the National Council is absent from three consecutive Council meetings without an accepted explanation, the National Council must declare that person's position vacant. If the person is a delegate, the National Secretary must so inform the relevant Section or Affiliate, which must appoint a replacement.
- i. If a National Office Bearer position is declared vacant for any reason, the National Council, must;
  - (a) advise all Section Councils of the casual vacancy within 14 days of such declaration,
  - (b) appoint a Returning Officer; and
  - (c) call for nominations to fill the casual vacancy, to be received by the National Secretary within one calendar month from the date of the call for nominations.
- j. The Returning Officer must within one calendar month of the date of that advice:

## Naval Association of Australia - Constitution

- (1) if only one nomination is received, declare the nominee elected to the casual vacancy; or
  - (2) if more than one nomination is received, conduct a postal ballot in which the National Executive and each Section Council shall have one vote each.
- k. Procedures for the National Council must be prescribed in the By-laws.

### 3.1.3 Management of Funds

- a. The funds of the National Council shall be derived from Section, Sub section capitation fees, donations and such other sources as the National Council determines.
- b. The National Treasurer must;
  - (1) collect and receive all moneys due to the National Council and make all payments authorised by the National Council; and
  - (2) keep correct accounts and books showing the financial affairs of the National Council with full details of all receipts and expenditure connected with activities of the National Council.
- c. ***HMAS Sydney II Virtual Memorial – Management of Funds***
  - (1) ***The Naval Association of Australia (NAA) has entered into a funding agreement with the Finding Sydney Foundation (FSF) for the ongoing development and maintenance of the Virtual Memorial (VM) to commemorate the memory of the men lost in HMAS Sydney II on or about 19 November 1941.***
  - (2) ***The NAA must carry out the activity in accordance with the Funding Agreement diligently, effectively and to a professional standard.***

### 3.1.4 National Executive.

- a. National Executive manages the Association at national level in accordance with delegations by the National Council.
- b. National Executive comprises the National Office Bearers and the Kindred Affiliates Secretary. Their duties must be prescribed in the By-laws.
- c. A quorum for National Executive meetings is the National President or a National Vice President plus at least three other National Office Bearers.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the National Executive.
- e. Except as otherwise provided in these Rules, the National Secretary must keep in his or her custody, or under his or her control, all books, documents and securities of the National Council.

## Naval Association of Australia - Constitution

- f. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request. A member may make a copy of any accounts, books, securities and any other relevant documents of the sub section.

### **3.1.5 Electronic Meetings**

Procedure for electronic meeting must be detailed in the By-laws

## **3.2 Section.**

- a. Each State and Territory shall have a Section Council to administer the day to day affairs of the Association within their constituted areas, in accordance with these Rules and any appropriate Delegations.
- b. Each Section Council may establish a Sub-section which shall comprise of not less than eight members from a locality within its jurisdiction, provided the proposed Sub-section accepts the Rules of the Association.
- c. Where a newly established Sub-section is;
  - (1) the first within a Sections jurisdiction, National Council will constitute that Sub-section as a Section. Such a Section will be subject to the provisions of Article 3.2B; and
  - (2) formed within an established Section, National Council will constitute the Sub-section as a Sub-section within the appropriate Section.
- d. Sections which have two or more Sub-sections will be subject to the provisions of Article 3.2A.
- e. A Section without Sub-sections will be subject to the provisions of Article 3.2B; and
- f. Where a Section has been constituted under Article 3.2 c. (1), and a second or more Sub-Section/s are constituted in that Section's State or Territory, National Council will reconstitute the original Section as a Sub-section. To accommodate these Sub-sections a new Section, which will be subject to the provisions of Article 3.2A, will also be constituted at that time.

### **3.2A Section (Which includes two or more Sub-sections).**

#### **3.2A.1 Section Conference.**

- a. A Section Conference is the governing authority within the area for which that Section is responsible and must be held either annually or biennially as prescribed in that Section's Regulations and in conjunction with the Section's Annual General Meeting.
- b. A Section Conference comprises;
  - (1) the Section Office Bearers,
  - (2) one delegate and no more than two deputy delegates from each Sub-section; and

## Naval Association of Australia - Constitution

- (3) one delegate and no more than two deputy delegates from each Section Affiliate.
- c. Agenda.
  - (1) Proposals for inclusion in the agenda of a Section Conference/Annual General Meeting must be received by the Section Secretary no later than three calendar months before the date the Section Conference/Annual General Meeting is scheduled to commence; and
  - (2) The Section Conference Agenda is to be prepared to include all items and nominations received by the Section Secretary in accordance with Article 3.2A.1 d. and must be forwarded to each Sub-section Secretary and the National Secretary not later than two calendar months before the date the Section Conference/Annual General Meeting is scheduled to commence.
- d. At least three calendar months before the Section Council Meeting prior to the Section Conference, the Section Secretary must call for nominations to fill Section Office Bearer positions, from relevant Sub-sections. Nominations must reach the Section Secretary before the start of that meeting, and announced no later than three calendar months before the date of the Section Conference. Section Council must elect a Returning Officer, who is not a candidate for Section office; and
- e. Procedures for a Section Conference, including a quorum, must be detailed in that Section's Regulations.

### **3.2A.2 Section Annual General Meeting.**

- a. Business at the Annual General Meeting must include adoption of audited financial statements for the previous year, appointment of an auditor for the present year and election of Section Office Bearers as described in Article 3.2A.1 d. The notice convening the Annual General Meeting must specify that it is an Annual General Meeting; and
- b. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

### **3.2A.3 Section Council.**

- a. A Section Council administers the affairs of the Section when Section Conference is not in session.
- b. A Section Council comprises;
  - (1) the Section Office Bearers,
  - (2) two delegates from each Sub-section; and
  - (3) no more than two delegates from each Section Affiliate.
- c. A quorum for Section Council meetings is one third of its total membership provided that;

## Naval Association of Australia - Constitution

- (1) in determining the total membership no account is taken of any member elected to one or more of the non Section Executive offices as his/her sole office or of any member representing any affiliated body; and
  - (2) the total number of Sub-Section elected Section Councillors is greater than the number of Section Office Bearers present.
- d. Section Council meetings must be held not less frequently than half yearly.
- e. Notice of the Section Council Meeting.
- (1) Section Councillors must be given not less than 40 days notice of any Section Council meeting or, if a special resolution has been proposed for the agenda, at least 60 days notice. The notice must include the place, date, timing and agenda for the meeting.
  - (2) Notice may be sent;
    - (a) by prepaid post to the address appearing in the register of members;  
or
    - (b) if the member requests, by facsimile transmission or electronic transmission; and
  - (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- f. A member of the Section Council intending to bring business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting (see Article 3.2A.3 e.(1)).
- g. Voting at Section Annual and other Council meetings;
- (1) Upon any question arising at a Section Council meeting, each Sub-section and the Section Executive are entitled to one vote only subject to the conditions of Article 3.2A.3 g.(4).
  - (2) All votes must be given personally.
  - (3) Voting by proxy is not permitted; and
  - (4) A Section Councillor representing a Sub-section may have neither voice nor vote if that Sub-section is;
    - (a) unfinancial in accordance with Article 3.2A.3 g.(4) (b) or such earlier date as decided by the Section Council, and
    - (b) A Sub-section is deemed to be unfinancial *if it does not have*
      - (i) *a quorum of members financial for the current year , and*
      - (ii) *has not submitted monies due to the relevant Section Council and National Council for the current financial year**by* the due date.

## Naval Association of Australia - Constitution

*(c) The Section Councillor must have paid the membership subscription due for the current year by the due date.*

### **h. Notice of a Special Meeting**

- (1) Section Council members shall be given not less than forty days notice, served personally or by post, of any Section Council Special Meeting at which;
  - (a) only the business set out in the notice may be transacted;
  - (b) if called following a requisition submitted to the Section Executive, the proposed business may not be transacted unless 75% of the Sub Sections who signed the requisition are present; and
  - (c) the business may be determined by secret ballot if the meeting so determines.

### **i. Management of Funds.**

- (1) Funds of the Section Council shall be derived from Sub-section capitation fees, donations and such other sources as the Section Council determines; and
- (2) The Section Treasurer must;
  - (a) collect and receive all moneys due to the Section Council and make all payments authorised by the Section Council; and
  - (b) keep correct accounts and books showing the financial affairs of the Section Council with full details of all receipts and expenditure connected with activities of the Section Council.
- j. Procedures for a Section Council must be prescribed in that Section's Regulations.
- k. If a member of the Section Council is absent from three consecutive meetings without an acceptable explanation, the Section Council must declare that person's position vacant. If the person is a Sub-section or Section Affiliate delegate, the Section Secretary must so inform the relevant Sub-section or Section Affiliate, which must appoint a replacement; and
- l. If a Section Office Bearer position is declared vacant for any reason, the Section Council, within fourteen days of such declaration, must advise all relevant Sub-Sections of the casual vacancy, appoint a Returning Officer and call for nominations to fill the casual vacancy, to be received by the Sub-Section Secretary within one calendar month from the date of that advice. The Returning Officer must within one month of the date of that advice;
  - (1) if only one nomination is received, declare the nominee elected to the casual vacancy; or

## Naval Association of Australia - Constitution

- (2) if more than one nomination is received conduct a postal ballot in which the Section Executive and each relevant Sub-section shall have one vote each.

### **3.2A.4 Section Executive.**

- a. A Section Executive manages the Association at Section level in accordance with delegations by Section Council.
- b. A Section Executive comprises the Section Office Bearers, whose duties must be prescribed in the Section's Regulations.
- c. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Section Executive.
- d. Except as otherwise provided in these Rules, the Section Secretary must keep in his or her custody, or under his or her control, all books, documents and securities of the Section Council.
- e. The interval between Section Executive meetings must be laid down in that Section's Regulations; and
- f. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request. A member may make a copy of any accounts, books, securities and any other relevant documents of the Section.

### **3.2B Section (With no Sub-Sections).**

#### **3.2B.1 Section Conference and Section Meetings.**

- a. A Section Conference is not relevant to a Section with no Sub-sections and as such the Section will conduct its business by holding General Meetings, Special General Meetings (when required) as prescribed in the Section's Regulations and an Annual General Meeting.
- b. Full Members of the Section in General Meeting are the governing authority of the Section.
- c. Section General Meetings are to be held not less frequently than quarterly. Procedures for General Meetings and the frequency of such meetings, must be prescribed in the Section's Regulations.
- d. Section General Meetings comprise of;
  - (1) the Section Office Bearers; and
  - (2) a minimum number of Full Members of the Section, as laid down as a quorum in the Section's Regulations.
- e. **Agenda for Section General Meetings;**
  - (1) A member intending to bring business before a meeting may notify the Secretary in writing, or by electronic transmission, of that business which must be included as an item in the agenda accompanying the notice calling the next Section General Meeting.

## Naval Association of Australia - Constitution

- (2) Proposals for inclusion in the agenda of a Section General Meeting must be received by the Section Secretary no later than twenty-one days, before the date the Section General Meeting is scheduled to be held; and
  - (3) The Agenda is to be prepared to include all items received by the Section Secretary.
- f. **Notice of a Section General Meeting:**
- (1) Section members must be given at least 14 days notice of any Section General Meeting, or, if a Special General Meeting has been called, at least 7 days notice. The notice must include the place, date, time and agenda for the meeting.
  - (2) The Notice may be sent;
    - a. by prepaid post to the address appearing in the register of members; or
    - b. if the member requests, facsimile or electronic transmission; and
  - (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- g. **Voting at Section General Meetings:**
- (1) Upon any question arising at a Section General Meeting, a member has one vote only. See Article 2.3.4 for conditions of ineligibility to vote.
  - (2) All votes must be given personally, and
  - (3) Voting by proxy is not permitted.
- h. **Special General Meeting;**
- (1) A Special General Meeting of the Section may be convened by the Section President, with the concurrence of the Section Committee, at any time. Such a meeting must be convened upon receipt of a requisition stating the proposed business in the form of a substantive motion signed by not less than twelve members or twenty-five percent of the membership of the Section, whichever is the less; and
  - (2) Section members shall be given not less than seven days notice, served personally or by post of any Special General Meeting at which:
    - (a) only the business set out in the notice may be transacted,
    - (b) if called following a requisition submitted, to the Committee, the proposed business shall not be transacted unless 75% of the members who signed the requisition are present; and
    - (c) the business may be determined by secret ballot if the meeting so determines; and
  - i. Procedures and a quorum for Section General Meeting's and Special General Meetings are to be prescribed in the Section's Regulations.

## Naval Association of Australia - Constitution

### 3.2B.2 Section Annual General Meeting.

- a. The Section Annual General Meeting must be held not later than 31 March each year. Business at the Annual General Meeting must include adoption of audited financial statements for the previous year, appointment of an auditor for the present year and election of Section Office Bearers as described in Article 3.2B.2 g.. The notice convening the Annual General Meeting must specify that it is an Annual General Meeting.
- b. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- c. A Section Annual General Meeting comprises;
  - (1) the Section Office Bearers,
  - (2) a minimum number of Full Members of the Section, as laid down in the Section's Regulations, and
  - (3) such representation from Section Affiliates as laid down in the Section's Regulations.
- d. **Agenda;**
  - (1) Proposals for inclusion in the agenda of a Section Annual General Meeting must be received by the Section Secretary no later than one calendar month before the date the Section Annual General Meeting is scheduled to be held; and
  - (2) The Agenda is to be prepared to include all items and nominations received by the Section Secretary in accordance with Article 3.2B.2 g.
- e. **Notice;**
  - (1) Section members must be given at least 14 days notice of the Section Annual General Meeting. The notice must include the place, date, time and agenda for the meeting.
  - (2) The Notice may be sent;
    - a. by prepaid post to the address appearing in the register of members; or
    - b. if the member requests, facsimile or electronic transmission; and
  - (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- f. **Voting;**
  - (1) Upon any question arising at a Section Annual General Meeting, a member has one vote only. See Article 2.3.4 for conditions of ineligibility to vote.
  - (2) All votes must be given personally, and
  - (3) Voting by proxy is not permitted, and

## Naval Association of Australia - Constitution

- g. At a Section General Meeting at least three calendar months before the Section Annual General Meeting, the Section Secretary must call for nominations to fill Section Office Bearer positions. Nominations must reach the Section Secretary, one calendar month before the date the Section Annual General Meeting is scheduled to be held.

### 3.2B.3 Section Council/ Section Committee

- a. A Section Council is not appropriate in a Section which has no Sub-Sections, instead a Section Committee, elected in accordance with these Rules, will administer the affairs of the Section between General Meetings.
- b. **Section Committee.** A Section Committee comprises the Section Office Bearers (the Section Executive), plus such number of other members who are elected to the Committee at the Annual General Meeting, as prescribed in that Section's Regulations.
- c. The Procedures for and Authority of the Section Committee and the duties of its Office Bearers must be detailed in the Section's Regulations.
- d. A quorum for Section Committee meetings is five members.
- e. The interval between meetings of the Section Committee and procedures for the meetings must be laid down in that Section's Regulations.
- f. If a Section Committee member is absent from three consecutive meetings (either Committee or General) without an acceptable explanation, the Section Committee must declare that person's position vacant.
- g. If a Section Committee position is declared vacant for any reason the Section Committee must appoint another person to fill that casual vacancy. At the next Section General Meeting;
  - (1) the appointment will be confirmed; or
  - (2) nominations will be called for and a ballot for the position conducted in accordance with the Section Regulations.
- h. **Management of Funds.**
  - (1) The funds of the Section shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Section determines.
  - (2) The Section Treasurer must;
    - (a) collect and receive all moneys due to the Section and make all payments authorised by the Section Committee; and
    - (b) keep correct accounts and books showing the financial affairs of the Section with full details of all receipts and expenses connected with activities of the Section.
  - (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Section Executive, and

## **Naval Association of Australia - Constitution**

- (4) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request. A member may make a copy of any accounts, books, securities and any other relevant documents of the Section.

### **i. Section Executive.**

- (1) The Section Executive manages the day to day affairs of the Section in accordance with these Rules and all relevant delegations. Details of delegations given to the Executive must be recorded as outlined in the Section's Regulations.
- (2) The Section Executive comprises of Section Officer Bearers.
- (3) Except as otherwise provided in these Rules, the Secretary must keep in his/her custody, or under his/her control, all books, documents and securities of the Section.
- (4) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge to any Full Member upon request. A Full Member may make a copy of any accounts, books, securities and any other relevant documents of the Section.

## **3.3 Sub-section**

### **3.3.1 Sub-section Annual General Meetings.**

- a. A Sub-section's Annual General Meeting must be held not later than 31 March each year. Business for an Annual General Meeting must include adoption of audited financial statements for the previous year, appointment of an auditor for the present year and election of the Sub-section Committee, including its Office Bearers. The notice convening the Annual General Meeting must specify that it is an annual general meeting.
- b. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- c. At least three months before the Annual General Meeting, the Sub-section Secretary must call for nominations to fill Sub Committee positions, from all Full Members of the Sub-section. Nominations must be received at least seven days before the start of the Annual General Meeting, which must elect a Returning Officer, who is not a candidate for Sub-section office.

### **3.3.2 Sub-section General Meetings**

- a. Full Members of a Sub-section in General Meeting are the governing authority of that Sub-section.
- b. General meetings must be held not less frequently than quarterly
- c. Notice of the Sub-section General Meeting.
  - (1) Sub-section members must be given at least 14 days notice of any Sub-section General meeting or, if a Special Resolution has been

## Naval Association of Australia - Constitution

proposed for the agenda, at least 21 days. The notice must include the place, date, time and agenda for the meeting.

- (2) Notice may be sent;
    - (a) by prepaid post to the address appearing in the register of members; or
    - (b) if the member requests, by facsimile transmission or electronic transmission.
  - (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
  - (4) A member intending to bring business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.
- d. Voting at Sub-section Annual and other general meetings:
- (1) Upon any question arising at a general meeting of the Sub Section, a member has one vote only. See Article 2.3.4 for entitlement to vote.
  - (2) All votes must be given personally.
  - (3) Voting by proxy is not permitted.
- e. A quorum for any Sub-section general meeting is five members.
- f. Sub-section members must be given not less than twenty one days notice, served personally or by post, of any special general meeting at which:
- (1) only the business set out in the notice may be transacted;
  - (2) if the meeting is called following a requisition submitted to the Sub-section committee, the proposed business may not be transacted unless 75% of the members who signed the requisition are present; and
  - (3) the business may be determined by secret ballot if the meeting so determines.
- g. Procedures for General Meetings of a Sub-section, including frequency for such meetings, must be prescribed in that Sub-section's Guidelines.

### 3.3.3 Sub-section Committee.

- a. A Sub-section Committee administers the affairs of the Sub-section between General Meetings.
- b. A Sub-section Committee comprises the Sub-section Office Bearers plus such number of other members who are elected at the Annual General Meeting, as prescribed in that Sub-section's Guidelines.
- c. Authority of the Sub-section Committee and duties of its Office Bearers must be detailed in the Sub-section's Guidelines.

## Naval Association of Australia - Constitution

- d. A quorum for Sub-section Committee meetings is five members.
- e. The interval between meetings of a Sub-section Committee must be laid down in that Sub-section's Guidelines.
- f. If a Sub-section Committee member is absent from three consecutive meetings (either Committee or General) without an acceptable explanation), the Sub-section in General Meeting must declare that person's position vacant.
- g. If a Sub-section Committee position is declared vacant for any reason, the Sub-section Committee must appoint another person to fill that casual vacancy. At the next Sub-section General Meeting:
  - (1) the appointment will be confirmed, or
  - (2) nominations will be called for and a ballot for the position conducted in accordance with the Sub-section Guidelines.
- h. The funds of the Sub Section shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee. The Sub-section Treasurer must;
  - (1) collect and receive all moneys due to the Sub-section and make all payments authorised by the Sub-section Committee; and
  - (2) keep correct accounts and books showing the financial affairs of the Sub-section with full details of all receipts and expenditure connected with activities of the Sub-section.

### 3.3.4. Sub-section Executive.

- a. A Sub-section Executive manages the Sub-section in accordance with delegations by the Sub-section Committee (as prescribed in the Sub-section's Guidelines).
- b. A Sub-section Executive comprises the Sub-section's Office Bearers.
- c. The interval between, and a quorum for, meetings of a Sub-section Executive meeting must be prescribed in that Sub-section's Guidelines.
- d. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody, or under his or her control, all books, documents and securities of the sub-section.
- e. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Executive.
- f. All accounts, books, securities and any other relevant documents of the Sub-section must be available for inspection free of charge by any member upon request. A member may make a copy of any accounts, books, securities and any other relevant documents of the sub section.

## Naval Association of Australia - Constitution

### 3.4 Validity of Decisions

- 3.4.1 Any act or decision made or purported to have been done by any Council, Committee or Executive at National, Section or Sub-section level remains valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member in that Council, Committee or Executive.

### 3.5 Procedures

- 3.5.1 **Agenda.** The conduct of all meetings, other than *the National Annual General Meeting*, a section conference, a special purpose committee or a sub-committee shall follow an agenda determined by the meeting by reference to the Standing Orders set out in Annex A to this Constitution.
- 3.5.2 **Conduct.** The conduct of meetings at all levels of the Association shall be subject to the aforementioned Standing Orders.
- 3.5.3 **Procedural Guidance.** In cases of doubt or dispute, the meeting procedures outlined in Joske's "Law and Procedure in Meetings in Australia" are to be used as a reference provided that they do not conflict with these Rules, which shall prevail.

# Naval Association of Australia - Constitution

# Naval Association of Australia - Constitution

## SECTION 4 – ADMINISTRATION

### 4.1 Finances

#### 4.1.1 Responsibilities.

- a. The National Council, each Section Council and each Sub-section Committee is responsible for managing the Association's finances, as appropriate.
- b. A Council or Committee may delegate the management of its finances to the relevant Executive.
- c. Each Council or Committee must ensure that the finances are accounted for and controlled in accordance with the By-laws.

#### 4.1.2 Management of Funds.

- a. Funds of the Association may be derived from membership subscriptions, donations and such other sources as approved by the respective Council or Committee.
- b. Money received by the Association at any level must be applied solely to promotion of the Association's objectives.
- c. All money received at National, Section or Sub-section level must be deposited as soon as practicable and without deduction in the bank account of the respective Council or Committee.
- d. No moneys are to be paid to members of the Association except as:
  - (1) remuneration for rendering approved service;
  - (2) reimbursement of authorised out of pocket expenses;
  - (3) interest on money lent by a member; or
  - (4) rent for premises let to the Association by a member.
- e. Respective audited financial statements must be presented each year to the Annual General Meeting of the Association, the Annual General Meeting of each Section and the Annual General Meeting of each Sub-section.
- f. Detailed rules for the management of funds must be prescribed in the By-laws, as appropriate (see 4.1.1(c)).

#### 4.1.3 Availability of Accounts. The accounts of the Association, a Section or Sub-section must be available for inspection by any Full Member if requested.

## Naval Association of Australia - Constitution

### 4.2 Assets

- 4.2.1 **Assets Registers.** The National Council, each Section Council and each Sub-section Committee must maintain a register of all property owned by that respective body.
- 4.2.2 **Management of Assets.** All property owned by the Association must be managed in accordance with the By-laws of the Association.

### 4.3 Records

- 4.3.1 The National Secretary must maintain such records of national *Annual General Meetings*, meetings and activities as required By-law and in order that a history of the Association could be compiled from those records.
- 4.3.2 Each Section Secretary must maintain adequate records of that Section's conferences, meetings and activities in accordance with the By-laws.
- 4.3.3 Each Sub-section Secretary must maintain adequate records of that Sub-section's meetings, activities and members.

### 4.4 Common Seal

- 4.4.1 The Common Seal of the Association must be held by the National Secretary and may only be affixed to a document that is signed by any two persons appointed to do so by the National Council.
- 4.4.2 All such uses of the Seal must be recorded in the Register of Seals and must be ratified by the National Council.
- 4.4.3 Any Section or Sub-section which is incorporated must control the use of its Common Seal in the same manner as described in Articles 4.4.1 and 4.4.2.

### 4.5 Indemnity

- 4.5.1 The National Council must take out insurance to indemnify each National Office Bearer and Councillor against any liability incurred by that person in that person's capacity as Office Bearer, Councillor or committee member.. Each Section Council and each Sub-section Committee must ensure that the Section or Sub-section is adequately insured against liability.
- 4.5.2 'Liability' in Article 4.5.1 means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind incurred in defending proceedings, whether criminal, civil or administrative, or appearing before any court, tribunal,

## **Naval Association of Australia - Constitution**

government authority or other body arising out of the execution or in relation to the person's duties, except through that person's own wilful default or neglect.

# Naval Association of Australia - Constitution

# Naval Association of Australia - Constitution

## Annexes

### Annex A Standing Orders for Meetings

1. The order of business to be considered at any meeting, other than at *the* National *Annual General Meeting* or a section conference, shall be in accordance with the following agenda unless otherwise determined by the meeting:
  - a. Confirm the minutes of the previous meeting as a true record of proceedings with or without correction.
  - b. Business arising from the previous meeting.
  - c. Election of Officers.
  - d. Admission of new members.
  - e. Correspondence & associated actions.
  - f. Treasurer's statement and accounts for payment.
  - g. Reports.
  - h. Notices of Motion.
  - i. General Business.
  
2. The following matters shall not be considered unless notice of motion has been given at the previous meeting unless otherwise provided for in these rules:
  - a. Alteration of or addition to the Section or Sub-section Regulations and Guidelines
  - b. Any significant amendment of policy.
  - c. The expenditure of any money the amount of which the meeting considers significant.
  - d. Any proposal to impose a levy;
  - e. Change of meeting dates.
  - f. A nomination for the Association's Honours and Awards.
  - i. Any matter previously determined by the meeting within three months of such determination provided however that when voting on a motion at Section council after notice of motion has been given, in accordance with this standing order, each Sub-section represented and Section Executive shall have one vote only.
  - j. The transfer of a member by the receiving Sub-section.
  
3. The conduct of meetings, at whatever level of Association government, shall be in accordance with the following procedures, provided that, in a situation not covered by these standing orders and where there are cases of doubt or dispute, the procedures set out in "Law and Procedure at Meetings in Australia" by P Joske shall be adopted to the extent that they are consistent with these rules and these standing orders:

## Naval Association of Australia - Constitution

- a. No question may be debated unless it is the subject of a motion or amendment duly moved and seconded.
- b. The chairman may require that any motion or amendment be submitted in writing.
- c. During any debate on a motion or amendment:
  1. the mover of the motion shall be permitted to speak for ten minutes and any subsequent speaker, including the seconder and the mover of any amendment, for five minutes provided that the meeting may consent to a specified extension of time for any speaker;
  2. not more than two speakers, including the mover and the seconder who however may second formally and speak later at any time, shall follow successively on the same side of the question;
  3. a speaker shall address the meeting through the chair and shall be standing unless the chairman shall permit a speaker to remain seated;
  4. no speaker (except the mover of a motion, who shall reserve the right to a closing argument) shall speak more than once to a motion or once to an amendment unless the meeting gives approval to do so; and
  5. the chairman shall not participate in any debate unless he or she retires from the chair in favour of an acting chairman for the duration of the debate on the motion or amendment to the motion.
- d. Only one amendment to a motion may be considered at any one time and an amendment which has the effect of being a direct negative of the original motion shall not be considered.
- e.. When an amendment is proposed and seconded, the debate shall relate only to the amendment. Any member may speak to the amendment notwithstanding that the member may have spoken to the motion or to a previous amendment.
- f. When an amendment is determined, the debate on the original motion, as amended if the amendment is carried, shall be resumed. Further amendments may be proposed, provided that the proposed amendment does not amend any replacement or additional words that resulted from any previous amendment or, propose the reinstatement of any words, deleted by a previous amendment.
- g. At the conclusion of the debate on any amendment, the mover of the original motion may speak, except where that member has spoken during the debate on the amendment.
- h. After the determination of all amendments and the conclusion of the debate, the original motion or the original motion as amended shall be put to the meeting, provided that before the motion is put, the mover of the original motion may again speak if the motion has not been amended.
- i. Where the first amendment proposed and seconded to an original motion provides that all words after the commencing word "that" be deleted and replaced by other words and that amendment is carried, no further amendment shall be allowed and the amended motion shall be put without further debate.

## Naval Association of Australia - Constitution

- j. Unless otherwise provided in these rules, each motion and amendment will be determined by a simple majority of those members present and eligible to vote.
- k. The chairman may exercise a substantive vote on any motion or amendment, except at *the National Annual General Meeting* or a section conference, provided that the chairman's vote is cast before the votes of other members are known.
- l. The mover and seconded of a motion or amendment may vote against that motion or an amendment to that motion, only if the meeting is advised of such intention before the motion is put.
- m. In the case of an equality of votes on any question the chairman, who shall not have a casting vote, shall declare the question lost.
- n. The following formal motions may be moved and seconded at any stage of a debate after speakers for and against the question have been heard, by a member who has not moved, seconded or spoken to the question:
  - 1. a motion "**that the question be now put**" may be accepted if the chairman is satisfied that the question has been reasonably discussed and that the views of any minority have been heard. The motion "that the question be now put" shall be voted upon without debate and, if lost, the suspended debate shall be resumed but, if carried, the debate shall cease. The question which was being debated shall be put immediately after (in the case of an un-amended motion) the mover of the original motion has exercised the right to speak again.
  - 2. a motion "**that the question not now be put**" shall be accepted and debated without reference as to whether or not a member has spoken previously to the question being debated. If the motion "that the question not now be put" is lost the suspended debate shall be resumed but, if carried, the meeting shall proceed to the next item of business without taking a vote on the original or amended motion. Such a motion shall not be proposed during a debate on an amendment.
- o. If during a debate a member rises on a point of order, the debate shall be suspended. The member shall state the point of order clearly and the chairman, who shall allow no debate or discussion, shall decide the matter promptly.
- p. If it is moved and seconded "**that this meeting disagrees with the chairman's ruling**", the debate on the question before the chair shall be suspended. The chairman shall leave the chair after the appointment of an acting chairman, and the motion "that this meeting disagrees with the chairman's ruling" shall then be debated and determined. The chairman shall then resume the chair, the decision of the meeting shall prevail and the suspended debate resumed.
- q. Any member may ask a question without debating the motion before the chair without forfeiting the right to speak later either for or against the motion.
- r. Any member may, with the consent of the chairman, offer an explanation of any particular expression used previously provided that the explanation is confined to the subject approved by the chairman.

## Naval Association of Australia - Constitution

- s. Any member who;
1. continues to breach the standing Orders after being called to order by the chairman; or
  2. refuses to retract any offensive expression or to apologise for any offensive behaviour after being directed to do so by the chairman; or
  3. persists in obstructing the business of the meeting after being directed by the chairman to desist;
- shall forfeit all rights to participate in any discussion until the order or direction of the chairman is complied with to the satisfaction of the meeting.