

THE NAVAL, MILITARY & AIR FORCES CLUB OF WESTERN AUSTRALIA (INCORPORATED)



CONSTITUTION

This is the annexure of 9 pages marked “A” referred to in the Form 5 signed by me and dated 16 June 2015, John Farrell

THE NAVAL, MILITARY & AIR FORCES CLUB OF WESTERN AUSTRALIA (INCORPORATED)

Rules of Association

DEFINITIONS

1. In these rules unless inconsistent with the context or subject matter:

'ADF' means the Australian Defence Force.

'Affiliated Club' means any club which enjoys reciprocal rights with the Club, and
'Affiliated Member' shall have a similar meaning.

'Associations Act' means the Associations Incorporation Act 1987 as amended, the terms of which apply and shall take precedence in event of a conflict with these rules.

'General Meeting' means a General Meeting of the Club whether annual or special.

'Guest' means a guest of a Member.

'in writing' means by post or email or other electronic means to the Members nominated addresses, or from a Member by post to the Club mailing address or email or other electronic means to either the President or Secretary.

"special resolution" in accordance with the Act, requires a majority of 75% of the members who are eligible to vote and actually do so in person, or by proxy, at the meeting.

'Month' means calendar month.

"membership year" means from the 1st January to 31st December.

Words importing the masculine gender shall include the feminine gender.

NAME

2. The name of the Club is "The Naval, Military & Air Forces Club of Western Australia (Incorporated).

OBJECTS

3. The objects shall be:
 - a. to maintain and conduct a club of a non-political character for:
 - (1) serving and retired members of the ADF; and
 - (2) such other ladies and gentlemen as approved by the Committee;
 - b. to provide opportunities and locations for Members and their guests to experience the advantages and conveniences of a social club with a military flavour.

POWERS

4. The Club shall have the following powers:
 - a. To acquire, sell or otherwise deal with, all or any part of the real and personal property of the Club.
 - b. To invest and deal with the moneys of the Club in such manner as may from time to time be determined.
 - c. To amalgamate, co-operate, affiliate and enter into reciprocal arrangements with any other Club or organisation having objects wholly or in part similar to those of the Club.
 - d. To do all such other things as are incidental, or conducive, to the attainment of its objects.

INCOME & PROPERTY

5. The income and property of the Club shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of pecuniary profit to the Members, provided that remuneration may be paid in good faith to officers and servants of the Club, or other persons in return for services actually rendered to the Club.

MEMBERSHIP

6. Membership shall comprise the following categories:
 - a. Military
 - b. General
 - c. Life
 - d. Honorary
 - e. Affiliated
7. Membership shall be open to those persons who have been a member of the ADF or persons who may be approved by the Committee.

MEMBERSHIP DEFINITIONS

8.
 - a. Military Member is one who has been a member of the ADF.
 - b. General Member means a person approved by the Committee not being entitled to Military membership;
 - c. A Life Member:
 - (1) is a Member who has made a significant contribution to the Club; and
 - (2) is, on the recommendation of the Committee, elected by a resolution carried by a simple majority at a General Meeting; and
 - (3) shall have and may enjoy all the privileges and rights of a Member, but shall not be liable for the payment of any annual subscription.

- (4) Life Members shall not at any time exceed ten in number.
- d. The Committee may elect as an Honorary Member:-
 - (1) a person of distinguished or public position for the period of his or her appointment;
 - (2) any Member who has not less than forty continuous years as a financial Member,
 - (3) and may at any time cancel such a membership.
- e. An Honorary Member shall:
 - (1) be proposed by a Member; and
 - (2) enjoy all the privileges and be subject to the obligations conferred by the Rules upon Members other than the right to attend and vote at meetings of Members.
- f. An Affiliated Member:
 - (1) means a member of an Affiliated Club living temporarily in Western Australia who may apply to become an Affiliated Member for such period of time as the Committee may determine;
 - (2) shall pay such fees as may be prescribed by the Committee; and
 - (3) shall enjoy the privileges and facilities of the Club, but shall not be able to hold office or vote.
- 9. Any person desiring to be a Member of the Club shall:
 - a. complete in writing an application form as may be prescribed by the Committee; and
 - b. remit with their application the subscription for the current year.
- 10. The power of election of Members shall be vested in the Committee.
- 11. All applications for membership shall be submitted to the Committee for its consideration and approval.
- 12. On the election of any candidate as a Member of the Club the Secretary shall forthwith notify the candidate in writing.
- 13. Any Member who has paid all moneys due or payable to the Club, may withdraw from the Club upon giving notice in writing to the Secretary and shall cease to be a Member on receipt of this notice. No refund of any portion of the annual subscription will be made.

SUBSCRIPTIONS

- 14. The annual subscription shall be payable in advance on the first day of each membership year and shall be such a sum as determined by the Committee. A member whose subscription is not paid within 3 months ceases to be a member, unless the Committee decides otherwise. Any Member elected during the currency of any year shall pay such proportionate subscription as the Committee may determine.

GENERAL MEETINGS

15. The Annual Meeting of the Club shall be held on such date, not being more than four (4) months following the end of the membership year, as the Committee may determine each year.
16. The Secretary shall, whenever required by the Committee or by requisition in writing of not less than twenty five percent (25%) of the Members, convene a General Meeting. Such meeting shall be convened within one month after receipt by the Secretary of such a request.
17. Every General Meeting shall be held in a place nominated by the Committee.
18. Fourteen days notice in writing of every General Meeting shall be given to every Member.
19. At all General Meetings twenty percent of Members, present in person, shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition of Members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, and at such adjourned meeting those present shall form a quorum for all purposes.
20. In the case of equality of votes the President, or in his absence, the Chairman shall have a second or casting vote.
21. Only Members who have paid their subscription shall be entitled to vote at any meeting either in person or by proxy in writing lodged with the Secretary prior to the meeting.
22. The following shall be the order of business at every Annual Meeting:
 - a. confirmation of the minutes of the previous General Meeting;
 - b. President's report
 - c. Treasurer's report;
 - d. the election of the Committee;
 - e. any special business of which notice has been given or which is brought forward by the Committee; and
 - f. General Business.
23. Minutes of the proceedings of every General Meeting shall be kept by the Secretary.

COMMITTEE

24. a. The Committee of the Club shall consist of a President, a Secretary, a Treasurer, and general Committee Members such that the Committee will comprise not less than three (3) but not more than five (5) in total.
- b. The offices of Secretary or Treasurer may be held by the President or Secretary.

PATRON AND VICE-PATRON

25. The Committee may appoint a Patron who shall be a distinguished serving or retired officer of the ADF or such other distinguished persons as the Committee may determine. The immediate Past President shall become a Vice Patron.

MANAGEMENT

26. It shall be the duty of the Committee to manage and conduct the business and affairs of the Club and to see that all Rules and By-Laws are complied with and in accordance with the Associations Act.
27. The Committee shall have the power to do any one or more of the following things:
 - a. To elect or veto the election of Honorary Members.
 - b. To fine, suspend or expel any Member in accordance with these rules.
 - c. To adopt a Seal for the Club and to have the custody thereof, and at any meeting of the Committee to authorise the Secretary to affix the same to any deed instruments or document.
 - d. Make arrangements for the custody of books, records, documents and securities of the Club.
 - e. To do and perform any other acts matters and things in connection with, or relative to, the management of the Club as shall not by these Rules require to be done by the Club in General Meeting.

VACATION OF OFFICES

28. The office of President, Secretary, Treasurer or Member of the Committee shall be vacated if the person filling it:
 - a. shall cease to be a Member of the Club; or
 - b. shall resign said office in writing; or
 - c. other appropriate reasons as determined by the Committee and ratified by a General Meeting.

ELECTION OF COMMITTEE

29. Every candidate for office shall be proposed and seconded by two Members in writing, confirmed by the candidate and delivered to the Secretary prior to the date of the Annual General Meeting.
30. A Member may be nominated for more than one office on the Committee at the same election.
31. The election of Committee shall take place in the following order:
 - a. President
 - b. Secretary
 - c. Treasurer
 - d. General Committee Members.
32. The President will be elected annually and may serve a total of five consecutive years. All other Committee Members shall be elected for a one year period.
33. In the case that no more than the required number of candidates shall be nominated for any office, those so nominated shall be declared elected.

34. In the event of there being more than the required number of candidates for any office or offices, an election to fill such office or offices shall be held by ballot as prescribed by the chairman of the meeting.
35. In the event of there being no candidates shall be nominated for an office, the President can call for nominations from the floor. Each nomination shall be proposed and seconded by two Members and accepted by the candidate.
36. Any casual vacancy occurring in the Committee may be filled by the Committee.

ELECTION OF PATRON

37. The Patron, subject to their prior agreement, shall be elected by show of hands at the Annual Meeting and shall hold office until the next Annual Meeting.

MEETINGS OF COMMITTEE

38. a. The Committee shall meet as required, either in person or by electronic means, for the conduct of business, as determined by the President.
- b. A quorum shall be three (3). In the known absence of Committee Members to make a quorum the Vice Patron may participate to make the quorum.
- c. At every meeting of the Committee the President and in the President's absence the Members present shall choose one of their number to be Chairman of such meeting.
- d. Questions arising at any meeting shall be decided by a majority of votes. In the case of any equality of votes, the Chairman shall have a second or casting vote.
- e. The President or any two Committee Members may at any time summon a meeting of the Committee on any notice not being less than twenty four hours.

PRESIDENT

- 39 The President shall:
 - a. Chair meetings.
 - b. Sign documents on behalf of the Club.
 - c. Ensure all relevant information is made available to the Committee Members.
 - d. Ensure the Club is run according to the rules and any strategic plan that has been agreed to.
 - e. Comply with the Associations Act.
 - f. Resolve disputes and grievances.
 - g. Initiate projects.
 - h. Oversee activities and projects.
 - i. Represent the Club at external meetings and events.

SECRETARY

40 The Secretary shall:

- a. Keep full and correct minutes of every General Meeting and of all Committee Meetings.
- b. Attend to all correspondence.
- c. Keep and maintain in an up to date condition the rules of the Club.
- d. Maintain the register of Members setting forth their names and addresses and the payment of subscriptions.
- e. Maintain the contact register of Committee Members.
- f. Perform such other duties as the Committee may prescribe.

TREASURER

41 The Treasurer shall:

- a. Collect and receive all moneys due to the Club paying such into an account in the Club's name.
- b. Make payments ensuring that all cheques/or online transactions are signed by two authorised Committee members when necessary due to absence the Vice Patron may be one of the authorisers.
- c. Comply with the Associations Act with respect to the accounting records of the Club
- d. Perform such other duties as the Committee may prescribe.

COMMON SEAL

- 42. The Common Seal of the Club shall be kept in the custody of the Secretary of the Club and shall only be affixed to any deed instrument or other document pursuant to a resolution of the Committee and not otherwise. Any of the Committee members and the Secretary shall countersign the affixation of the Seal and the Secretary shall keep a record of all documents to which the seal shall be affixed.

MISCELLANEOUS

- 43. a. Any Member of the Club who may feel aggrieved by any decision or action of the Committee may, by notice in writing given or delivered to the Secretary within one calendar month from the date thereof, appeal against such decision or action to a General Meeting.
 - b. Such notice shall state the grounds of appeal and shall also have the notice signed by not less than 25% of the financial members of Club.
 - c. Such an appeal shall be heard by a General Meeting to be held within one month of the lodging of the appeal.
 - d. Until the hearing of any such appeal the decision of the Committee shall have full force and effect.
44. Any Member who destroys, damages or loses any property belonging to the Club shall, on demand, pay the full cost of replacing the same as assessed by the Committee.

45. Members may introduce Guests to the Club who may enjoy the facilities of the Club whilst accompanied by the Member. The Committee reserves the right to refuse the introduction of any guest.

ALTERATION OF RULES

46. The Rules of the Club shall not be repealed or amended except upon a special resolution at a General Meeting or a Special General Meeting called for such purpose.

DISSOLUTION

47. The Club may be dissolved or wound up by a special resolution at any General or Special General Meeting called for such purpose.
48. If upon the dissolution or winding up of the Club 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 Members of the Club but shall be given or transferred to another association incorporated under the Act; having objects similar wholly or in part to the objects of the Club.

INDEMNITY

49. The Members of the Committee and all other officers of the Club shall be indemnified out of the funds of the Club from and against all charges, costs, losses, damages and expenses which any of them shall or may incur, or sustain in or about the execution of their respective offices, except as may be occasioned by or through their own wilful default and none of them shall be answerable for the acts of the others of them.