



**RULES OF THE  
ROYAL AUSTRALIAN ARTILLERY ASSOCIATION  
(NEW SOUTH WALES) INCORPORATED  
AGM October 18, 2009**

**PART 1 - PRELIMINARY**

**INTERPRETATION**

1. (1) In these rules, except insofar as the context or subject matter otherwise indicated or requires:

“Artillery Association” means a formally constituted group of members from a former or existing Royal Australian Artillery sub-unit or headquarters. An Artillery Association may or may not be or have been incorporated in any State or Territory of the Commonwealth of Australia.

“Associate Member” means a member through association with an Eligible Person and has been approved by the Committee in accordance with Rule 7 (3).

“Branch” means an organization of the Association, formed by any group of like minded people who accept the Rules of the RAA Association (NSW) Inc.

“Committee” means the office-bearers and members as defined in Rule 18.

“Director-General” means the Director-General of the NSW Office of Fair Trading or the person stated in the Act as performing this role.

“Eligible Person” means a person who meets the Association’s Membership qualifications Rule 4.

“Financial Member” means a member who has paid their subscription for the current financial year used by the Association or is a Perpetual Member or a Life Member.

“Life Member” means a member honoured for services rendered and approved at an Annual General Meeting in terms of Rule 7(1)(2).

## **Rules of the RAA Association (NSW) Inc**

“Ordinary Member” means a member of the Committee who is not an officer bearer of the Association, as referred to in Rule 18(2).

“Perpetual Member” means a member who has elected to pay ten times the Annual Subscription in terms of Rule 13(3).

“Special Member” means a member who was a member of an Artillery Association that no longer exists and has been approved by the Committee in accordance with Rule 7 (2).

“The Secretary” means –

(a) the person holding office under these Rules as Secretary of the Association; or

(b) where no such person holds that office – the Public Officer of the Association

“Special General Meeting” means a general meeting of the association other than an Annual General Meeting or a regular monthly general meeting.

“The Act” means the Associations Incorporation Act 1984.

“The Regulation” means the current version of the Associations Incorporation Regulation.

(2) In these Rules –

(a) a reference to a function includes a reference to a power, authority and duties;

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;

(c) words importing any gender include the other gender;

### **NAME**

2. The name of the Association shall be Royal Australian Artillery Association ( New South Wales) Incorporated (hereinafter referred to as “the Association”).

### **OBJECTS**

3. The objects of the Association are –

(1) peak Gunner organisation in NSW

(2) to foster esprit-de-corps, gunner tradition and comradeship amongst all gunner ranks;

(3) to communicate with the Gunner fraternity;

(4) to represent and make representations on behalf of all Gunners.

## PART II - MEMBERSHIP

### MEMBERSHIP QUALIFICATION

4. All gunners are eligible for membership. The term “gunner” means a person who is serving or has served in or is or was on the strength of or is or was attached to any Artillery, or an Artillery Unit of Commonwealth countries. Persons who served with other National Artillery units maybe accepted as members at the discretion of the Committee of the Association.
5. Honorary members may be elected by the Committee of the Association at its discretion and the names of those so elected shall be tabled at the first annual General Meeting following such election. Honorary members shall not be required to pay fees as outlined in Rule 13 and will have no voting rights unless they are also “Ordinary Members”.
6. Any member who has attained the age of sixty five years and is a Financial Member may make an application to the Committee to become a Perpetual Member, paying the appropriate fee as outlined in Rule 13(3).

### CATEGORIES OF MEMBER

- 7 (1) **Life Member** –
  - (a) Nomination for Life Membership, for any member who has rendered long, loyal and productive service to the Association, may be made in writing, proposed and seconded by two members, and then forwarded to the Committee for consideration.
  - (b) The Committee will consider the nomination and if supported by a majority of the Committee will approve the nominee for Life Membership.
  - (c) Life Members are not required to pay subscriptions but may vote as an Ordinary Member.
- (2) A **Special Member** is an Eligible Person who through their service was a member of an Artillery Association that has been disbanded or ceased to operate.
- (3) An **Associate Member** is a person who is or was the spouse, partner or direct descendant, including step-child and their descendants, of a living or deceased Eligible Person who supports the objects of the Association.

### NOMINATION FOR MEMBERSHIP

8. (1) A nomination of a person for membership of the Association –
  - (a) shall be made by a member of the Association in writing and with the subscription as decided by the Committee; and
  - (b) shall be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Committee which shall determine whether to approve or to reject the nomination.
- (3) Where the Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval.

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- (4) The approved nominee's details shall be entered in the register of members.

### CESSATION OF MEMBERSHIP

9. A person ceases to be a member of the Association if the person –
  - (1) dies;
  - (2) resigns that membership;
  - (3) is expelled from the Association;
  - (4) fails to pay a subscription within two years of the due date.

### MEMBERSHIP ENTITLEMENT NOT TRANSFERABLE

10. A right, privilege or obligation which a person has by reason of being a member of the Association –
  - (1) is not capable of being transferred or transmitted to another person;
  - (2) terminates upon cessation of the person's membership.

### RESIGNATION OF MEMBERSHIP

11.
  - (1) A member of the Association is not entitled to resign that membership except in accordance with this Rule.
  - (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice ( being not less than one month or not less than such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
  - (3) Where a member of the Association ceases to be a member pursuant to Rule 9 and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

### REGISTER OF MEMBERS

12. The Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person was accepted by the Committee as a member.

### FEES, SUBSCRIPTIONS, ETC.

13.
  - (1) A **member of the Association** shall, upon admission to membership, pay to the Association an entrance fee as determined by the Committee from time to time.
  - (2) In addition to any amount payable by the member under clause (1), a member of the Association an annual subscription as determined by the Committee from time to time –
    - (a) except as provided by paragraph (b), before 1st September in each calendar year; or

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- (b) where the member becomes a member on or after 1st September in any calendar year – upon becoming a member and before 1st September in each succeeding calendar year.
  - (c) The Association accounting period is 1st September to 31st August or as decided by the Committee.
  - (d) Annual subscriptions may be paid up to five years in advance at the then annual subscription rate, these advance subscriptions are not repayable by the Association.
- (3) **Perpetual Members** shall pay ten times the then annual subscription and shall thenceforth be relieved of the payment of any further annual subscription
  - (4) **Life Members** shall be exempt from paying annual subscriptions, but will retain all other rights and privileges.
  - (5) A **Special Member** shall be exempt from paying an annual subscription and has no voting rights.
  - (6) An **Associate Member** shall pay an annual subscription in accordance with Rule 13 (2) and has no voting rights.

### MEMBER'S LIABILITY

- 14. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 13.

### DISCIPLINING OF MEMBERS

- 15. (1) Where the Committee is of the opinion that a member of the Association –
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;
  - (c) the Committee may by resolution –
    - (1) expel the member from the Association; or
    - (11) suspend the member from membership of the Association for a specified period.
- (2) A resolution of the Committee under clause (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of the meeting; and
  - (d) informing the member that the member may do either or both of the following –

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- (1) attend and speak at the meeting;
- (11) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Committee held as referred to in clause (3), the Committee shall –
  - (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or revoke the resolution.
- (5) Where the Committee confirms a resolution under clause (4), the Secretary shall, within 7 days after that confirmation, by notice in writing to inform the member of the fact and of the member's right of appeal under Rule 16.
- (6) A resolution confirmed by the Committee under clause (4) does not take effect –
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to Rule 16(4).

### **RIGHT OF APPEAL**

16. (1) A member may appeal to the Association in a general meeting against a resolution of the Committee which is confirmed under Rule 15(4), within 7 days after the notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the Secretary shall notify the Committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Association convened under clause (2) –
  - (a) no business other than the question of appeal shall be transacted;
  - (b) the Committee and the member shall be given the opportunity to state their respective case orally or in writing, or both; and
  - (c) the member present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART III - THE COMMITTEE**

#### **POWERS, ETC. OF THE COMMITTEE**

17. The Committee shall be called the Committee of management of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in a general meeting –
  - (1) shall control and manage the affairs of the Association;
  - (2) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association;

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- (3) has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association; and
- (4) may appoint an auditor who shall not be a member of The Committee.

### **CONSTITUTION AND MEMBERSHIP**

18. (1) The Committee shall consist of –
  - (a) the office-bearers of the Association;
  - (b) up to 10 ordinary members, each of whom shall be elected at the annual general meeting of the Association pursuant to Rule 19; and
  - (c) A member elected by each Branch.
- (2) The office-bearers of the Association shall be –
  - (a) the President;
  - (b) the Vice-President Operations;
  - (c) the Vice-President Administration;
  - (d) the Treasurer; and
  - (e) the Secretary.
- (3) Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to the Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) The office of the President shall be held for not more than three consecutive years by any one person.
- (6) The immediate past President shall be an ex-officio member of the Committee
- (7) The Committee may appoint a person a patron of the Association.
- (8) The Committee may appoint a Honorary President of the Association.
- (9) The Committee may appoint Honorary Vice-Presidents to the Association, with such appointments not to exceed 15 at any one time.
- (10) The office of Patron, Honorary President, or Honorary Vice-Presidents shall be determined by the death, resignation or by resolution of the Committee.
- (11) The person currently holding the appointment of Colonel Commandant, Eastern region, shall be an ex-officio member of the Committee.

### **ELECTION OF MEMBERS**

19. (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Committee shall be made at the Annual General Meeting.
- (2) Voting shall be by ballot and the election result shall be determined by the use of "first past the post" voting.
- (3) In the event that two or more candidates secure an equal number of votes the result shall be determined by placing in a hat the names of such candidates and by drawing a name out of the hat and such candidate shall be declared elected.

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- (4) If the number of nominations received is equal to or less than the number of vacancies the persons nominated shall be deemed to be elected.

### **SECRETARY**

20. (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice within the Association of his or her address.
- (2) It is the duty of Secretary to keep minutes of –
  - (a) all appointments of office-bearers and members of the Committee in accordance with Section 21A of the Act;
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
  - (c) all proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **TREASURER**

21. It is the duty of the Treasurer of the Association to ensure that –
  - (1) all money due to the Association is collected and received and that all payments authorized by the Association are made;
  - (2) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
  - (3) any taxation reports required by Government authorities are made.

### **CASUAL VACANCIES**

22. For the purposes of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member –
  - (1) dies;
  - (2) ceases to be a member of the Association;
  - (3) becomes an insolvent under administration within the meaning of the Corporations ( New South Wales) Law;
  - (4) resigns office by notice in writing given to the Secretary;
  - (5) is removed from office under Rule 23;
  - (6) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (7) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

### **REMOVAL OF A MEMBER**

23. (1) The Association in a general meeting may by resolution remove any member of the Committee from the office of member and before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

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- (2) Where a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **MEETINGS AND QUORUMS**

24. (1) The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meeting of the Committee may be convened by the president or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee member present at the meeting unanimously agree to treat as urgent business.
- (5) Any six members of the Committee constitute a quorum for the transaction of the business of the meeting of the Committee.
- (6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day on the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Committee –
  - (a) the President, or in the President's absence, a Vice-President shall preside; or
  - (b) If the President and the Vice-Presidents are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

### **DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

25. (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than –
  - (a) this power of delegation; and
  - (b) function which is a duty imposed on the Committee by the Act or by any other Law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

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- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstance, as may be specified in the instrument of delegated.
- (4) Notwithstanding and delegation under this Rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

### **VOTING AND DECISIONS OF THE COMMITTEE**

26. (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 24(5). The Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **PART IV - GENERAL MEETINGS**

### **ANNUAL GENERAL MEETINGS – HOLDING OF**

27. (1) The Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (2) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under Section 26(3) of the Act.

### **ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

28. (1) The annual general meeting of the Association shall, subject to the Act and to Rule 27 be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special general Meeting held since that meeting;
  - (b) to receive from the Committee reports under the activities of the Association during the last preceding financial year;

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- (c) to elect office-bearers of the Association and ordinary members of the Committee; and
- (d) to receive and consider the statement which is required to be submitted to the members pursuant to Section 26(6) of the Act.

### SPECIAL GENERAL MEETING – CALLING OF

29. (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of Financial Members, convene a Special General Meeting of the Association.
- (3) a requisition of members for a Special General Meeting –
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Financial Members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

### NOTICE

30. (1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association the Secretary shall, at least 14 days before the date fixed for the holding of any General Meeting, cause to be sent by pre-paid post to each member of the Association at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of a General Meeting, cause notice to be given to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 28(2).
- (4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

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### **PROCEDURE**

31. (1) No item of business shall be transacted at a General Meeting unless a quorum of Financial Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Fifteen Financial Members present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given the day the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

### **PRESIDING MEMBER**

32. (1) The President, or in the president's absence, a Vice-President, shall preside as chairperson at each General Meeting of the Association.
- (2) If the president and the Vice-Presidents are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **ADJOURNMENT**

33. (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of adjournment of the General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **MAKING OF DECISIONS**

34. (1) A question arising at a General Meeting of the Association shall be determined on a show of hands and, a declaration by the Chairperson that a resolution has, on a show of hands, being carried or carried unanimously or carried by a particular majority of lost, or an entry to that effect in the minute of the Association, is evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against that resolution.

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- (2) At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than three Financial Members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a General Meeting, the poll shall be taken –
  - (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner shall be deemed to be the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **SPECIAL RESOLUTION**

35. A resolution of the Association is a special resolution if –
  - (1) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under the Rules of the Association so to do, vote in person at a General Meeting of which not less than twenty one days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
  - (2) where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Director-General.

### **VOTING**

36.
  - (1) Upon any question arising at a General Meeting of the Association a member has one vote only.
  - (2) All votes shall be given personally.
  - (3) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
  - (4) A member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**PART V - BRANCHES**

**FORMATION**

37. (1) Any group of Eligible Persons seeking to become a Branch of the Association will submit an application to the President of the Association verifying the following:
- (a) The proposed Branch will be made up of five (5) or more Eligible Persons;
  - (b) That the proposed Branch will be governed by the rules as outlined in the rules for the Association and the constitution of the Association;
  - (c) That the proposed Branch will indemnify the Association for any loss or liability caused by the actions of the Branch or any Branch members, or for any loss for which the Branch is or for which the Branch becomes liable.
  - (d) That the Branch seeks to be covered by the Associations insurance policy or policies on the condition that the Branch makes a contribution to payment of any premiums, as determined by the Committee.
  - (e) Acknowledge that if it is granted the status of a Branch of the Association that this status is conditional on its continued compliance with sub-paragraphs (i), (ii), (iii) and any payments required by (d) above, and that should it fail to comply with these sub-paragraphs the Branch shall cease to exist and it's assets transferred to the Association.
- (2) Upon receiving the application referred to in Clause 37 (1) the President is to call a meeting of the Committee (unless a Committee meeting is scheduled to take place within four (4) months of the President receiving the application in which case the President may wait until that meeting) and;
- (a) The President is to propose a resolution as to whether or not the application is to be accepted;
  - (b) If a majority of the Committee members vote to accept the application then the Branch is accepted as a branch of the Association and the Secretary will inform the Branch in writing.
  - (c) The President may propose a resolution that the Committee accept the application but only subject to further terms and conditions, which if required are to be put in writing and forwarded to the proposed Branch. If the resolution is successful then upon the proposed Branch accepting any further terms and conditions it is accepted as a Branch of the Association.
  - (d) If the application is unsuccessful the secretary will also inform the proposed Branch in writing.
- (3) An existing unincorporated association may seek to join the Association as a Branch by undertaking the steps in Clause 37 (1) and (2).
- (4) The Association recognises the establishment of the existing Newcastle Branch.
- (5) The Branch will hold its own meetings, appoint its own office bearers, record its own minutes, and retain suitable records and conduct its own bank account.

## **Rules of the RAA Association (NSW) Inc**

- (6) The branch will be entitled to be covered by the Associations insurance policy on the condition that the Branch makes a contribution to the payment of premiums, at an amount to be determined by the Committee.

### **MEMBERSHIP**

38. (1) Ordinary membership (Part II Rule 4) to the Branch may be approved by the Branch Committee.
- (2) Honorary membership (Part II Rule 5) of the Branch can be granted by the Committee and will have no voting rights.
- (3) Perpetual Member (Part II Rule 6) may have their application for appointment approved by the Branch Committee, such appointments are to be notified to the association.
- (4) Life Membership Part II Rule 7 clauses (1) can be recommended, for any member of the branch, by the Branch Committee and forwarded to the Association for consideration. The Branch Committee may also grant Life Membership only to a member of the Branch.
- (5) Joint membership of the Branch and the Association is allowable.
- (6) Special or Associate Members may be offered by a Branch in accordance with clause 7 (2) and (3) and 13 (5) and (6).

### **FEEES SUBSCRIPTIONS, ETC.**

39. (1) The annual accounting (financial year) period is, 1 September to 31 August, or as decided by the Associations Committee.
- (2) The Branch is to set its own subscription fees and will be collected annually by the Branch.
- (3) Subscriptions are payable one (1) month before the end of the financial year.
- (4) New members may pay an entrance fee, which includes the payment for the Association's badge.
- (5) The Branch will pay a Capitation fee to the Association. The Capitation fee must be agreed too by both the Association and the Branch.
- (6) The capitation fee may include an element for any regular publication produced by the Association as agreed upon by the Branch and Association.
- (7) Where the Branch capitation fee does not include an element for any regular publication produced by the Association, then Branch members may subscribe to such publication at a subscription set by the Association committee.
- (8) The Branch may purchase additional badges from the Association.
- (9) Joint members will pay to the Branch the subscription fee less the capitation component and also pay the Association its subscription fee.
- (10) Perpetual members shall pay ten (10) times the then annual subscription and shall thenceforth be relieved of the payment of any further annual subscription.
- (11) When an existing organization elects to become a Branch of the Association the capitation fees for their existing Perpetual Members will be as agreed upon by the Branch and the Association.
- (12) Life members shall be exempt from paying an annual subscription.

## **Rules of the RAA Association (NSW) Inc**

- (13) Honorary members of the Branch may be required to pay an annual subscription.
- (14) A Branch shall provide an annual financial statement for inclusion in the Association's annual financial statement and annual return under The Act.

### **THE COMMITTEE**

40. (1) The Committee shall be called the Committee of Management of the Branch, and where practical will comply with the rules and any resolutions passed by the Association.
- (2) The Branch will utilize where practical the relative rules as outlined in the Association's rules.

### **CONSTITUTION AND MEMBERSHIP**

41. (1) The Committee shall consist of –
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer;
  - (d) the secretary; and
  - (e) up to five (5) ordinary members.
- (2) Each of whom shall be elected at the annual general meeting of the Branch pursuant to Part III Rule 19. Of the Associations Rules.
- (3) The office of President of the Branch may be held for more than three (3) consecutive years when required.
- (4) The position of Treasurer and Secretary may be held by the same person.

### **SECRETARY**

42. The duties of the Branch Secretary shall include –
  - (1) forward a full list of Branch members when required to the Associations Secretary;
  - (2) advise the Associations Secretary of any change of address of the Branch members;
  - (3) advise the Associations Secretary on details of new members as soon as possible after their acceptance; and
  - (4) to undertake on behalf of the Branch the duties as stated in the Associations Rule 20.

### **TREASURER**

43. The duties of Branch Treasurer shall include –
  - (1) a copy of the Branches audited balance sheet and accounts to be sent to the Associations treasurer and auditor by mid October each year; and
  - (2) to undertake on behalf of the Branch the duties stated in the Associations Rule 21.

### **MEETINGS AND QUORUM**

44. (1) The Committee shall meet at least three (3) times a year in a place and at a time as the Committee may determine.

### **Rules of the RAA Association (NSW) Inc**

- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee
- (3) A quorum for the transaction of business at a meeting of the Committee will consist of any five (5) members of that Committee.
- (4) At a meeting of the Committee –
  - (a) the president, or in the president's absence, the vice-president shall preside; or
  - (b) if the President and the Vice-President are absent, one of the Committee as may be chosen by the members present at the meeting shall preside.
- (5) One (1) financial members of the Branch Committee can be elected to the Association's Committee. Such members may vote on any matter brought before the Association's Committee.

### **ANNUAL GENERAL MEETING – HOLDING OF**

45. (1) The Branch will hold an Annual General Meeting yearly, and within three (3) months of the end of the financial year.
- (2) A quorum for the transaction of business at the Branch Annual General meeting will consist of at least ten (10) Branch members.
- (3) At the Associations Annual General Meeting or any special meeting, only the two (2) nominated Branch committee representative and any Branch members with joint membership of the Branch and the Association may vote at such meetings.

**PART VI - MISCELLANEOUS**

**APPLICATION OF ASSETS AND INCOME**

46. The assets and income of the association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

**DISSOLUTION OF ASSOCIATION**

47. In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes that is not carried on for the profit or gain of its individual members.

**INSURANCE**

48. (1) The Association may effect and maintain insurance as determined by the Committee.  
(2) The Association's insurances are to cover Branches.

**FUNDS – SOURCE**

49. (1) The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in a General Meeting, such other sources as the Committee determines.  
(2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the bank account of the Association.

**FUNDS – MANAGEMENT**

50. (1) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.  
(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee or ordinary members or employees of the Association, being members or employees authorized to do so by the Committee.

**ALTERATION OF OBJECTS AND RULES**

51. The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association. Changes to the Objects and Rules of the Association shall be notified to the Director-General by the prescribed form.

**COMMON SEAL**

52. (1) The common seal of the Association shall be kept in the custody of the public officer.  
(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or Secretary.

**CUSTODY AND INSPECTION OF BOOKS ETC.**

53. The custody arrangements for all records, books and other documents relating to the Association shall be determined by the Committee.  
54. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

**SERVICE OF NOTICES**

55. (1) For the purpose of these Rules, a notice may served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the members address shown in the Register of Members.  
(2) Where a document is sent to a person by properly addressing, repaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**SURPLUS PROPERTY**

56. (1) The Association may at any time, pass a special resolution nominating an Association (which or not the Association is Incorporated under the Act) as the Association in which is to vest its surplus property pursuant to Section 53 (2) of the Act in the event of winding up or the cancellation of the Incorporation of the Association.  
(2) In the case of an Unincorporated Association being nominated pursuant to clause (1) the receipt of the Secretary or President thereof shall be a good and sufficient discharge.  
(3) The Incorporated Association so nominated shall be one (1) which fulfils the requirements specified in Section 53 (2) of the Act.

## Rules of the RAA Association (NSW) Inc

### **PUBLIC OFFICER**

57. (1) The Committee shall appoint a Public Officer in accordance with the Act at the time and the appointed Public Officer shall act in accordance with the Act and Regulations as amended or changed.
- (2) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person is a resident of New South Wales and a member of the Committee of the Association.
- (3) When a vacancy arises in the position of Public Officer the Committee shall within 14 days appoint a new Public Officer and notify the Director-General by the prescribed form.

Rules of the Association confirmed AGM 18 Oct 2009