

RAAMC ASSOCIATION INC.

Preamble

The RAAMC Association was constituted on 25 January 2008 and incorporated with the NSW Department of Fair Trading. Documents have been lodged with the Australian Securities and Investments Commission.

The RAAMC Association was created as a consequence of several failed attempts to establish an organisation separate from RAAMC Unit Associations. The reason for these failures is believed to be a consequence of a perception they had been officer only organisations and did not promote or encourage serving and former other ranks to engage in the decision making process. There was also a perception that the cost of membership was prohibitive, especially when many members already contributed to RAAMC Unit Associations. There has also been one instance of fraud.

The RAAMC Association does not charge membership subscriptions. At present it obtains its running costs from donations. Future funding will come from sponsorship and leased advertising space on its website at www.raamc.org.au.

It is of concern to the Foundation Members of the RAAMC Association that corrupting influences may, in the future, attempt to change the core objectives and intended meaning of The Association, via its constitution. In order to prevent this, the Founding Members have appointed five trustees to, in essence, be guardians of the basic tenets of the constitution. The Trustees have the power of veto over proposed changes to the constitution where core issues are at stake.

Trustees are appointed for life.

The Founding Members have allocated a period of five years from its date of incorporation, to fully implement this constitution. It is believed that it will take five years for the Executive Council and Zone Executives to evolve into workable entities. However, during this period the Constitution and its principles are to be adhered to as far as practicable. It is not envisaged that any changes to the constitution will occur during this settling in period.

The RAAMC Association is a national body and as such Zones (which may be referred to as Branches of the RAAMC Association) should not work independently from the National Body.

It was never the intention of the Foundation Members that the RAAMC Association be a Health Service Association.

Past or present military rank confers no particular status on RAAMC Association Members. The RAAMC Association is not rank orientated.

The RAAMC Association encourages all members, Full and Part-Time, particularly those who have served in modern conflicts and ADF Operations, to join The Association in its activities, especially on ANZAC Day.

The RAAMC Association is fundamentally an Association for serving and former members of the RAAMC. However, notwithstanding, it recognises that RAAMC Unit Associations have members from other Corps who were or are posted to the strength of a Medical Unit. The RAAMC Association welcomes those members and encourages them to participate in RAAMC Association activities as Special Members.

Constitution of the RAAMC Association Incorporated.

The RAAMC Association Incorporated is not an official part of the Royal Australian Army Medical Corps. However it is closely connected to it through serving members, both full-time and reserve, and the RAAMC service and veteran associations. Its role is to act as a conduit between these associations and the Royal Australian Army Medical Corps Head of Corps and to provide support, guidance and advice.

The constitution specifically forbids the poaching of members from other RAAMC Unit Associations. Serving and former RAAMC members who are members of any RAAMC association such as 1st Australian Field Hospital Association and 5th Field Ambulance Association and are in good standing with their respective associations are automatically invited to be members of the RAAMC Association. All they need to do is make application in accordance with this constitution. Individuals from other Corps or other Services who have been attached to the RAAMC or one of its Units, may join as Special Members or Associate members in accordance with the constitution.

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CONSTITUTION OF THE RAAMC ASSOCIATION INC.

PRELIMINARY

1. NAME

- a. The name of the organisation shall be the RAAMC Association Incorporated (The Association).
- b. So far as is permitted by law, and unless it is incapable of application, the short title of The Association shall be RAAMCA.

2. INTERPRETATION

- a. In these Articles, except insofar as the context or subject matter otherwise indicates or requires:

‘**The Act**’ means the NSW Associations Incorporation Act 2009.

‘**ADF**’ means the Australian Defence Force.

‘**AGM**’ means the Annual General Meeting of The Association or a Zone convened in accordance with this Constitution or with the Constitution of a Zone.

‘**Allied country**’ means any country with which the Australian Defence Force has joined forces to engage in an armed conflict or a peacekeeping task.

‘**Article**’ means an article of this Constitution.

‘**Books of Account**’ may include computerised accounting records.

‘**Zone**’ means a Zone of The Association established in a State or Territory of the Commonwealth pursuant to Article 26. The Term Branch maybe used to describe the Zone of a State or Territory.

‘**Executive Committee**’ means an Executive Committee of a Zone

‘**Financial Year**’ means the year ending 30 June.

‘**Member**’ or ‘**members**’ are defined by their category of membership in Articles 5-11.

‘**National Council**’ means the National Council of The Association established pursuant to Article 18.

‘**National Executive**’ means the National Executive of The Association established pursuant to Article 24.

‘**Ordinary Resolution**’ means a resolution of a meeting (of whatever nature) of The Association, the National Council or the National Executive, which is passed by a simple majority of the attending members, entitled to vote at such meeting.

‘Special Resolution’ means a resolution of a meeting (of whatever nature) of The Association, the National Council or the National Executive which is passed by a two thirds majority of the attending members entitled to vote at such meeting.

‘Zone’ means a Branch of the Association located in a State, Territory or Region.

b. In these Articles:

- i. a reference to a function includes a reference to a power, authority and duty;
- ii. a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of that duty;
- iii. the singular includes the plural and vice versa and the words they, them or their includes he, him and his as well as she, her and hers; and
- iv. where the masculine gender appears it also includes the feminine gender.

c. Questions of interpretation shall be resolved by National Council whose rulings shall be promulgated to Zones and shall be binding.

3. OBJECTS

a. The objects for which The Association is established are:

- i. To foster esprit-de-corps and comradeship between serving and former members of the Royal Australian Army Medical Corps (RAAMC).
- ii. To assist RAAMC Unit Associations to foster the same or similar objectives as the Association.
- iii. To act as a conduit between the RAAMC Association, the RAAMC Unit Associations and the Royal Australian Army Medical Corps Head of Corps.
- iv. To advise or assist any serving or retired member of the RAAMC or their families as required, in matters affecting their welfare, free of charge to the member.

4. COMPOSITION OF THE ASSOCIATION

a. **Membership.** The Association shall consist of its Members, who are members of, and are to be administered by, the Zones.

b. **Structure.** The Association shall have a National Office and a number of separate State / Territory Region Zones which may be referred to as Branches.

c. **Governance.** The Association has the following managing bodies in order of precedence:

- i. Trustees,

- ii. The National Committee, which is the Committee of The Association in accordance with Section 28 of the NSW Associations Incorporation Act 2009.
- iii. The National Executive.
- iv. The Executive Committees.

Trustees.

- a. The role of the Trustees is to ensure that the constitution is adhered to and complies with the intention of The Foundation Members. Five Trustees shall be appointed at the incorporation of The Association. The trustees are appointed for life tenure. A unanimous vote by the Trustees may veto any change to the constitution. Trustees may only vote in relation to other matters as ordinary members as defined in article 6. Trustees may only be replaced by:
 - i. A trustee's request for resignation in writing.
 - ii. Illness or death.
 - iii. A vote of no confidence by four trustees.
- b. A vacancy in the position of Trustee may be filled by the National Council.

MEMBERSHIP

5. CLASSES OF MEMBERSHIP

The following shall be the classes of membership of the Association, with such members being members of, and administered by, the Zones (except for Affiliate members who may be administered by either Zones or the National Office):

- i. Ordinary Membership
- ii. Special Membership
- iii. Associate Membership
- iv. Life Membership
- v. Honorary Life Membership

6. ORDINARY MEMBERSHIP

- a. Serving or former members of the Royal Australian Army Medical Corps who have served in the Corps, full-time, part-time or during National Service may be admitted as ordinary members.
- b. Persons eligible for admission as ordinary members may apply for membership by lodging the current Membership Application Form with the Zone or Zone Membership Secretary. Applicants

shall be deemed to have been admitted once their application has been processed, subject to paras 6e and 6f.

- c. All Ordinary Members shall be of equal status within the Zone without regard to service rank or title.
- d. The number of Ordinary Members shall be unlimited.
- e. The Zone will consider individual case applications on their merit and in the event of an application not being accepted, the applicant shall be informed immediately of the non-acceptance.
- f. The Zone shall have the absolute right to refuse membership to any applicant without giving any reason(s) for the refusal.
- g. Membership is gratis.

7. SPECIAL MEMBERSHIP

- a. An Executive Committee may elect Special Members from among persons, not being a member in another class, who have been posted to or attached to the RAAMC or an RAAMC Unit. This includes members of another Corps or Service.
- b. A Special Member may serve on sub-committees, but is not allowed to nominate for an executive position. They may vote, however, if a vote is tied then votes of Special Members shall be subtracted from the total vote.

8. ASSOCIATE MEMBERSHIP

- a. An Executive Committee may bestow Associate Membership on persons who have an interest in the objectives of the RAAMCA. These persons may include Members of the Health Service of the ADF or an Allied Country who have not been posted or attached to the the RAAMC or an RAAMC Unit. For example they may be persons who have actually given of their time and skills to support The Association but are not members of any class, or they are spouses, widows or widowers of a deceased member who has given long and dedicated service to The Association.
- b. An Associate Member shall enjoy the privileges of membership prescribed by this Constitution except the right to vote at meetings or hold office.

9. LIFE MEMBERSHIP

- a. Life membership shall only be granted to ordinary members. The National Executive following a recommendation by an executive committee may only grant life membership to an ordinary member. Life memberships shall only be granted for outstanding contribution to the The Association. Monetary consideration shall never be a criterion for consideration for life membership.

10. HONORARY LIFE MEMBERSHIP

- a. An Executive Committee may recommend to the National Executive that Honorary Life Membership be granted to a member, other than an ordinary member, who has rendered The Association long and dedicated service of an outstanding nature.

- b. Where such Honorary Life Membership is approved a certificate pertaining to such will be issued by the National Executive.
- c. Such member shall be entitled to membership of any Zone and shall have the same rights and obligations as an Ordinary Member of that Zone.

11. REGISTER OF MEMBERS

- a. The Public Officer of each Zone is to establish and maintain a register of the members of the Zone specifying the name and address of each member together with the class of membership and the date on which the person became a member. This may be maintained on a computer data base.
- b. This register is to be kept at the principal office of the Zone and is to be open to inspection, free of charge, by any member of The Association at a reasonable hour.

12. MEMBERSHIP – RESIGNATION, EXPULSION AND SUSPENSION

- a. A Member may leave the Association at any time by sending a notice of resignation to his Zone Secretary.
- b. Upon resignation, the Zone Secretary shall remove the member's name from the Membership Register and notify the resignation to the next meeting of the Executive Committee.
- c. The Association has the right to suspend or expel a member regardless of class of membership. Grounds for expulsion or suspension include but are not limited to; bringing the reputation of The Association into disrepute, conviction of a criminal offence, and vexatious or disruptive behaviour at meetings or in the offices of The Association.
- d. In the event of the conditions of 12e. above becoming a matter for consideration, the procedure is as follows:
 - i. The member shall be advised that his/her suspension is to be considered by a meeting of the National Council/Zone Executive Committee, which may, if agreed by a three quarters majority of those attending, direct the suspension of the member pending consideration of expulsion, by the National Council.
 - ii. The member shall have the opportunity to put his case to the Zone Executive Committee. If the Zone Executive Committee considers there is a case for expulsion the matter shall be referred to the National Council and the member concerned is to be given a reasonable opportunity to attend or be represented at a meeting convened to consider his case and to speak or have representation made on his behalf. If three quarters of those voting and entitled to vote at the meeting concur in the proposal for the removal of the member, he will thereupon cease to be a member and his name shall be removed from the register.
 - iii. Any correspondence to a member concerning his suspension or expulsion hearings, his rights at each of these hearings and the results thereof, shall be signed by the appropriate Secretary and sent by certified mail.
 - iv. In each case of the hearings, the member is to be afforded 28 days notice and be so advised by certified mail.

13. SUBSCRIPTIONS

All classes of membership are gratis. Subscriptions of any nature may not to be imposed on any member.

THE MANAGING BODIES OF THE ASSOCIATION THE NATIONAL COUNCIL

14. THE NATIONAL COUNCIL

- a. The National Council is to be comprised of:
 - i. Trustees;
 - ii. The National President;
 - iii. The Deputy National President;
 - iv. National Vice-Presidents;
 - v. The Immediate Past National President;
 - vi. Zone Presidents (or their representative);
 - vii. National Secretary;
 - viii. National Treasurer; and
 - ix. Delegates of Zones.
- b. Zones may appoint and provide delegates on the basis of their membership numbers, with one delegate from a membership in excess of 20 and one additional delegate for every 100, or part thereof, where membership exceeds 200.
- c. In the event of the Ordinary Members of a Zone falling below six in number, the Zone will forfeit its right to be represented or vote at National Council or National Executive meetings.

15. NATIONAL COUNCIL – ELECTION OR APPOINTMENT OF OFFICERS

- a. Zone representatives (ie Zone Presidents and Zone delegates) to the National Council shall elect, at the AGM of The Association, the National President and the Deputy National President who shall hold office for two years.
- b. Unless otherwise agreed by the National Council, the National President, the Deputy National President and National Vice-Presidents shall not hold office for longer than two successive terms and, unless re-elected, shall relinquish their office on completion of the AGM.
- c. The National President shall appoint persons to the following offices for a period of one year, subject to ratification by the next National Council. This Clause does not work to prevent nomination and ratification at the same National Council:

i. National Treasurer.

ii. National Vice Presidents.

d. The National President shall appoint a person to the position of National Secretary for a term of two years subject to ratification by the next National Executive Meeting. If not ratified, the appointment ceases at the time the National Executive makes such a decision.

f. The National President shall invite suitably qualified persons to accept appointment as Honorary Legal Adviser and Honorary Medical Adviser for a term of years to be determined at the time of appointment.

g. All officers shall be eligible for election or re-appointment at the conclusion of the period for which they were elected or appointed, excepting where Article 15 b. above applies.

h. All the office bearers referred to in this Constitution are to be honorary Officers, except that the National Council may approve a salary to be paid to the National Secretary and to other such operational office bearers as it deems fit.

16. AUDITOR

a. An Auditor for the National Office and Zones is to be appointed by the National Executive and Zone Executive Committees accordingly.

b. Zones shall appoint auditors in accordance with the requirements of their Constitutions.

17. NATIONAL COUNCIL – CASUAL VACANCIES

a. Except in the case of Zone Presidents and Zone delegates (who are appointed under Zone arrangements), should a casual vacancy occur in any office of the National Executive, the National President shall appoint a member to fill the vacancy and to hold office until the next National Council.

b. In the event of any of the issues listed in Clause c. below being applicable to the National President, the Deputy National President will fulfill the role of National President until the next AGM of The Association.

c. For the purpose of this Constitution a casual vacancy in the office of a member of the National Executive occurs if the member:

i. dies;

ii. ceases to be a member or is suspended from membership of The Association;

iii. resigns office by notice in writing given to the National Secretary;

iv. is removed from office by a special resolution of the National Council, and agreed by a three quarters majority of the National Executive;

v. 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;

- vi. is absent without the consent of the National Executive from all meetings of the National Executive in the period of any two years;
- d. If a casual vacancy occurs in the offices of National Secretary or National Treasurer the National President shall appoint a new National Secretary or National Treasurer who must be an Ordinary Member of The Association in good standing. They shall hold office as Acting National Secretary or Acting National Treasurer with full powers and responsibilities of that office, until the next AGM of The Association.

18. OFFICE BEARERS

- a. No person shall hold office on the National Council or the National Executive of The Association, or in any Zone, unless he is an Ordinary Member in good financial standing or a Life Member or an Honorary Life Member, and provided he is not subject to proceedings under Article 17 c for expulsion or suspension.

19. DUTIES OF NATIONAL OFFICERS

National President. The National President shall:

- i. take such general action as may be necessary to ensure the proper and effective management of The Association;
- ii. direct the calling of meetings of the National Council and the National Executive and preside at all such meetings at which he is present;
- iii. exercise a deliberative, and where necessary casting, vote on any motion before the meeting to ensure its resolution;
- iv. ensure that the decisions of the National Council and National Executive are carried out expeditiously;
- v. ensure that The Association policy is promoted effectively and adhered to by The Association officers, Zones, delegates and representatives;
- vi. allot duties to National Officers to ensure the proper and efficient conduct of the affairs of The Association and ensure that they are carried out effectively; and
- vii. not hold office concurrently with that of a member of the Executive Committee of a Zone. The election of a member of an Executive Committee to the office of National President shall immediately be deemed to be a resignation by that member from his Executive Committee office.

b. **Deputy National President.** The Deputy President shall deputise for the President when required and as requested by the President. The Deputy President shall preside at any meetings of The Association in the absence of the President.

c. **National Vice-Presidents.** Vice-Presidents may be appointed by the President in accordance with Articles 15 and 17 to perform specific functions. They:

- i. review, research and draft policy in functional areas;
- ii. participate in the management of The Association; and
- iii. may vote subject to the ratification of their position by National Executive.

d. **National Secretary.** The National Secretary is the Public Officer of The Association and is responsible to the National Executive for the general administration of The Association. The National Secretary may be assisted by other members as the National Council may decide. The National Secretary is to:

- i. keep minutes of the meetings of the National Executive and such other records as the National Executive may decide;
- ii. keep the Constitution current and have available a copy for inspection by members;
- iii. ensure that the requirements of ASIC and the NSW Department of Fair Trading are met, with regard to The Association's registration as an ARB;
- iv. notify members of the planned activities of The Association; and
- v. not hold office concurrently with that of a member of the Executive Committee of a Zone. The appointment of a member of an Executive Committee to the office of National Secretary shall immediately be deemed to be a resignation by that member from his Executive Committee office.

c. **National Treasurer.** The National Treasurer is to:

- i. keep the accounts of the National Office and be responsible for the prompt banking of all monies received and for such disbursements as the National Council and National Executive may from time to time approve;
- ii. as soon as possible after the thirtieth of June each year, prepare a Statement of Accounts and Balance Sheet as at that date and shall submit them and such other records as may be required for audit by the Honorary Auditor; and
- iii. observe and perform the constitutional duties required and as listed at Articles 33 -37.

20. THE NATIONAL EXECUTIVE

a. The National Executive shall be responsible to the National Council for the execution of its policy and shall consist of the following officers:

The National President

The Deputy National President

The National Vice-Presidents

Zone Presidents or their nominated representative

National Treasurer

National Secretary

Promotions Officer

21. ROLE OF THE NATIONAL EXECUTIVE

- a. The National Executive is to implement policy as determined by the National Council and will meet or consult as a body at least bi-annually.
- b. The National Executive is to carry out the day to day administrative tasks required for the efficient functioning of The Association within the general policy guidelines as determined by the National Council.
- c. The National Executive shall be responsible for the preparation of and administrative arrangements for, meetings of the National Council as well as meetings with Government officials and other bodies and organisations.
- d. The National Executive may co-opt other members of The Association to help it or its officers carry out specific duties as required.
- e. The National Executive will consider and ratify the National Office budget developed by the National Treasurer.
- f. The National Executive is to provide to the National Council the following reports at each and every meeting of the National Council:
 - i. a report by the President on overall Association activities;
 - ii. reports from functional Vice-Presidents on their policy areas;
 - iii. a report by the National Secretary on National Office activities;
 - iv. a report by the National Treasurer as required by Articles 35f.- 35h Of this Constitution; and
 - v. reports by persons co-opted to assist the National Executive under Article 21d. and a report from any sub-committee formed under Article 23 of this Constitution.
- g. Neither the Nation President, Deputy National President nor the National Secretary, are to hold the positions of Zone President or Zone Secretary concurrently. If such Zone positions are held then resignations from these positions must be made, with such resignations to take effect immediately upon election at the National Council AGM.

22. Zones

- a. A Zone may be established in each of the States and Territories. Each Zone is responsible for its own administration and for the proper conduct of its activities in furtherance of the objects of The Association. Zones are not separate identities to The Association.
- b. Each zone shall elect an Executive Committee comprising a President, Secretary, Treasurer and such other members in accordance with its Constitution.
- c. The duties of Zone Officers are to be prescribed by the Constitution or Rules of the respective Zone.

- d. Copies of the audited Zone annual financial statements are to be forwarded to the National Secretary as soon as practicable after the audit is completed.

23. SUB-COMMITTEES

- a. The National Council, the National Executive or any Executive Committee may appoint a sub-committee to inquire into, and report on, any matter before it and within its jurisdiction, subject to the provisions of this Constitution. These bodies may delegate to such a sub-committee the power to determine on its behalf any matter referred to it.

24. PATRONS

- b. The Association may invite distinguished Australians to be Patrons of The Association. Selection of proposed patrons will be made by the National Council.
- c. Zones may also appoint Zone Patrons.

MEETINGS

25. GENERAL MEETINGS

- a. Meetings of the National Council and within each Zone are to be held at least once in each calendar year and within the period of 5 months after the expiration of each financial year of The Association and at such place as the appropriate authority may determine.
- b. One meeting of the National Council each year shall be deemed to be the AGM of The Association. It is essential that the AGMs of Zones should precede this meeting.
- c. All general meetings other than the AGM shall be called Special General Meetings and may be convened at the discretion of the appropriate authority or by the National Secretary or a Zone Secretary on the demand in writing signed by not less than ten members entitled to vote at such a meeting.
- d. The National Executive shall meet bi-annually or at such other times as required.

26. ELECTRONIC MEETINGS AND POLLING

- a. In the event of any proposal or motion arising which requires an early decision by the National Council, the National President may direct that an electronic poll be taken.
- b. The National Secretary is to forward the details of the proposal or motion to all those entitled to attend National Council and where possible is to include argument for and against the proposal or motion.
- c. The poll shall be decided by simple majority of those entitled to vote except where this Constitution requires the proposal or motion to be passed by a special resolution.
- d. The result of the poll is to be retained by the National Secretary and disseminated to all Zones with a hard copy of the voting retained for production at the next AGM if required.

27. ZONE MEETINGS

- a. Zone Committees shall meet regularly throughout the year in accordance with the rules of the Zone.

28. RULES OF PROCEDURE – MEETINGS

- a. All meetings of The Association shall be called by notice which shall be in the hands of members entitled to attend that meeting at least twenty one days prior to the date on which it is to be held.
- b. An agenda shall be distributed with the notice convening the meeting.
- c. At the AGMs of Zones or of the National Council all resolutions to be made shall be in writing.
- d. In the case of Zone Meetings they are to be signed by the proposer and seconder.
- e. In the case of National Council Meetings such resolutions shall be certified by the Zone Secretary as being properly recorded in the minutes of the Zone Executive or Committee for reference to the National Council. The National Secretary shall similarly certify matters referred by the National Executive.
- g. No resolution, other than one arising from discussion at the meeting, shall be submitted unless notice of it has been lodged with the National Secretary or Zone Secretary, as applicable, at least twenty one days before the date of the meeting and circulated by him to the members concerned.

29. RULES OF PROCEDURE – QUORUM

- a. At meetings of the National Council or National Executive, six members entitled to vote shall constitute a quorum. At least three of such members shall be either Zone Presidents or Zone delegates.
- b. The quorum for a Zone meeting shall be defined in the constitution of that Zone.

30. RULES OF PROCEDURE – VOTING

- a. Special resolutions which relate to altering the objects of The Association altering the Constitution of The Association or changing the name of The Association require at least 21 days notice of intention to propose as a special resolution and require passing by at least three quarters of those entitled to vote, in accordance with Section 70 of the Act.
- b. Unless otherwise prescribed by these Articles or Articles issued by Zones in extension of them, all other resolutions shall be decided on a simple majority of the votes cast legally.
- c. Any proposal which requires a special resolution of the National Council to be passed may only be considered by a meeting of the National Council of which not less than 21 days notice, accompanied by notice of intention to propose the special resolution has been given to members entitled to attend and vote at that meeting.

d. Voting, other than electronic polls, shall be by show of hands or on the voices unless these Articles otherwise require or the Chairman directs that, on an issue of particular sensitivity, a secret ballot shall be taken.

e. At meetings of the National Council or the National Executive, Zone representatives may nominate a proxy if, for any reason, the Zone President or delegate is unable to be present. Zones must ensure that a proxy has been briefed fully on the agenda and has appropriate authority to act for the Zone delegate. The National Secretary must be notified in writing of the appointment of a proxy.

f. No member can demand a poll be taken on any resolution however the meeting, by a simple majority of those members attending entitled to vote, may require that one be taken.

31. ALTERATION OF OBJECTS AND CONSTITUTION

a. The Statement of Objects and this Constitution may be altered, rescinded or added to only by a special resolution of the National Council.

32. REGISTRATION

a. The Association shall be registered with the Australian Securities and Investments Commission as an Australian Registrable Body (ARB) and obtain an Australian Registrable Body Number (ARBN) under the Corporations Act 2001.

b. For the purpose of this registration the Directors of the Association shall be the National President and Deputy National President of The Association.

c. The Association and its Zones shall individually apply to register with the Australian Taxation Office as a Deductible Gift Recipient (DGR).

33. INCOME

a. The funds of the National Office shall be derived from capitation fees received from the Zones and, subject to any resolution passed by the National Council, such other sources as the National Executive determines.

b. All monies received by the National Office shall be deposited as soon as practicable and without deduction to the credit of the National Office's bank account.

c. The National Office shall as soon as practicable after receiving any monies, issue an appropriate receipt.

d. The income and property of The Association, whencesoever derived, shall be applied solely toward the objects of The Association set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the membership of The Association.

e. Nothing prevents the payment of an honorarium or of reasonable and proper remuneration to any officer, member, or servant of The Association, in return for services rendered to The Association, including interest at a rate not exceeding bank rates and rent not exceeding commercial rates for any property demised or let to The Association and as agreed by the National Council. Members of The Association shall not receive remuneration for any office or position held in The Association unless such a position is a salaried position. Direct expenses can be reimbursed in money or money's worth.

34. FUNDS OF THE ASSOCIATION

- a. Associations funds may only collected by way of donations or sponsorship. Sponsorship is to be approved only by the National Council.
 - b. Funds obtained through Sponsorship are to be used, only to benefit The Association.
 - c. Sponsorship with organisations is to be conducted as a commercial venture by a delegate authorised by the National Council.
 - d. Zones are responsible for the proper management of their funds and are not to exceed more than \$3000 in accounts. Monies in excess of \$3000 are to be spent, as soon as practicable, for the betterment of Zone Members or forwarded to the National Treasurer for general use.
- b. All funds belonging to the National Office or received by the National Treasurer shall be deposited in one or more bank accounts in the name of the RAAMC Association Incorporated and such funds may be withdrawn from such accounts only with authorisation signed by any two members so authorised by the National Executive. The names of such authorised officers shall be recorded in the minutes of the appropriate meeting of The Association.

35. ACCOUNTS AND RECORDS

- a. Zones and the National Secretary are to ensure that true accounts be kept, of all monies received and expended by The Association and the manner in respect of which such receipts and expenditure take place together with the assets and liabilities of The Association.
- a. Annual accounts of The Association (held at Zones and the National Office) are to be examined by one or more properly qualified auditors at least one month prior to the AGM of The Association.
- c. The financial year of The Association shall conclude on the 30th day of June in each year.
- d. The National Treasurer shall cause proper books of accounts to be kept with respect to:
- e. All sums of money received and expended by the National Office and the manner in respect to :
 - i. all sums of money received and expended by the National Office and the manner in respect of which the receipt and expenditure takes place;
 - ii. all sales and purchases of goods by the National Office;
 - iii. the assets and liabilities of the National Office.
- e. All financial records books, accounts and related documents relevant to the National Office shall be kept in the National Treasurer's custody.
- f. Except as detailed in Article 35d, the National Secretary as Public Officer shall keep in their custody or under their control all other records books and other documents relating to The Association.

- g. The records, books and other documents of The Association shall be open to inspection, free of charge by any member of The Association at any reasonable hour.
- h. The following documents are to be presented to the National Council at the AGM of The Association and shall be sent to all persons entitled to receive notice of a meeting of the National Council, not less than twenty one days before the date of the meeting:
 - i. a copy of every Balance Sheet (including every document required by law to be annexed thereto);
 - ii. Income and Expenditure Statements; and
 - iii. a Budget showing targets for the forthcoming year and the budgeted results for the previous year; together with a copy of the Auditor's Report.
 - iv. A financial statement comprising an Income and Expenditure account shall be presented to any meeting additional to the AGM of The Association, if specifically requested seven days before the date of that meeting, by the National President or any two Zone Presidents.

36. DONATIONS

- a. Donations specifically designated by donors for the use of National Council, together with donors' details, shall be passed to the National Treasurer who will acknowledge and receipt accordingly.
- b. Donations specifically designated by donors for the Relief Fund shall be passed to the National Treasurer who will acknowledge and receipt accordingly.
- c. Other non specified donations received by a Zone shall be used as deemed appropriate by the Zone. However the National Council may require that at the end of each quarter, viz September, December, March and June, in each year, each Zone forward to the National Treasurer, an amount equal to a proportion as determined by National Council of such donations received in the preceding three months, for use by the National Office.
- d. The Association and all Zones are to apply for registration as Deductible Gift Recipients (DGR bodies) so that tax deductibility may be afforded to donors.

37. EQUALISATION OF COSTS AMONG ZONES

- a. In the event of any Zone having financial difficulty in meeting the costs of attendance by its officers or delegates at meetings of the National Council or the National Executive, National Council may request that other Zones assist in meeting such expenses on a proportional basis. Such a request must be approved by a special resolution at the Annual General Meeting or a Special General Meeting.
- b. Zones have the right to not comply with such resolutions but must give their reasons in writing for consideration by the National Council.

38. BY-LAWS

- a. The National Council shall have power to make from time to time such by-laws as are in its opinion, necessary and desirable for the proper control, administration and management of The Association's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such by-laws.
- b. Such by-laws shall be made by a resolution of the National Council.
- c. A by-law shall not be inconsistent with this Constitution.
- d. All by-laws will be promulgated to all Zones.
- e. By-laws may also be in the form of a Policy Handbook or Statement.

39. DISPUTE RESOLUTION

- a. Should disputes arise between members (in their capacity as members) of The Association, and between members and The Association (including Zones), the parties must endeavour to settle any dispute by mediation.
- b. Such mediation is to be conducted by a mediator who is independent of the parties and appointed by agreement of the parties or, failing agreement within 7 days of receiving any party's notice of dispute, by a person appointed by the Chair of LEADR, ACN 008 651 232, or the Chair's designated representative. In the latter case the LEADR Mediation Rules shall apply to the mediation.
- c. It is a condition precedent to the right of either party to commence arbitration or litigation other than for interlocutory relief that it has first offered to submit the dispute to mediation.

40. NOTICES

- a. A notice may be given by any body of The Association to a member either personally or by sending it to them at the address as recorded in the Zone membership register. Unless otherwise provided in these Articles where a notice is sent by prepaid post, service of the notice is deemed to have been effected two clear working days after its posting.
- b. Notice of every AGM of The Association shall be given in the manner hereinbefore authorised to each Zone and to all members of the National Executive and to the Auditor for the time being of The Association.
- c. No other person or ordinary member shall be entitled to receive a notice of a meeting of the National Council.

41. DISSOLUTION

- a. 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 nil.

- b. If, upon the winding up of The Association, there remains after satisfaction of its debts and liabilities any property, such property shall, subject to any trust affecting it or any part of it, vest in another association (whether incorporated or not) which complies with the relevant provisions of the Act and which, prior to the winding up of The Association, has been nominated by special resolution of the National Council to be the donee of such property.
- c. If, upon the winding up of a Zone, there remains, after satisfaction of its debts and liabilities, any property, such property shall, subject to the relevant law governing the winding up, vest in The Association and the Constitution of each Zone shall provide accordingly. If, after a Zone has been wound up, it is subsequently re-established, the National Executive may approve a monetary grant to that Zone, the amount of such grant not to exceed the value of the property vested in The Association on the earlier winding up of that Zone, unless the National Council by special resolution approves a grant of a larger amount.

42. COMMON SEAL

- a. The Common Seal shall be kept in safe custody by the National Secretary. It is not to be affixed to any instrument except by the authority of the National Executive and the affixing of the Common Seal shall be attested by the signature of two (2) members of the National Executive.