

**AUSTRALIAN COMMANDO**

**ASSOCIATION (NEW SOUTH WALES)**

**INC.**

**INCORPORATED ON 28th NOVEMBER 2011**

**under the**

# ASSOCIATIONS INCORPORATION ACT (NSW) 1984 AS AMENDED

## Incorporation Number Y0204417

**RULES**

**FORMERLY KNOWN AS;**

**1 COMMANDO ASSOCIATION INC. AND 1ST COMMANDO REGIMENT ASSOCIATION (NSW) INC.**

 

# PART 1: PRELIMINARY

## NAME

1. The name of the Association is 'AUSTRALIAN COMMANDO ASSOCIATION (NEW SOUTH WALES) INCORPORATED' ('Association').

## EFFECTIVE DATE

2. These rules are to take effect from the date of lodgement in the Department of Fair Trading.

## DEFINITIONS

3. In these Rules, unless the context otherwise requires:

1. “*Committee of Management”* herein referred to as “The Committee”, means the committee as defined in Part 3, clause 20.
2. *"'Committee Member"* means a member of the Committee of management of the Association, including the Office Bearers of the Association, as referred to in Rule 21(1) & (2);
3. *"Extraordinary General Meeting"* means a general meeting of the Association other than an Annual General Meeting;
4. *"Honorary member"* means a person elected in accordance with Rule 11;
5. *“Honorary Life Member"* means a person elected in accordance with Rule 10;
6. *“Life Subscriber”* means a person who has previously paid a nominated amount and is not required to pay annual fees. **(This category has been terminated)**
7. *"Ordinary Member”* means a member of the Association who has not been elected to the Committee of management of the Association, in accordance with Rule 22;
8. *"Public Officer"* means a member so appointed by the committee.
9. *"Secretary"* means the person holding office under these Rules as Secretary;
10. *"Special Resolution"* means a resolution referred to in Rule 40;
11. *"The Act"* means the Associations Incorporation Act (NSW) 1984, (as amended);
12. *"The Regulations"* means the Associations Incorporation regulations (NSW) 1985, as amended; and
13. *“The Director General”* means the Director General of the Department of Fair Trading NSW.

*n) “The Units”* mean all units of the Australian Special Operations Command (SOCOM) including 1st Commando Regiment, 2nd Commando Regiment, Special Operations Engineer Regiment, Special Forces Training Centre, Special Operations Logistics Support, and the Parachute Training School or any other units formed within Australian Special Operations Command.

1. In these Rules:
   1. a reference to a function includes a reference to a power, authority or duty; and
   2. a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of that duty.
2. The provisions of the 'Interpretation Act 1897', as amended, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument under the Act.

## OBJECTS OF THE ASSOCIATION

6. The Objects of the Association are:

1. to encourage camaraderie between current and former members of WW2 Commando Units and the Australian Special Operations Command.
2. to preserve, promote and honour Australia's military history and tradition as symbolised by the legend and spirit of Anzac;
3. to support all Australian Commando Regiments and other Australian Special Forces Units in maintaining the heritage and tradition of our commando veterans and their respective Associations;
4. to specifically support former members of the NSW Commando Association, Z Special Unit Association (NSW) and other special forces, military and kindred associations in achieving the above;
5. to support The Commando Regiments in recording, maintaining and celebrating the Regiments’ anniversaries, milestones and the Unit's evolving history and tradition;
6. to directly and through the Commando Regiments, liaise with other special forces, military and kindred associations to promote the above objectives;
7. to support, promote and arrange activities of a commemorative, memorial, social or sporting nature and such other activities as The Committee deems appropriate in pursuit of the above and for the benefit of the Association, the Regiments, the Special Forces family and the Australian Defence Force (ADF) community; and;
8. to publish periodicals, newsletters and utilise other appropriate media to promote the Association's objectives, to advertise activities endorsed by the Association and to keep members informed and in regular contact with the Association and The Units.

## DISSOLUTION

7.

1. The Association is to be dissolved upon the passing of a Special Resolution at an Extraordinary General Meeting convened for the purpose of considering dissolution.
2. Upon a Resolution being passed in accordance with sub-paragraph (a), all assets and funds of the Association, after payment of all outstanding liabilities and expenses, are to be handed over to The Commando Welfare Trust or to such organisation having aims or objects similar to those of this Association and which prohibits distribution of its funds amongst its members, and in so far as this cannot be achieved, then such assets and funds are to be given over to or applied to some registered or tax-exempt charity or are to be applied to some educational or scientific purpose approved by the members present at the meeting that considers the question of dissolution.

# PART 2: MEMBERSHIP

## MEMBERSHIP QUALIFICATIONS

1. A person is eligible for membership of The Association if and only if
   1. The person is a person referred to in s. 15(1)(a) of the Act, that is to say, the person is one of those persons who were members of the Association immediately before the act of incorporation of the Association, and has not ceased to be a member of the Association at any time after the incorporation of the Association under the Act; or
   2. the person is a natural person who
      1. has been nominated for membership of the Association in accordance with Rule 9 and;
      2. has been approved for membership of the Association by the Committee of the Association and;
      3. is, or has been, on the posted strength of any of the “Units” plus;

The Independent Companies and/or Commando Squadrons raised during 1939-45; 'M' & 'Z' Special Units.

* + 1. the person is or has been on the posted strength of any unit or sub unit of the Royal Marine Commando of the Royal Navy.

1. (1) Nomination of a person for membership of the Association:
   * 1. is to be made by one and seconded by another member of the

Association in writing in the form set out in Appendix 1 to these Rules,

* + 1. is to be lodged with the Secretary of the Association.
  1. As soon as practicable after receiving a nomination for membership, and being satisfied with the available evidence of service, the Secretary is to refer the nomination to the Committee, which is to determine whether to approve or to reject the nomination.

The Committee’s decision is final.

* 1. Where The Committee determines to approve a nomination for membership, the Secretary shall, as soon as is practicable after that determination, notify the nominee of that approval and request the nominee pay within the period of twenty-eight days after notice of approval for membership of the nominee an entrance fee of twenty five (25) dollars or such other amount as the Committee determines from time to time and an annual subscription of 20 dollars, or such other amount as the Committee determines from time to time..
  2. The Secretary shall, on payment by the nominee of the amount referred to in clause (3) within the period referred to in that clause, cause the nominee's name and particulars to be entered in the register of members, and upon the same being so entered, the nominee shall be a member of the Association.

## LIFE MEMBERSHIP

10. Life membership of the Association may be bestowed on any member recommended by The Committee who has performed services of distinction to or on behalf of the Association by way of special resolution at a meeting of The Association held in accordance with Part 4 of these Rules.

## HONORARY MEMBERSHIP

11. (1) Honorary Membership of The Association may be bestowed on any person who has performed services of special value to The Association at a meeting held in accordance with Part 4 of these Rules.

1. Such nomination is to be submitted to that meeting by The Committee.
2. Otherwise than that Honorary Members shall not be obliged to pay a joining fee or annual subscriptions, Honorary Members are to be subject to the Rules of the Association in like manner as any other member of the Association.
3. Honorary Members are not entitled to vote at any meeting of the Association nor hold any office in the Association.

**ASSOCIATE MEMBERSHIP**

12. (1) Any person who has demonstrated an interest in the association and its objectives may be nominated for Associate Membership

(2) The nomination must be recommended by two (2) financial members in writing and approved by a majority vote of the committee

(3) In granting Associate Membership, there is an expectation that such persons will be active in the association.

(4) Other provisions of this level of membership are;

a) Associate Membership shall carry all the rights and privileges and obligations of an Ordinary Member save and except for;

- Associate Members shall not be able to hold office, save and except to an appointment by invitation, as approved by a majority vote by the committee.

- Associate Members shall NOT be entitled to vote

(5) Associate Membership shall be limited to ten (10) percent of the current Financial Ordinary Membership

(6) Subscription Fees for Associate Members will be the same as those for Ordinary Members and payable in advance and thereafter on the 1st January each year.

(7) Widows and Partners of deceased serving commandos may be offered, at the committee’s discretion, “Associate Widows and Partners” membership of the Association.

a) Annual Subscriptions payable by this category of Associate Membership will be one half of that of Ordinary Members.

b) Associate Widows and Partner Members shall not be entitled to vote

c) the limitation of sub-paragraph 12 (5) shall not apply to this category of membership

## CESSATION OF MEMBERSHIP

13. (1) A person ceases to be a member of the Association if the person:

* 1. dies;
  2. resigns that membership in accordance with Rule 14;
  3. is expelled from the Association; or
  4. has not paid the annual fee required to be paid by Rule 16(2) by the due date referred to in Rule 16(2) in any year, provided that continuity of membership may be regained if the fee referred to is paid subsequently and within six months of the due date referred to.
  5. is declared a bankrupt;
  6. was within the last 5 years convicted of a criminal offence.

(2) Wherever the annual membership fee has not been paid within six months of the due date as provided clause 1(d), the person in arrears, to regain membership, is to be nominated for membership in accordance with Rule 9.

## TRANSFER OF MEMBERSHIP ENTITLEMENTS

14. 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, and
2. terminates upon cessation of the person's membership.

## RESIGNATION OF MEMBERSHIP

15. (1) A member of The Association is not entitled to resign that membership except in accordance with this Rule.

1. A member of The Association who has paid all amounts payable by the member in respect of his membership may resign from membership of the Association. By notice in writing to the Secretary of his intention to resign, and, then the member ceases to be a member.
2. Where a member of The Association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the Secretary will cause an appropriate entry to be made in the register of members according to the date on which the person ceased to be a member.
3. A person who ceases to be a member of The Association by resignation is not eligible for a refund of any fees or subscriptions paid by or on behalf of that person.

## REGISTER OF MEMBERS

16. (1) The Secretary is to establish and maintain, or cause to be established and maintained, a register of members of The Association, specifying the name and address and other particulars required from time to time by The Committee to be kept of each person who is a member of The Association, together with the date on which the person became a member.

(2) The Register of Members is to be kept at the principal place of administration of The Association.

## FEES AND SUBSCRIPTIONS

17. (1) A person shall upon approval for membership, pay to The Association a fee of twenty five dollars ($25) or, such other amount as determined by The Committee at a meeting held in accordance with Part 4 of these Rules, of that other amount.

(2) In addition to any amount payable by the member under Clause (1), a member other than a Life Member, Honorary Member, or Honorary Life Member of The Association is to pay to The Association an annual fee of twenty dollars ($20), or such other amount as determined by The Association from time to time, at a meeting held in accordance with part 4 of these Rules, of that other amount before the end of the Association's financial year,

## LIABILITY OF MEMBERS

18. The liability of a member of the Association to contribute towards the payment of the debts and the liabilities of the Association, or the costs, charges and expenses of the winding-up of the Association, is limited by the amount of any unpaid fees in respect of membership of the Association as required by Rule 16.

## DISCIPLINING OF MEMBERS

19 (1) Where The Committee is of the opinion that a member of The Association:

* + 1. has persistently or neglected to comply with provisions of these Rules, or
    2. has persistently or wilfully acted in a manner prejudicial to the interests of The Association, The Committee may, by resolution:
       1. expel the member, or
       2. suspend the member from membership of The Association for a specified period.
  1. A resolution of The Committee under clause 18 (1) is of no effect unless The Committee, at a meeting held not earlier than fourteen (14) days and not later than thirty-five days after service on the member of a notice under 18 clause (3), confirms the resolution in accordance with this rule.
  2. Where the Committee passes a resolution under 18 clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member the subject of the resolution.
     1. setting out the resolution of The Committee and the grounds on which it is based;
     2. stating that the member may address The Committee at a meeting to be held not earlier than fourteen days and not later than thirty-five days after service of the notice;
     3. stating the date, time and place of that meeting; and
     4. informing the member that the member may do either or both of the following:
        1. attend and speak at the meeting;
        2. submit to The Committee at or prior to the date of that meeting written representations relating to the resolution.
  3. At a meeting of The Committee held as referred to in clause (3), The Committee is to:
     1. give to the member concerned the opportunity to make oral

representations,

* + 1. give due consideration to any written representations submitted to The

Committee by the member at or prior to the meeting, and

* + 1. by resolution determine whether to confirm or to revoke the resolution.
  1. Where The Committee confirms a resolution under clause (4), the Secretary shall, within seven days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Rule 19.
  2. A resolution confirmed by The Committee under clause (4) does not take effect:
     1. 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
     2. where within that period the member exercises the right of appeal, unless and until The Association confirms the resolution pursuant to Rule 19(4).

1. (1) A member may appeal to The Association in general meeting against a resolution of The Committee which is confirmed under Rule 18(4), within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
   1. Upon receipt of a notice from a member under clause (1), the Secretary is to notify The Committee which is to convene a Extraordinary General Meeting of

The Association to be held within 90 days after the date on which the Secretary received the notice, unless an Annual General Meeting falls within that period.

* 1. At a general meeting of The Association convened under clause (2):
     1. no business other than the question of the appeal is to be transacted,
     2. The Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
     3. the members present are to vote by secret ballot whether the resolution is to be confirmed or revoked.
  2. If at the general meeting The Association passes a special resolution in favour of the confirmation of the resolution referred to in 18 (3), the resolution is confirmed.

# PART 3: THE COMMITTEE OF MANAGEMENT

## THE POWERS OF THE COMMITTEE

21. The Committee of The Association (The Committee), and, subject to the Act, the Regulations and these Rules, and to any resolution passed by The Association at a meeting conducted under Part 4 of these Rules,

1. is to 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; and
3. has power to perform all such acts and to do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

## CONSTITUTION AND MEMBERSHIP

1. (1) The Committee is to consist of NINE (9) members of the Association, and is to comprise:
   * 1. the 4 office bearers of the Association, and
     2. 4 ordinary Committee members each of who is too be elected or deemed to have been elected pursuant to Rule 22.
     3. Once a new President has been elected the outgoing President shall be given the title of Immediate Past President to be held until the next change in the office of President. The immediate Past President is automatically appointed as an ordinary member of the committee, and may hold office other than President. In that event one further ordinary member will be elected.

* 1. (a) The office bearers of the Association are:
     + 1. the President,
       2. the Vice-President,
       3. the Secretary,
       4. the Treasurer,
     1. The offices of Secretary and Treasurer may be held by one person at any one time in which event there will be voted 5 ordinary members.
     2. Three quarters of the office bearers and two thirds of the overall committee are to be members of The Association who are or have been members of any unit in the Australian Special Operations Command (SOCOM).
  2. Each member of The Committee is, subject to these Rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election, always provided that the offices of President and Vice-President are not to be held by the same respective persons for more than five consecutive terms.

Any extension of this term is subject to a special resolution at the beginning of an Annual General Meeting prior to the elections of committee members.

* 1. In the event of a casual vacancy occurring in the membership of The Committee, The Committee members may appoint a member of The Association to fill that vacancy, and the member so appointed is to hold office subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the member's appointment.

1. (1) Nomination of candidates for election as office bearers of The Association:
   * 1. are to be made in writing, signed by two members of The Association and accompanied by the written consent of the candidate, which may be endorsed on the form of nomination, and
     2. are to be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting on which the election is to take place.
     3. an exception is during the conduct of an election of office bearers.

If a nominee or nominees are standing for office in excess of 5 years, a special resolution shall be circulated the notice of Annual General Meeting.

* 1. If insufficient nominations are received to fill all vacancies of The Committee, the candidates nominated are deemed to be elected and further nominations shall be received at the Annual General Meeting.
  2. If insufficient further nominations are received, any vacant positions remaining on The Committee shall be casual vacancies.
  3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
  4. If the nominations received exceed the number of vacancies to be filled a ballot is to be held.
  5. The ballot for the election of office bearers and committee members is to be conducted by a Returning Officer appointed by The Committee, at the Annual General Meeting, in such usual and proper manner as the Returning Officer may direct.

## THE PRESIDENT

23. The President is to preside at all meetings of the Association and of the Committee. In his absence or his refusal to act the Vice-President is to preside.

## THE VICE-PRESIDENT

24. The Vice-President is to act as required by Rule 23, and in his absence or his refusal to act, the members present are to elect a Chairperson from amongst their number.

## THE SECRETARY

25. (1) It is the duty of the Secretary to keep minutes of

* 1. all appointments of Office Bearers and Committee members;
  2. the names of the members of The Committee and of The Association present at Committee or general meetings; and
  3. all proceedings at Committee meetings and general meetings.

(2) Minutes of proceedings at a meeting are to be approved of by the next meeting of the Association, Committee or Subcommittee.

## THE TREASURER

26. 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 authorised by The Association are made; and
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.

## CASUAL VACANCIES

27. For 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 a bankrupt or assigns his estate for the benefit of his creditors;
4. resigns office by notice in writing given to the Secretary;
5. is removed from office under Rule 28;
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;
7. is absent without the consent of The Committee from two (2) consecutive meetings of The Committee held during a period of three months;

## REMOVAL OF A MEMBER OF THE COMMITTEE

28. (1) The Association at a General Meeting or Extraordinary General Meeting may, by resolution, remove any member of The Committee from the office of member 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.

(2) Where a member of The Committee to whom a motion referred to in clause (1) relates makes representations in writing to the Secretary or President and requests that the representations be notified to the members of The Association, the President or Secretary 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 motion is considered.

## MEETINGS AND QUORUM

29. (1) The Committee is to meet at least three times in each period of twelve months at such place and time as The Committee may determine.

1. Additional meetings of The Committee may be convened by the President or by any three members of The Committee who notify their desire for such a meeting in writing to the President and the Secretary.
2. Oral or written notice of a meeting of The Committee is to be given by the Secretary to each member of The Committee at least seven days (or such other period as may unanimously be agreed upon by the members of The Committee) before the time appointed for the holding of this meeting.
3. Any five (5) members of The Committee are to constitute a quorum for the transaction of the business of any meeting of The Committee.
4. No business is to be transacted by The Committee unless a quorum is present and if within one half-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 in the following week, or other later date, or location, as agreed by those present.
5. If at the adjourned meeting a quorum is not present within fifteen minutes of the time appointed for the meeting, the meeting stands adjourned to the same place and at the same hour of the same day in the following week, or other later date, or location, as agreed by those present and those present at that adjourned meeting shall be a quorum.

## DELEGATION BY COMMITTEE TO SUB-COMMITTEE

30. (1) The Committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the Association, of which one shall be a committee member, as The Committee thinks fit) the exercise of such of the functions of The Committee as are specified in this instrument, other than:

* 1. this power of delegation, and
  2. a function which is a duty imposed on The Committee by the Act or by

any other law.

1. A function the exercise of which has been delegated to one or more subcommittees 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.
2. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
3. Notwithstanding any delegation under this Rule, The Committee may continue to exercise any function delegated.
4. 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.
5. The Committee may, by instrument in writing, revoke wholly or in part any delegation made under this Rule.
6. A sub-committee may meet and adjourn as it thinks proper, provided that the committee member is present.

## VOTING AND DECISIONS

31. (1) Questions arising at a meeting of The Committee or of any sub-committee appointed by The Committee, are to be determined by a majority of the votes of members of The Committee or sub-committee present at the meeting.

1. Each member present at a meeting of The Committee or of any sub-committee

(including the person presiding at the meeting) is entitled to one (1) vote.

1. In the event of there being cast an equality of votes on any motion, the Chairman of the meeting is entitled to exercise a second or casting vote.
2. Subject to Rule 29(5), The Committee may act notwithstanding there exists a vacancy on The Committee.
3. Any act or thing done or suffered, or purporting to have been done or suffered, by The Committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member.
4. A person ceasing to be a member of The Association for any reason is not entitled to attend any meeting of The Committee or of any sub-committee appointed by The Committee.

32. **WELFARE OFFICER**

32. (1) The Committee may from time to time determine to appoint one or more members to carry out the role of Association Welfare Officer

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(2) The appointment of none, or any, Welfare Officers shall be at the discretion of the Committee; and the functions of Welfare Officers shall be at the discretion of the Committee.

1. The functions of the Welfare Officer are not to be construed as identical or necessarily similar to roles in other organisations with similar titles.
2. Any person appointed as a Welfare Officer must be a volunteer and cannot be a member of the Committee whilst a Welfare Officer.

1. The Welfare Officer shall report on relevant matters to the Committee, who shall have the decision-making powers on matters brought before it.
2. The Welfare Officer is expressly not empowered to make decisions binding the organisation or the Committee nor involving legal or financial undertakings.
3. The Welfare Officer shall be, on appointment by the Committee, advised of the parameters of the role at that time, and of any subsequent changes to the role.
4. The ethos of the Welfare Officer role, in this organisation, is to ensure that matters requiring more than initial visitation, other contact, general support and other minor assistance, are referred to the Committee for its determination as to the best place to refer the matter so that the member obtains best service. (e.g., RSL specialist advocacy areas etc.)

# PART 4: GENERAL MEETINGS

## THE ANNUAL GENERAL MEETING

1. (1) With the exception of the first Annual General Meeting of The Association, The Association is to, at least once in each calendar year and within the period of six months after the expiration of each financial year of The Association hold a meeting which shall be the Annual General Meeting.
   1. The Association is to hold its first Annual General Meeting:
      1. within the period of twelve months after its incorporation under the Act; and
      2. within the period of three months after the expiration of the first financial year of The Association.
   2. Clauses (1) and (2) of this Rule have effect subject to any extension or permission granted by the Director General under s. 26(3) of the Act.
2. The Annual General Meeting of The Association is, subject to the Act and to Rule 32, to be convened on such date and at such place as the Committee thinks fit.
3. (1) The ordinary business of an Annual General Meeting is,
   * 1. to confirm the Minutes of the last preceding Annual General Meeting

and of any Extraordinary General Meeting held since that meeting;

* + 1. to receive from The Committee reports upon the activities of The Association during the last preceding financial year.
    2. to elect Office Bearers of The Association and other members of The Committee, and
    3. to receive and consider the statement which is required to be made and submitted to members pursuant to s. 26(6) of the Act a statement which gives a true and fair view of the income and expenditure of The Association during its last financial year, its assets and liabilities at the end of that year.
    4. to transact any ordinary business or any special business of which at least twenty eight (28) days’ notice in writing shall have been given to the Secretary, or at the discretion of the Chairman, further business may be raised.
  1. An Annual General Meeting is to be specified as such in the notice which

purports to convene it.

## EXTRAORDINARY GENERAL MEETINGS

36. (1) The Committee may, whenever it thinks fit, convene an Extraordinary Special Meeting of the members of the Association.

1. The Committee, on the requisition in writing of not less than 20 members, is to convene an Extraordinary General Meeting of the members of the Association.
2. A requisition of members for an Extraordinary General Meeting is to;
   1. state the purpose or purposes of the meeting;
   2. be signed by the persons making the requisition;
   3. be lodged with the Secretary; and
   4. may consist of several documents in similar form, each signed by one or more of the members making the requisition.
3. If The Committee fails to convene a Extraordinary General Meeting to be held within 28 days of the date in which such a requisition was received and lodged with the Secretary, any five (5) or more of the members who made the requisition may convene a Extraordinary General Meeting to be held not later than three (3) months after that date.
4. An Extraordinary General Meeting convened by a member or members as referred to in clause (4) of this Rule is to be convened as in the same manner as Extraordinary 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.

Subject to a resolution at the meeting so convened.

## NOTICE OF MEETING

37 (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary is to, at least twenty eight days (28 days) before the dated fixed for the holding of the general meeting, cause to be sent to each member of The Association, at their address appearing in the register of members, a notice by electronic or postal means, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

1. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary is to, at least twenty-eight days (28 days) before the date fixed for holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) of this Rule, specifying, in addition to those matters required under clause (1), the intention to propose a resolution as a special resolution.
2. Except in the case of an Annual General Meeting, no business other than that specified in the notice convening a general meeting is to be transacted at the meeting.
3. A member desiring to bring any business before a general meeting may give notice in writing of the business to the Secretary, who is to include that matter in the next notice calling a general meeting given after receipt of the notice from the member.

## PROCEDURE AT GENERAL MEETINGS

38. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the whole of the time that the meeting is considering that item of business.

1. Twenty (20) members, being members entitled under these Rules to vote at a general meeting and present in person, shall constitute a quorum for the transaction of the business of a General Meeting.
2. If within one half-hour of the time appointed for the start of a General Meeting a quorum is not present, the meeting if convened upon the requisition of ordinary members is to be dissolved, and in any other case is to stand adjourned to the same day in the following week at the same time and the same place.
3. The members present at the adjourned meeting, being members entitled under these Rules to vote at a general meeting constitute a quorum.

## ADJOURNMENTS

39. (1) The Chairman of a general meeting at which a quorum is present may, with consent of the majority of the members present in person, adjourn the meeting to a later time and at a time appointed by the Chairman, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment was taken. Such adjournment may be repeated.

(2) Where a meeting is adjourned for fourteen (14) days or more, the Secretary is to give written notice of the adjourned meeting to each member of The Association stating the place, date and time of the adjourned meeting and the nature of the business to be transacted at the meeting.

## MAKING OF DECISIONS

40. (1) A question arising at a general meeting of The Association shall be determined by a majority of members present and an entry to that effect in the minute book of The Association is evidence of the fact without proof of the number or proportion of votes recorded for or against the resolution.

1. At a general meeting of The Association, a poll may be demanded by the

Chairman or by not less than three members present in person.

1. Where a poll is demanded at a general meeting, the poll is taken
   1. immediately, in the case of a poll which relates to the election of the

Chairman of the meeting or to the question of an adjournment, or

* 1. in any other case, in such manner and time as the Chairman may direct, and the result of the poll on the matter shall be the resolution of the meeting on the matter.

## SPECIAL RESOLUTIONS

41. (1) A resolution of the Association is a Special Resolution if:

* 1. it is passed by a majority comprising not less than three-quarters of such members of the Association as being entitled under these Rules to vote, who do so in person at a general meeting of which not less than twenty-eight days' (28 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 neither possible nor practicable for the resolution to be passed in the manner specified in paragraph (a) of this clause, the resolution is passed in a manner specified by the Director General.

(2) A resolution of The Association is a Special Resolution if purports to:

1. alter or rescind any previous resolution of The Association;
2. alter, rescind or add to the Objects of The Association;
3. alter, rescind or add to these Rules;
4. propose Honorary Life membership in accordance with Rule 10;
5. propose Honorary membership in accordance with Rule 11;
6. confirm a resolution of The Committee in relation to the expulsion or suspension of a member, in accordance with Rule 19(4); or
7. grant an honorarium in accordance with Rule 51; must be passed as a special resolution.

## VOTING

42. (1) Subject to rule 11(5), upon any question arising at a general meeting of The Association, a member has one vote only.

1. Votes may be cast personally or by proxy.
2. In the case of an equality of votes, The Chairman of the meeting is entitled to exercise a second or casting vote.
3. A member is not entitled to vote unless all money due and payable to the Association by the member is paid.
4. (a) A member may vote in person or by proxy, attorney or representative (such proxy, attorney or representative being in turn a Member of the Association) and on a show of hands every Member present in person shall have one vote and on a poll every Member present in person or by proxy, attorney or representative shall have one vote.
   1. The instrument appointing a proxy or representative shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy or representative shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy or representative in favour of or against any proposed resolutions. Unless otherwise instructed the proxy or representative may vote as he thinks fit.
   2. The instrument appointing a proxy or representative may be in the following form or in a common or usual form.

AUSTRALIAN COMMANDO ASSOCIATION (NSW) INC

PROXY FORM

I, .......................................................... of .................................................. being a Member of AUSTRALIAN COMMANDO ASSOCIATION (NSW) Inc.

hereby appoint ................................................... of .............................................

or failing him, the Chairman of the meeting,

as my proxy/representative to vote for me on my behalf at the (Annual/Extraordinary) General Meeting of the Association, to be held on ............................... 20 and at any adjournment thereof. My proxy/representative is hereby authorised to vote

+ in favour of/+ against the following resolutions:

(insert detail of resolution)

Signed this ........................ day of ............................................... 20

NOTE: In the event of the member desiring to vote for or against any resolution he shall instruct his proxy/representative accordingly. Unless otherwise instructed, the proxy/representative may vote as he thinks fit.

+ delete whichever is not desired.

1. The instrument appointing a proxy or representative and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the Registered Office for the time being of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument shall not be treated as valid.
2. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used."

# PART 5: MISCELLANEOUS

## INSURANCE

43. The Association shall affect such insurance as are required by the Act and such further insurance as The Committee may determine from time to time.

## INCOME

1. (1) The Association's income is to be derived from entrance fees, annual subscriptions of members, donations, and, subject to any resolution passed by The Association at any meeting to which part 4 of these Rules relates, such other sources as the Committee may determine.
   1. All money received by The Association is to be deposited as soon as practicable and without deduction into the Association's bank account.
   2. The Association, as soon as practicable after receiving any money, is to issue an appropriate receipt.
2. (1) Subject to any resolution passed by The Association at a meeting held in accordance with Part 4 of these Rules, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Committee determines.
   1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments issued by the Association are to be signed by the Treasurer and by one of the other Office Bearers being authorised to do so by The Committee.

## CUSTODY OF BOOKS AND RECORDS

46. Except as otherwise provided by these Rules, the Secretary is to keep in his custody or under his control all records, books and other documents of the Association.

## INSPECTION OF BOOKS AND RECORDS

47. The records, books and other documents of The Association are to be open to the inspection, free of charge to members of The Association, at any reasonable hour by prior appointment, and at any general meeting.

## SERVICE OF NOTICES

48. (1) For these Rules, a notice may be served by or on behalf of The Association upon any member, either personally or by sending it by electronic or postal means to the member at the member's address shown in the register of members.

(2) Where a notice is sent to a member by post it shall be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of the post.

**POLITICS AND RELIGION**

49. The Association is to be strictly non-political and non-sectarian.

## 50. HONORARIUMS

Members at any meeting held in accordance with Part 4 of these Rules, being present in person and entitled to vote, may, by special resolution, grant an honorarium to a member for services rendered to the Association.

