CONSTITUTION OF THE VIETNAM VETERANS ASSOCIATION OF AUSTRALIA

INCORPORATED

ARBN 068 073 450

Adopted 23 October 2010

Amendments

23-10-2010 By Special Resolution: To amend the constitution of the Vietnam Veterans Association of Australia, National Council, Incorporated to be the Constitution of the Vietnam Veterans Association of Austrlaia Incorporated.

23-10-2010 By Special Resolution: to amend the title of the subject constitution to read "Vietnam Veterans Association of Australia Incorporated

23-10-2010 By Special Resolution: Para 1,a, delete the words "National Council"

23-10-2010 By Special Resolution: Para 2,a. Amend, in part, the first item to read: The National Council shall consist of the National Executive and the President of each branch or their representative.

23-10-2010 By Special Resolution: Para 5 amend to read " The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the National Congress, a National Council or an Extra Ordinary Meeting of the National Council. Such a special resolution to be preceded by a Notice of Motion lodged with the National Secretary not less than sixty days prior to the proposed meeting.

23-10-2010 By Special Resolution: Para 6,d. amend to read " The assets and income of the association shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

23-10-2010 By Special Resolution: Para 11,b. Amend to read " 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 which is not carried on for the profit or gain of its individual members".

23-10-2010 By Special Resolution: Para 22. Amend by deleting "members" and replace with " President or his representative"

23-10-2010 By Special Resolution: Para 23 amend the second sentence to read" Subject to this Constitution seventy five percent of members entitled to vote shall constitute a quorum."

23-10-2010 By Special Resolution: Para 25,e. amend the second sentence to read" Subject to this Constitution seventy five percent of members entitled to vote shall constitute a quorum."

23-10-2010 By Special Resolution: Para 25,k. Amend by deleting the words" For the purpose of this sub clause "Member" means a member appointed pursuant to sub clause (e) of this clause"

23-10-2010 By Special Resolution: Para 25,n. Amend as follows, Delete the second sentence of the paragraph and replace with "Proxy may be held by a member of the National Executive or any member of the National Council" and.Delete the words "National Council" in the first two instances from the proxy form where it appears.

23-10-2010 By Special Resolution: Amend the subject constitution by renumbering the entire constitution as required.

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1. NAME:

a. The name of the organisation shall be the VIETNAM VETERANS ASSOCIATION of AUSTRALIA INCORPORATED. (Hereinafter called 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 "V.V.A.A.".

2. INTERPRETATION:

a. In these Rules, except insofar as the context or subject matter otherwise indicates or requires –

The National Council shall consist of the National Executive and the President of each State Branch or their representative.

“Ordinary member” means a member of a Sub Branch (or where a State Branch has no Sub-Branches, a member of that State Branch) who fulfils the eligibility criteria contained in r 13;

“Secretary” means -

(1) The person holding office as the Secretary of the Association; or

(2) Where no such person holds that office - the Public Officer of the Association.

“The Act” means the Associations Incorporation Act (NSW), 1984

“Regulation” means the Associations Incorporation Regulation, 1999.

“Financial Year” means the year ending 31st December.

“Special General Meeting” means a general meeting of the Association, convened in accordance with these Rules, other than the Annual General meeting.

“State Branch” means as provided by r 24.

b. In these Rules-

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

(2) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

3. OFFICE:

a. The office of the Association shall be situated at such place in Australia as the Association may from time to time determine.

4. OBJECTS:

The objects for which the Association is established are:

a. To take over and acquire all assets, undertakings, rights and liabilities of the un-incorporated body known as the "VIETNAM VETERANS ASSOCIATION OF AUSTRALIA" as distinct from those of any office of the Vietnam Veterans Association of Australia in any other State of Australia.

b. To assist members of State or Territory Associations of the Vietnam Veterans Association of Australia (hereinafter called "State Branches") and their dependants in cases where a member or a child of a member has or appears to have any disability which is or in any way may be connected with special service rendered by a member in the Naval, Military, Air Force or as an accredited member of a civilian organisation accorded special service status by the Government of Australia.

c. Without limiting the generality of the preceding sub-clause, to assist members and their dependants or descendants and guardians of children of members of State Branches (hereinafter called Members) to obtain evidence and material necessary to commence, pursue and maintain claims for compensation for the disability or death of a member or the child of a member which is, or in any way may be, connected with special service rendered by the member.

d. To investigate, collect and collate material to:

   (i) Identify the nature of chemicals used in Vietnam.

   (ii) Investigate where, when and in what quantity chemicals were used in Vietnam.

   (iii) Establish what effects chemicals used in Vietnam may have on members directly or indirectly exposed to such chemicals and on their children.

e. To promote and assist the development of all aspects of the welfare of members in pursuing any objects which now or hereinafter may be deemed to be charitable.

f. To provide and further co-operate in the achievements of the above objects and, to that end, bring together in committee and conference, Authorities, Voluntary Organisations, Centres for Higher Learning or Scientific Research or any individuals or Organisations.

g. To promote and carry out, or to assist in the promotion or carrying out of surveys, reports and submissions related to the needs of the members and service or ex-service personnel.

h. To develop an informed public opinion on matters related to the above objects or any of them; by promoting or arranging; or providing for; or assisting to promote; or provide for the holding of exhibitions, meetings, lectures, seminars or films consistent with the objects of the Association.

i. To compile, print and publish; or to assist in the compilation, printing or publication of such materials as would further the objects of the Association.

j. To provide an advisory service on matters pertaining to the health and welfare of members and to assist their dependants and descendants in such matters.

k. To organise, prepare and collate; or to assist in the organisation, preparation and collation of information, knowledge and expertise relating to the welfare of members generally and in the furtherance of the above objects; or any of them.

l. To maintain and coordinate the activities of State Bodies throughout Australia and any other places outside of the Commonwealth of Australia as the Association may from time to time determine.

m. To accept capitation fees from State Branches, and donations whether of real or personal estate and devises and bequests for all or any of the purposes aforesaid; and so far as permitted by law; to dispose of; or to lease and accept surrenders of leases of and manage all real estate (including lease-holds) so received and not required or capable of being occupied for the purposes of the Association. In such case the Association shall take or hold and deal with same in such manner as allowed by law, having regard to such trust.

n. To invest and deal with any of the monies or other assets of the Association not immediately required upon such securities and in such manner as the Association may determine.

o. To invest and deal in real estate and to hold property for the purposes of furthering all or any of the objects of the Association.

p. To purchase, take, or lease, or in exchange, hire or otherwise acquire, any real or personal property, or any rights or privileges, which the Association may think necessary, or convenient for any of the purposes of the Association.

q. To borrow or raise money in such manner as the Association may think fit, for any of its objects and in particular by mortgage or other securities, up all or any of the property of the Association, present or future.

r. To establish and accept trusts having for their object the welfare and benefit of any member of the Association and its State Branches or for any dependant or descendant of members to enable the Association to more effectively obtain the objects hereinbefore mentioned.

s. To do all such other lawful things as are conducive or incidental to the attainment of any of the above objects.

t. To pay out of the funds of the Association all expenses of and incidental to the formation thereof its management and the carrying out of its objects, including the payment of salaries to persons employed by it.

u. To make By-Laws in accordance with this Constitution.

v. Nothing in the preceding Sub Paragraphs shall prevent the Association from rendering assistance to non financial veterans, veterans of other conflicts, ex-service or serving defence personnel or their dependants.

w. To actively promote affiliation with groups with similar objectives.

5. ALTERATION OF OBJECTS AND CONSTITUTION:

The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the National Congress, a National Council or an Extra Ordinary Meeting of the National Council. Such a special resolution to be preceded by a Notice of Motion lodged with the National Secretary not less than sixty days prior to the proposed meeting.

6. INCOME:

a. The funds of the Association shall be derived from capitation fees received from the State Branches and, subject to any resolution passed by the Association in General Meeting, such other sources as the National Congress determines.

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

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

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

7. FUNDS OF THE ASSOCIATION:

a. All funds belonging to the Association or received by the National Treasurer of the Association shall be placed in one or more bank accounts in the name of the Vietnam Veterans Association of Australia Incorporated and such funds may be withdrawn from such accounts only by means of cheques signed by any two members authorised by the National Council.

b. Any member of the National Executive or any other person approved by the National Council may endorse cheques or negotiable instruments payable to the credit of the Association.

c. All payments of funds drawn from any bank account of the Association shall be made only with the authority of the National Council; provided however that the National Council may subsequently approve payments made subject to its approval. The National Executive may seek approval in advance for the payment within defined limits of routine or foreseeable expenses at National Council meetings.

8. ACCOUNTS:

True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of the members. Between 31 December each year and the date of the National Congress, the accounts of the Association shall be examined by one or more properly qualified auditors.

a. The financial year of the Association shall conclude on the 31st day of December in each year.

b. The National Treasurer shall cause proper books of accounts to be kept with respect to:

(i) all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place.

(ii) all sales and purchases of goods by the Association, and

(iii) the assets and liabilities of the Association.

c. Except as otherwise provided by this constitution, the Public Officer shall keep in his or her custody or under his or her control all records books and other documents relating to the Association.

(i) 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.

d. The National Treasurer shall from time to time in accordance with the provisions of the constitution cause to be prepared and to be laid before the National Congress such profit and loss accounts, balance sheets and reports as are referred to therein.

e. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the National Congress together with a copy of the Auditor's report shall, not less than fourteen days before the date of the meeting, be sent to all persons entitled to receive notices of National Congress.

f. A financial statement comprising an income and expenditure account shall be presented to the National Council at each meeting of the National Council, if specifically requested, seven days before the date of the meeting by the National President or any two State Body Presidents.

9. AUDITORS:

An Auditor of the Association shall be appointed by the National Congress. An auditor so appointed shall have professional qualifications as an auditor.

10. NATIONAL SOLICITOR:

An Honorary Solicitor for the Association shall be appointed by the National Congress. A solicitor so appointed shall hold a current practicing certificate.

11. 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 limited to the amount if any, unpaid by the member in respect of membership of the Association.

b. 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 which is not carried on for the profit or gain of its individual members".

12. CLASSES OF MEMBERSHIP:

The following shall be the classes of membership allowable within State Branches and in Sub-Branches of the Association;

a. Ordinary Members

b. Associate members

c. Honorary Members

d. Life Members

13. ORDINARY MEMBERSHIP:

a. The following persons are eligible to be admitted as Ordinary members of a State Branch or a Sub-Branch of the Association:

(1) Any person who served in South Vietnam between the 23rd May 1962 and the 29h April 1975 (both dates inclusive) in any of the following capacities.

(a) As a member of the Royal Australian Navy, the Australian Army or the Royal Australian Air Force:

(b) As a member of HMA Ships Vampire and Quickmatch on the visit to Vietnam in January 1962.

(c) As member of the New Zealand, the United States of America, South Vietnam, South Korea, Thailand or the Philippines Military Forces:

(d) As a civilian accredited with one of the Military Forces of New Zealand, The United States of America, South Korea, Thailand or the Philippines, or who was granted a form of "Special Service" status for the Vietnam Conflict by his or her Government.

(e) Any person included on the Vietnam Veterans Nominal Roll and not previously mentioned.

(2) Dependants of persons listed in sub-clauses (1) (a) to (1) (d) above and;

(3) Descendants of persons listed in sub-clauses (1) (a) to (1) (d) above.

b. For the purposes of this clause service in South Vietnam shall include members of the forces who were land based in South Vietnam, or who, while on board Naval or merchant vessels, operated in waters about the coastline of Vietnam or berthed or anchored in ports of South Vietnam.

c. Notwithstanding the foregoing; recommendations to State Branches contained in this clause, the Association may admit to membership any other person who served in, or was accredited to the Military Forces of Australia, New Zealand, The United States of America, South Vietnam, South Korea, Thailand or the Philippines who operated in South East Asia during the period of hostilities in that area, but who does not come within the definition of this clause as expressed in sub-clause (a), his dependants and his descendants.

d. All ordinary members shall be of equal status within the Association without regard to service rank or title.

e. The number of Ordinary members shall be unlimited.

f. The Association will consider individual case applications on their merit.

14. ASSOCIATE MEMBERSHIP:

(a) The State Branches and Sub Branches may grant Associate membership to persons who do not meet the criteria for Ordinary membership. An Associate member may not vote however, they may serve on sub committees.

(b) A membership fee shall be imposed on an Associate member. No capitation fee to the Association shall be paid for these members and they shall not be entitled to receive any Association publication.

(c) Associate members are not allowed to nominate for executive positions at any level, however they may fill positions on sub committees. The total number of Associate members that may be included on sub committees is not to exceed 25 per cent at any one time.

15. HONORARY MEMBERSHIP:

(a) Honorary membership may be bestowed on an individual who does not meet the criteria for Ordinary membership but has given outstanding service to the State Branch or Sub Branch or to the Association. Honorary members may not vote nor hold positions on any committee. Honorary membership shall be decided by a vote of members of the Branch granting the Honorary membership.

16. LIFE MEMBERSHIP:

(a) Life membership may be granted at three levels to ordinary members or as the case may be members at;

(1) Sub Branch Level

(2) State Level

(3) National level.

(b) Nominations for Life membership, at any level, must be in the form of a Notice of Motion and contain a resume of the member's contributions to the Association at the appropriate level.

(c) The decision to grant Life membership shall be by majority vote. Voting shall be;

(1) At Sub Branch level, at a general meeting of the Sub Branch.

(2) At State level, at a full meeting of State Branch delegates.

(3) At National level, at National Congress.

(d) Notwithstanding paragraph 13(a), Honorary Life membership may be granted to deserving individuals who are not members of the Association.

(e) Life Member capitation fees shall be paid by the Branch and/or Sub Branch for which life membership is granted, except National capitations fees shall be paid by the members State Branch. Life members retain the rights of an Ordinary Member.

(f) Except in his or her capacity as a person holding one of the appointments in paragraph 2(a) or as the holder of a valid proxy from a person holding one of the appointments in paragraph 2(a), a Life Member may not vote.

17. REGISTER OF MEMBERS:

a. The Public Officer of the Association shall establish and maintain a register of the 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 became a member.

b. A copy of the register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

18. CESSATION AND SUSPENSION OF ORDINARY MEMBERSHIP:

a. Any ordinary member of the Association desiring to resign therefrom shall give notice to that effect in writing to the office of the State Branch or its relative sub-branch and upon such notice being received by the Branch, shall cease to be an ordinary member thereof.

b. No person by reason of his having ceased to be an ordinary member shall be released from any liability from any subscription due or other sums of money due to the State Branch and/or Sub Branch.

c. Any person who ceased to be an ordinary member shall cease to be entitled to or have an interest in any of the property or assets of the Association or the State Branch and/or Sub Branch whatsoever.

d Disciplining of Members

i The National Council may discipline members by order of suspension from the National Council/Congress for a period determined by a majority vote of the Council. There is no right of appeal other than in common law. Such suspended member cannot be replaced for the duration of the suspension.

e. Disciplining of Ordinary/Associate/Honorary members

i If any ordinary member shall be guilty of conduct contrary to the aims and objectives of the Association, or the State Branch and/or Sub Branch, or wilfully infringes these Clauses or the By-Laws made pursuant thereto; a State Branch having jurisdiction over the ordinary member may resolve to expel that ordinary member from ordinary membership for such period it thinks fit subject in either case to the provisos hereinafter contained in this clause.

ii. The right to determine ordinary membership within the meaning of Clause 13 and to suspend or withdraw such ordinary membership as set is vested in the State Branch and/or Sub Branch and there is no right of appeal to the National Congress or National Council in the matter of membership rights.

19. SUBSCRIPTIONS:

a. All ordinary members of a State Branch shall pay to the State Branch or its relative sub-branch such annual subscriptions as may be determined by the Branch from time to time.

b. All State Branches shall pay a proportion of the annual subscription in the form of a Capitation Fee, as determined by National Council, from time to time, for each member as shown hereunder;

(i) All financial members, financial during that year.

(ii) All life members.

(iii) All members accepted by each State Branch or its relative sub-branch to pay reduced fees during that financial year.

c. Payment of capitation fees will be paid by a State Branch on those members set out in clause 19 (b) as at the end of each month.

20. COMPOSITION OF THE ASSOCIATION:

The Association shall be managed by the following in order of precedence:

(a) A National Executive

(b) A National Council

(c) State Branches

(d) Sub Branches

21. NATIONAL EXECUTIVE:

(1) The National Executive shall consist of the following:

(a) A National President

(b) 2 Vice Presidents

(c) A National Secretary

(d) A National Treasurer

(e) An Immediate Past President

(f) Additional members may be elected, appointed or co-opted to the National Executive at any time for one year or any other specified lesser period, with the approval of an absolute majority of the National Council.

(2) All these positions are elected by National Congress pursuant to clause 25 with the exception of the Immediate Past National President, who shall be the retiring National President and shall hold office only for the ensuing twelve (12) months.

(a) 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 of the Association.

(iii) Becomes an insolvent under administration within the meaning of the Companies code (of any State).

(iv) Resigns office by notice in writing given to the National Secretary.

(v) Is removed from office.

(vi) 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

(vii) Is absent without the consent of the National Executive from all meetings of the National Executive.

(viii) The member is directly or indirectly interested in any contract or proposed contract with the Association.

(ix) Becomes a member of Parliament or becomes an aspirant to such a position.

(x) If the National President fulfils any of Rule 21 (2) (i) to 21 (2) (ix) inclusive, the National Council shall appoint a new National President, who must be a financial ordinary member of the Association. He shall hold office as Acting National President with full powers and responsibilities of that office, until the next National Congress.

(xi) If the National Vice President fulfils any of Rule 21 (2) (i) to 21 (2) (ix) inclusive, the National Council shall appoint a new National Vice President, who must be a financial ordinary member of the Association. He shall hold office as Acting National Vice President with full powers and responsibilities of that office, until the next National Congress

(xii) If the National Secretary or theNational Treasurer fulfils any of Rule 21 (2) (i) to 21 (2) (ix) inclusive, the National Council shall appoint a new National Secretary or National Treasurer, who must be a financial ordinary member of the Association. He shall hold office as Acting National Secretary or Acting National Treasurer with full powers and responsibilities of that office, until the next National Congress

b. The National Executive shall implement policy as determined at National Congress and supplemented by directives from National Council and shall meet or consult as a body at least quarterly.

c. The National Executive shall 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 Congress and in supplementary directives from National Council.

d. The National Executive shall be responsible for the preparation of and administrative arrangements for National Congress, National Council and meetings with Government officials and other bodies and Organisations.

e. The National Executive may co-opt other ordinary members of the Association to help them carry out specific duties as required

f. All of the office bearers referred to in this Constitution shall be Honorary Officers, except that the National Congress may approve the appointment of a paid Secretary.

g. Neither the National President nor the National Secretary may hold the positions of State President or State Secretary concurrently. If such State positions be held then resignations from these positions must be made. Such resignations to take effect immediately upon election at National Congress.

h. No member of the National Executive shall be publicly involved in issues or political organisations which impinge on, or have the name of the Vietnam Veterans Association of Australia (VVAA) connected to, or to speak or write in arenas where that member's position in the VVAA can be connected to any issue unless such issue is welfare oriented.

22. NATIONAL COUNCIL:

A meeting of the National Executive and the President or his representative from the State Branches will be known as the National Council.

a. The National Executive, unless they are also a member, and will have no voting rights in the capacity of their office.

b. The National Council shall meet at least twice yearly to amend or modify policy directions given at the previous National Congress. It will also have the capacity to determine new provisional policy quickly where the need for this has become apparent.

c. National Council of the Association meetings shall be held at such time and place as is determined by the National Executive.

d. The National Executive shall, on the requisition of at least three State Branch Presidents, convene a Special Meeting of the National Council to be held not less than seven (7) days and not more than twenty eight (28) days after the National Secretary receives the last of such requisitions, each of which is to include a clear statement of the business to be conducted at the meeting. .

e. Subject to the provisions of this Constitution relating to shorter notices for meetings, seven days notice at least (exclusive of the day on which notice is served, but inclusive of the day for which notice is given) specifying the place, day and hour of the meeting and in the case of special business shall be given to such persons as are entitled to receive notices from the Association.

f. Extra Ordinary meetings of the National Council may be convened using conference calls or similar means of communications, providing that all members are satisfied that they are able to present their own opinions and be presented with the opinions of others before forming an opinion. Decisions reached at such meetings are to be documented and promulgated by the National Secretary.

23. PROCEEDINGS OF NATIONAL COUNCIL:

No business shall be transacted at any National Council meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to this Constitution seventy five percent of members entitled to vote shall constitute a quorum.

a. If, within thirty minutes from the time appointed for the meeting, a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any case it shall stand adjourned until such day and at such time and place the National Executive shall determine (but not before at least one hour has transpired since the adjournment) and if at the adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting, the members present shall constitute a quorum. Provided the number of such members is not less than three.

b. The National President shall preside as chairman at every National Council or in the event of his absence a Vice President or if there is no National President, Vice President or if he is not present within fifteen minutes of the time appointed for the meeting or is unwilling to act, the members present will elect one of the State Presidents to be chairman of the meeting. The chairman of the meeting may, during the course of that meeting, request another member of the Council to act as chairman for a specified session of the Council.

c. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no unfinished business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty or more days, notice of the adjourned meeting shall be given as in the case of an original meeting, but except for notice in that case it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

d. Before a meeting of the National Council a member of the National Executive may contact those Presidents of State Branches who are unlikely to be able to attend, or send a representative to attend, advise them of the business to be discussed at the Council Meeting and ascertain their views, in writing, about the matters. These views must be put to the National Council meetings by a member of the National Executive so that all State Branches have a chance to provide a meaningful input into the meeting, despite being unable to attend it. Note should be made of views expressed in this way in the minutes of National Council meetings.

e. Because all State Branches of the Association are not likely to be represented at National Council meetings, the chairman should strive to achieve a consensus decision on matters of business without having to put them to a vote. However if voting on a matter does become necessary, the vote shall be decided on a show of hands.

f. In the case of an equality of votes, the vote shall fail.

g. At any National Council meeting each State Branch President or his representative shall have one vote. Proxy votes for absent or unrepresented members will be allowed.

h. The National President may invite other ordinary members or honorary advisers of the Association to attend National Council meetings and to speak or enjoin in discussion on specific aspects of the Association s work.

i. Amendments or modification to policy determined at National Council are effective immediately. Special directions from the National Council to the National Executive must be endorsed by the National Congress.

24. STATE ASSOCIATIONS:

(a) The Association shall be divided into State Branches.

(b) State Branch members shall be confirmed by their parent Sub-Branch in that State.

(c) State Branches will all be incorporated, where possible, and will forward to the National Secretary, copies of their Constitution, Articles of Association, and Certificates of their Incorporation.

(d) Each State Branch is to establish such Sub Branches, as it may deem necessary from time to time and make rules for the governing and control thereof provided such rules do not conflict with this Constitution. A Sub Branch may not be formed in close proximity to another without the approval of the National Executive. No Sub Branch shall be formed unless it has a minimum of ten (10) financial ordinary members.

(e) The Memorandum and Articles of Association, the Constitution or Rule (as the case may be) of all State Branches and Sub Branches shall be consistent with the Memorandum and Articles of Association, the Constitution or Rules (as the case may be) of the National Council. If any State Branch or Sub Branch Constitution or Rules are inconsistent, they shall be altered so that the inconsistency is removed. Any State Branch or Sub Branch, to which this provision applies covenants and agrees with the Association to do so, and, in the interim, the National Constitution or Rule(s) shall prevail to the extent of the inconsistency.

(f) If any State Branch ceases to operate, is dissolved, or is wound up, its assets shall, after payment of all its debts and liabilities and, subject to the applicable law, be vested in the Association, to be used by the Association to carry out the object of the Association.

(g) If any State Branch resigns from the Association, such resignation must be by a special resolution at a special general meeting, called expressly for that purpose, and must be approved by at least seventy five percent (75%) of the financial membership. If necessary, postal voting shall be used for this purpose. Such meeting shall be chaired by a member of the National Council or National Executive, such person not being a member of that State Branch.

(h) Rules (g) and (h) of this Rule shall also apply to Sub Branches, except that in sub paragraph (g) for "Association" substitute "State Branch".

(i) All Sub Branches who wish to remain members of the Association, of a State Branch to which sub paragraphs (g) and (h) apply shall come under the jurisdiction of an appropriate Sub Branch.

(j) No member of any State Executive shall be publicly involved in issues or political organisations which impinge on, or have the name of the Vietnam Veterans Association of Australia (VVAA) connected to, or to speak or write in arena's where that member's position in the VVAA can be connected to any issue unless such issue is welfare oriented."

(k) All members of the Executive of any Sub Branch shall be full financial members of that Sub Branch and any member of a State Executive shall be a full financial member of a Sub Branch within that State.

25. NATIONAL CONGRESS:

a. An Annual General meeting of the Association shall be called the National Congress and shall meet at least annually with agendas pre-distributed with sufficient notice to members through their State Branches. The Annual General Meeting (Congress) of the Association shall be convened on such date, at such place and time as the Association thinks fit.

b. In addition to any other business which may be transacted at an Annual General Meeting (Congress) the business of an Annual General meeting shall be:

(i) To confirm the minutes of the last preceding Annual General Meeting (Congress).

(ii) To receive reports upon the activities of the Association during the last preceding financial year.

(iii) To elect the National Executive of the Association pursuant to section 21 of this Constitution.

(iv) To receive and consider the statements that are required to be submitted to members pursuant to the relevant sections of this Constitution.

(v) An Annual General Meeting shall be specified as such in the notice convening it.

c. Except where the nature of the business proposed to be dealt with at an "Annual General Meeting" requires a special resolution of the Association, the Secretary shall; at least 14 days before the date fixed for the holding of the "Annual General Meeting" , cause to be sent by pre-paid post to each State Branch at the State Branch 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.

(i) Where the nature of the business proposed to be dealt with at an "Annual General Meeting" requires a special resolution of the Association, the Secretary shall; at least 21 days before the date fixed for the holding of the "Annual General Meeting", cause notice to be sent to each State Branch in the manner provided in sub-clause (d) specifying, in addition to the matter required under sub-clause (d), the intention to propose the resolution as a special resolution.

(ii) No business other than that specified in the Notice convening an "Annual General Meeting" shall be transacted at the meeting except business which may be transacted pursuant to sub-clause (c).

(iii) A State Branch desiring to bring any business before an "Annual General Meeting", may give notice, in writing, of that business to the Secretary no later than sixty (60) days prior to the Thursday before the National Congress, who shall include that business in the next notice calling an "Annual General Meeting" given after receipt of the notice from the member.

(iv) Any Business notified outside the period stipulated in Rule 25(d) (iv), may be included at the discretion of the National Congress.

d. The National Congress shall be the National Executive and the State Branch Presidents or their representatives. The National Executive or National President shall not be entitled to vote unless they are also a member representing a State Branch.

e. No business shall be transacted at any National Congress unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the Constitution, seventy five per cent of members entitled to vote shall constitute a quorum.

f. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case, it shall stand adjourned until such day and at such time and place the President shall determine (but not before at least an hour has transpired since the adjournment). If at the adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting, the ordinary members present shall constitute a quorum. Provided the number of such members is not less than three.

g. The National President shall preside as chairman at every National Congress or in the event of his absence one of the Vice Presidents; or, if there is no National President, Vice President or if he is not present within fifteen minutes of the time appointed for the meeting or is unwilling to act, the members present and entitled to vote shall elect one of the State Branch Presidents to be chairman of the meeting. The chairman of a meeting may, during the course of that meeting, request that another member of the Council present at the Congress act as chairman for a specified session of the Congress.

h. The chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no unfinished business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

i. At any National Congress a resolution put to the vote of the meeting shall be decided on the show of hands.

j. In the case of an equality of votes, the vote shall be lost.

k. At any National Congress each member shall have one vote and may vote in person or by proxy and on a show of hands every person present who is a member or a representative of a member shall have one vote. l. No member shall be entitled to vote or appoint a proxy to vote on his behalf at any National Congress unless his Annual Subscription and all other sums payable by him or the State Branch he represents have been paid to the Association.

m. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meetings shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting session whose decision shall be final and conclusive.

n. The Instrument appointing a proxy shall be in writing or in the common or usual form under the hand of the appointer. Proxy may be held by a member of the National Executive or any member of the National Council.

p. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form following or in a form as near thereto as circumstances permit.

"VIETNAM VETERANS ASSOCIATION of AUSTRALIA INCORPORATED"

I, (insert name) BEING A MEMBER OF THE VIETNAM VETERANS ASSOCIATION OF AUSTRALIA INCORPORATED HEREBY APPOINT (insert name) AS MY PROXY TO VOTE ON MY BEHALF AT THE NATIONAL CONGRESS/COUNCIL OF THE VIETNAM VETERANS ASSOCIATION OF AUSTRALIA INCORPORATED TO BE HELD ON THE (insert day and date) DAY OF (insert year) AND AT ANY ADJOURNMENT THEREOF.

Signed this (insert date) day of (insert year)

This form to be used in favour of/or against the resolutions in respect to the following items of business.

or

My proxy is authorised to vote as he sees fit on any item of business except the following:-

(insert list of items)

p. The instrument appointing a proxy shall be deposited with the National Secretary as soon as conveniently possible after the member concerned has arrived at the place of the Congress and before the start of business.

q. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument if no intimation in writing of such death unsoundness of mind or revocation has been received by the National Secretary before the commencement of the National Congress or adjourned National Congress general meeting at which the instrument is used.

r. The By-Laws may make provision for the procedures to be followed at a National Congress and debates at same.

s. The National President may invite ordinary members or honorary advisers of he Association to attend National Congress meetings and to speak and enjoin in discussions on specific aspects of the Association's work as designated by the National President.

t. Any ordinary member may attend as an observer at any National Congress but he shall not be entitled to vote thereat nor to receive Notices thereof.

26. ELECTION OF THE NATIONAL EXECUTIVE:

The election of the National Executive shall take place at the National Congress of the Association.

a. The National Executive shall hold office until the next annual meeting of the National Council unless removed by a special meeting of the National Congress.

b. A chairman outside of the delegates of National Congress will call for nominations and conduct the election of officers and will not have a casting vote.

c. Nominations for the National Executive shall be in writing and endorsed by the State Branch to which the member belongs. The nomination shall be accompanied by written confirmation of the financial status of the nominee.

d. Nominations must reach the National Secretary no later than sixty (60) days prior to the Friday before the National Congress.

e. If no nominations are received for any position then nominations shall be called for from the floor of the meeting. The nominee must be present at the meeting.

27. BY-LAWS:

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.

a. Notwithstanding the foregoing provisions of this Constitution, the National Congress may by ordinary resolution amend or repeal any by-law made by the National Council.

b. A by-law shall not be inconsistent with this Constitution.

c. All by-laws will be promulgated to all State Branches and Sub-Branches.

d. By Laws may also be in the form of a Policy Handbook or Statement.

28. NOTICES:

A notice may be given by the Association to any member or ordinary member either personally or by sending it to him at his usual place or address. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effective two clear working days after its posting.

a. Notice of every Congress shall be given in the manner hereinbefore authorised to each State Branch and to all members of the National Executive and to the Auditor for the time being of the Association.

b. No other person nor ordinary member shall be entitled to receive a notice of a National Congress.

29. COMMON SEAL:

The Common Seal of the Association shall be kept in the custody of the Public Officer or the National Secretary.

a. The Common Seal shall not 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.