



**CONSTITUTION
OF THE**

**VIETNAM VETERANS' ASSOCIATION OF AUSTRALIA
(QUEENSLAND BRANCH) INCORPORATED**

**Amended 15th February 2009
As requested by the Office of Fair Trading**

To be read in conjunction with the
Constitution of the Vietnam Veterans' Association of Australia National Council Inc
Vietnam Veterans' Association of Australia National Council Inc. Policy Handbook.
Vietnam Veterans Association of Australia Queensland Branch Inc. By Laws 2008

Associated Publications
Associations Incorporation Act 1981
Associations Incorporation Regulation 1999

Mission

“To assist all Veterans, their dependants and descendants in all matters relating to their health, welfare and well being.”

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Mission

“To assist all Veterans, their dependants and descendants in all matters relating to their health, welfare and well being.”

1 Name

a. The name of the organisation is Vietnam Veterans' Association of Australia (Queensland Branch) Inc. Short title is VVAA Qld. The short title is used throughout this document.

2. Motto

a. The motto of the VVAA Qld is 'Honour the Dead but Fight like Hell for the Living'

3. Interpretation

a. In these rules:

(1) **Act** means the *Associations Incorporation Act 1981*.

(2) **present**

(i) at a management committee meeting, see rule 20 ; or

(ii) at a general meeting, see rule 20.

(3) **State Management committee** The state management committee (SMC) consists of the non voting state executive plus one voting delegate from each Sub branch of the VVAA QLD

(4). **Sub Branch Management Committee** The sub branch management committee (SBNC) consists of the Sub branch executive plus up to five committee members

(5). **Financial Year** The Financial year for the VVAA Qld is from 1st January to 31st December each year

(6). **VVAA QLD** This is the short title of the Qld Branch of the association

b. A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

c. A member at an AGM and State management committee meeting is one delegate from each Sub Branch. The President of each sub branch is normally the delegate but may be represented by another ordinary member of the VVAA Qld if approved by that Sub Branch

4. Office

a. The office of the VVAA Qld shall be situated at such place in Queensland as the VVAA QLD may from time to time determine.

5 Objects

a. The mission of the VVAA QLD is 'To assist all veterans, their dependants and descendants in all matters relating to their health, welfare and well being'

The objects of the VVAA QLD are:

(1) To promote and assist in the development of all aspects of the welfare and benefits of members.

(2) To assist members and their dependants in cases where a member or child of a member has or appears to have any disability which in any way may be connected with the special service rendered by that member in any of the Military Forces listed in the constitution.

(3) Without limiting the generality thereof, to assist members and their dependants, descendants, guardians of children of members, in obtaining evidence and material necessary to commence, pursue and maintain claims for compensation for disabilities, injury or death of the member, or the child of the member in any way

related to service rendered by the member as part of any Military Force listed herein.

(4) To provide an advisory service on matters pertaining to the health and welfare of members and to assist their dependants and descendants.

(5) To actively encourage and assist in promoting all of the lawful rights and entitlements of the member and their dependants and descendants.

(6) To maintain and coordinate the activities of Sub-Branches throughout the State of Queensland.

(7) To do any other matter or thing not inconsistent with the objects of the National Body of the Association.

(8) To affiliate with anybody whatsoever having similar objects to this Association.

(9) To promote the objects of the Association where and when necessary for the welfare of Vietnam Veterans and their dependants.

(10) To carry out those fund raising and financial transaction required to finance and achieve these objects.

6. Sub Branches

a. The VVAA (Qld Branch) Inc shall be divided into Sub Branches throughout the State, based on towns and cities. Where numbers dictate more than one Sub Branch may be established in each town or city.

b. Approval to establish a new Sub-Branch must be sought from the SMC

c. Each Sub Branch must elect a Sub Branch Management committee and work within the framework of a constitution with the provisions and objectives of this constitution.

d. The elected president of each Sub Branch is normally a member of the State Management committee but may be represented by another member of the VVAA Qld if approved by that sub Branch (This person is not a proxy but is the voting representative of that Sub branch).

e. Each Sub Branch when required by the SMC must offer for inspection all its books of accounts and minute books and provide those returns requested.

f. Each Sub Branch shall not later than sixty days after the close of the calendar year forward to the State Secretary, a copy of its Annual Report and Balance Sheet.

g. a minimum of seven members is required to form a sub branch.

7 Classes of Members

a. The classes of membership allowable within Sub-Branches of the VVAA QLD are:

(1). Ordinary member;

(2). Associate member;

(3). Honorary member; and

(4). Life member.

b. Ordinary Membership

(1). The persons eligible to be admitted as Ordinary members of a Sub Branch of the VVAA QLD are:

(i) Any person who served in South Vietnam between the 23rd May 1962 and the 29th April 1975 (both dates inclusive):

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

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

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

(v) 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.

(vi) any person included on the Vietnam Veterans Nominal Roll and not previously mentioned.

(vii) Dependants of persons listed in clause 7 b (1) to (6);

(viii) Descendants of persons listed in clause 7 b (1) to (6).

(ix) Widows and/ or widowers of persons listed in clause 7 b (1) to (6)

(2). 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.

(3). Regardless of the above, State Branches 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.

(4). All Ordinary members shall be of equal status within VVAA QLD without regard to service rank or title.

(5). The number of Ordinary members shall be unlimited.

(6). VVAA QLD will consider individual case applications on their merit.

c. Associate Membership

(1). The 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.

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

(3).. 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.

d. Honorary Membership

(1). 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.

(2). Honorary members may not vote nor hold positions on any committee. Honorary membership shall be decided by a vote of members of the Sub Branch granting the honorary membership and reviewed from time to time.

e. Life Membership

(1). Life membership may be granted to ordinary members of the VVAA QLD at either State or National levels

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

- (3).The decision to grant Life membership shall be by majority vote. Voting shall be;
 - (i). approved at a Sub Branch general meeting
 - (i) i. ratified at either State and/ or National level for a national life member
- (4).Honorary Life membership may be granted to deserving individuals who are not members of the VVAA QLD.
- (5). Life member capitation fees shall be paid by the State Branch
- (6). Life members retain the rights of an Ordinary member.

8 New memberships

- a. An applicant for membership of the VVAA QLD must be proposed by a member of the VVAA QLD (the **proposer**) and seconded by another member (the **Second**er).
- b. An application for membership must be:
 - (1). in writing; and
 - (2). signed by the applicant and the applicants proposer and Second
 - (3). in the form decided by the State Management Committee.

9 Membership fees

- a. The membership fee for each ordinary membership and for each other class of membership (if any):
 - (1). is the amount decided by the members from time to time at a State AGM; and
 - (2). is due on the 1st January each year
- b. Membership fees consist of National and State capitation fees, Public Liability and Sub Branch fees.
- c. Associate and honorary members do not pay National and State capitations.
- d. A member who is in arrears with his capitation fee for three calendar months after the end of the financial year shall be deemed to have forfeited his membership. The member may be reinstated on payment of the amount due.
- e. Capitation fees for Life Members are the responsibility of the State Branch

10 Admission and rejection of new members

- a. The SBMC must consider an application for membership at the next committee meeting held after it receives:
 - (1). the application for membership; and
 - (2). the appropriate membership fee for the application.
- b. The SBMC must ensure that, as soon as possible after the person applies to become a member of the association, and before the SBMC considers the persons application, the person is advised:
 - (1). whether or not the association has public liability insurance; and
 - (2). if the association has public liability insurance, the amount of the insurance approved at each AGM.
- c. The Sub Branch Management Committee must decide at the meeting whether to accept or reject the application.
- d. If a majority of the members of the SBMC present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- e. The secretary of the Sub Branch must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

11 When membership ends

- a. A member may resign from VVAA QLD by giving a written notice of resignation to the Sub Branch secretary.
- b. The resignation takes effect at:
 - (1). the time the notice is received by the secretary; or
 - (2). if a later time is stated in the notice, the later time.
- c. The Sub Branch Management Committee may terminate a member's membership if the member:
 - (1) is convicted of an indictable offence; or
 - (2). does not comply with any of the provisions of these rules; or
 - (3). has membership fees in arrears for at least 3 months; or
 - (4). conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- d. Before the SBMC terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- e. If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

12. Appeal against rejection or termination of membership

- a. A person whose application for membership has been rejected, or whose membership has been terminated, may give the Sub Branch secretary written notice of the person's intention to appeal against the decision.
- b. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- c. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

13. Sub Branch Management Committee Meeting to decide appeal

- a. The Sub Branch general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- b. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- c. Also, the SBMC and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- d. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- e. If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.
- f. A person whose application for membership has been rejected, or whose membership has been terminated, may appeal:
 - (1).in the first instance to a general meeting of the sub branch; and
 - (2) in the second instance to the SMC

14. Register of members

- a. The State Secretary must keep a register of all members of the VVAA QLD.
- b. The register must include:
 - (1). the full name of the member;

- (2) the postal or residential address of the member;
- (3) the date of admission as a member;
- (4) the date of death or time of resignation of the member;
- (5) details about the termination or reinstatement of membership;
- (6) class of membership;
- (7) any other particulars the management committee or the members at a general meeting decide.

c. The register must be open for inspection by members of VVAA QLD at all reasonable times.

d. A member must contact the secretary to arrange an inspection of the register.

e. However, the SMC may, on the application of a member of VVAA QLD, withhold information about the member (other than the members full name) from the register available for inspection if the SMC has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15. Prohibition on use of information on register of members

a. A member of VVAA QLD must not:

- (1) use information obtained from the register of members of VVAA QLD to contact, or send material to, another member of VVAA QLD for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (2) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

b. Sub rule a. does not apply if the use or disclosure of the information is approved by VVAA QLD.

16. Secretary

a. Appointment or Election of Secretary

(1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

- (i) a member of VVAA QLD and elected as secretary; or
- (ii) any of the following persons appointed by the SMC as secretary:
 - (a) a member of the VVAA QLD SMC;
 - (b) another member of the VVAA QLD;
 - (c) another person.

(2) If a vacancy happens in the office of secretary, the members of the SMC must ensure a secretary is appointed or elected within 1 month after the vacancy happens.

(3) If the SMC appoints a person mentioned in sub rule (1)(ii) (b) as secretary, other than to fill a casual vacancy on the SMC, the person does not become a member of the SMC.

(4) However, if the SMC appoints a person mentioned in sub rule (1)(ii)(b) as secretary to fill a casual vacancy on the SMC, the person becomes a member of the SMC.

(5) If the SMC appoints a person mentioned in sub rule (1)(ii)(c) as secretary, the person does not become a member of the SMC

(6) In this rule **casual vacancy**, on the SMC, means a vacancy that happens when an elected member of the SMC resigns, dies or otherwise stops holding office.

b. Removal of secretary

- (1) The SMC may at any time remove a person as the secretary.
- (2) If the SMC removes a secretary who is a person mentioned in rule 15 a (1)(ii)(a), the person remains a member of the SMC.
- (3) If the SMC removes a secretary who is a person mentioned in rule 16 a (1)(ii)(b) and who has been appointed to a casual vacancy on the SMC under rule 17 c , the person remains a member of the SMC.

c. Functions of secretary

- (1) The secretary's functions include, but are not limited to:
 - (i) calling meetings of the SMC , including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - (ii) keeping minutes of each meeting; and
 - (iii) keeping copies of all correspondence and other documents relating to the association; and
 - (iv) maintaining a register of members of the VVAA QLD.

17. State Management Committee (SMC)

a. Membership of State Management Committee

- (1) The SMC consists of a president, 2 vice presidents, treasurer, secretary and one delegate from each Sub Branch of the VVAA Qld
- (2) A member of the SMC, other than a secretary appointed by them under rule 16 (1) (b) (iii), must be a member of the VVAA QLD.
- (3) The President and Vice President must be Vietnam Veterans.
- (4) At each AGM, the members of the State Executive must retire from office, but are eligible, on nomination, for re-election.
- (5) A member of the VVAA QLD may be appointed to a casual vacancy on the SMC under rule 17.

b. Functions of Management Committee

- (1) Subject to these rules or a resolution of the members of the VVAA QLD carried at a SMCM, the SMC has the general control and management of the administration of the affairs, property and funds of the VVAA QLD
- (2) The SMC has authority to interpret the meaning of these rules and any matter relating to the VVAA QLD on which the rules are silent, but any interpretation must have a regard to the Act, including any regulation made under the ACT.

Note—

The Act prevails if the VVAA QLD rules are inconsistent with the Act—see section 1B of the Act.

- (3) The powers of the VVAA QLD are:
 - (i) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether, or in part, similar to those of the Association providing that the Association shall not subscribe to or support with its funds any clubs, association or organisation which does not, to an extent, at least as great as that imposed on the Association under or by virtue of clause 24 (j).
 - (ii) To furtherance of the objects of the VVAA QLD to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the VVAA QLD premises.
 - (iii) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any

rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the VVAA QLD, provided that in case the VVAA QLD shall take or hold any property which may be subject to any trusts the VVAA QLD shall only deal with the same in such manner that is allowed for by law having regard to such trusts.

(iv) To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the VVAA QLD; to obtain from any such government or authority any rights, privileges and concessions which the VVAA QLD may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(v) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the VVAA QLD.

(vi) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects.

(vii) To construct, improve, maintain, develop, work, manage, carryout, alter or control any houses, works, buildings, grounds or conveniences which may seem calculated directly or indirectly to advance the Association' interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carry out, alteration or control thereof.

(viii) To invest and deal with the money of the Association not immediately required in such manner as any from time to time be thought fit, subject where applicable to regulation 32 (14) of the collections Regulations – 1975.

(ix) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.

(x) In furtherance of the objects of the VVAA QLD to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

(xi) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities.

(xii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(xiii) In furtherance of the objects of the VVAA QLD to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of then Association.

(xiv) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the VVAA QLD, or any money due to the VVAA QLD from the purchasers and others.

(xv) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the VVAA QLD but subject always to the proviso in Sub Clause (iv).

(xvi) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the VVAA QLD, in the shape of donations, annual subscriptions or otherwise.

(xvii) To print and publish any newspapers, periodicals, books or leaflets that the VVAA QLD may think desirable for the promotion of its objects.

(xviii) In furtherance of the objects of the VVAA QLD to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the VVAA QLD and which shall prohibit the distribution of its or their income and property among its or its members to an extent at least as great as that imposed upon the VVAA QLD.

(xix) In furtherance of the objects of the VVAA QLD to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the VVAA QLD is authorised to amalgamate.

(xx) To make donations for patriotic, charitable or community purposes.

(xxi) To transfer any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

(xxii) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the VVAA QLD.

c. Vacancies on SMC

(1) The SMC shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the executive committee until the next Annual State Congress.

(2) The continuing members of the SMC may act notwithstanding any casual vacancy in the SMC,

(3) however, if the number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the SMC, the continuing member or members may act only:

(i) for the purpose of increasing numbers of members of the SMC to that number, or

(ii) of summoning a State Congress of the VVAA QLD but for no other purpose.

18. Electing the VVAA QLD Executive

a. A member of the VVAA QLD executive may only be nominated by any 2 ordinary members of the VVAA QLD to serve as a member of the State Executive, and the nomination must be:

(1) in writing; and

(2) signed by the candidate and the members who nominated him or her; and

(3) given to the secretary no later than the 30th November, and

(4) include a short resume .

- b. each delegate present and eligible to vote at the AGM may vote for 1 candidate for each vacant executive position;
- c. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- d. For a member to be a candidate, they must be:
 - (1) an adult; and
 - (2) not ineligible to be elected as a member under section 61A of the Act, and
 - (3) be a financial member
- (e) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be distributed to all Sub branches no later than the second Sunday in December
- (f) If required by the SMC, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (g) The SMC must ensure that, before a candidate is elected as a member of the executive, the candidate is advised whether or not the association has public liability insurance and the amount of the insurance.
- (h) All Sub Branches and Delegates present at the AGM must be financial to be eligible to vote

19. Resignation, removal or vacation of office of State Management Committee member

- a. A member of the SMC may resign from the committee by giving written notice of resignation to the secretary.
- b. The resignation takes effect at:
 - (1) the time the notice is received by the secretary; or
 - (2) if a later time is stated in the notice, the later time.
- (c) A member may be removed from office at a SMC meeting if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (d) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A member has no right of appeal against the member's removal from office under this rule.
- (f) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20. Meetings

- a. The meetings conducted by the VVAA QLD are:
 - (1) **Annual General Meeting**
 - (i) Each AGM must be held at least once each year; and within 6 months after the end date of the VVAA QLD reportable financial year.
 - (ii). Business to be conducted at an AGM is:
 - (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the VVAA QLD for the last financial year:
 - (b) receiving the auditor's report on the financial affairs of the VVAA QLD for the last financial year:
 - (c) presenting the audited statement to the meeting for adoption:
 - (d) receiving reports:
 - (e) electing the members of the Management committee:

- (f) electing members for appointments;
- (g) appointing an auditor.
- (h) appointing a solicitor.

(2) Special State Management Committee Meetings

- (i) The secretary must call a special general meeting by giving each member of the SMC notice of the meeting within 14 days after:
 - (a) being directed to call the meeting by the SMC; or
 - (b) being given a written request signed by:
 - (i) at least 33% of the number of members of the SMC when the request is signed; or
 - (ii) at least the number of ordinary members of the VVAA QLD equal to double the number of members of the VVAA QLD on the executive when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the SMC to reject an application for membership or to terminate a person's membership.
- (ii) A request mentioned in sub rule (i)(b) must state why the special general meeting is being called and the business to be conducted at the meeting.
- (iii) A special general meeting must be held within 3 months after the secretary:
 - (a) is directed to call the meeting by the SMC; or
 - (b) is given the written request mentioned in sub rule (i)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub rule (1)(c).
- (iv) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3). State Management Committee Meetings

- (i) Subject to this rule, the SMC may meet and conduct its proceedings as it considers appropriate.
- (ii) The SMC must meet at least once every quarter to exercise its functions.
- (iii) The SMC must decide how a meeting is to be called.
- (iv) Notice of a meeting is to be given in the way decided by the SMC
- (v) The SMC may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (vi) A committee member who participates in the meeting as mentioned in sub rule (v) is taken to be present at the meeting.
- (vii) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (viii) A member of the SMC must not vote on a question about a contract or proposed contract with the VVAA QLD if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (ix) The president is to preside as chairperson at a SMC
- (x) If there is no president or if the president is not present within 10 minutes after the time fixed for a SMC meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (xi) The secretary is to call an SMC meeting at least once every quarter

(xii) The secretary must give at least 30 days notice of the meeting to each member of the SMC meeting.

(xiii) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

(xiv) The SMC may decide the way in which the notice must be given.

(xv) However, notice of the following meetings must be given in writing:

(a) a meeting called to hear and decide the appeal of a person against the SMC decision to reject the person's application for membership of the VVAA QLD; or to terminate the person's membership of the VVAA QLD,

(b) a meeting called to hear and decide a proposed special resolution of the VVAA QLD.

(xvi) A notice of a SMC meeting must state the business to be conducted at the meeting.

(4). State Executive Meetings

(1). The State executive should meet at least quarterly and no later than one week prior to the SMC meeting.

(5). Appointment of sub committees

(i) The SMC may appoint a subcommittee consisting of members of VVAA QLD considered appropriate by the committee to help with the conduct of its operations.

(ii) A member of the subcommittee who is not a member of the SMC is not entitled to vote at an SMC meeting.

(iii) A subcommittee may elect a chairperson of its meetings.

(iv) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

(v) A subcommittee may meet and adjourn as it considers appropriate.

(vi) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

(6). Minutes of State Management Committee (SMC) meetings

(i) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(ii) To ensure the accuracy of the minutes:

(a) the minutes of each SMC meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting verifying their accuracy.

(iii) If asked by a member of the VVAA QLD, the secretary must, within 28 days after the request is made:

(a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(b) give the member copies of the minutes of the meeting.

(iv) VVAA QLD may require the member to pay the reasonable costs of providing copies of the minutes.

(7). Quorums

(i) No business shall be transacted unless a quorum of SMC Members is present at the time when the meeting proceeds to business. Subject to this Constitution six members in person and entitled to vote shall constitute a quorum.

(ii) If a quorum is not present within thirty minutes of the time appointed for the meeting, the meeting is to be adjourned.

(iii) The meeting is to stand adjourned until a time and day determined by the SMC, but not earlier than one hour after the adjournment.

(iv) If a quorum is not present within thirty minutes of the time appointed for the adjourned meeting, the Committee members present shall constitute a quorum,

(8) Acts not affected by defects or disqualifications

(i) An act performed by the SMC, a subcommittee or a person acting as a member of the SMC is taken to have been validly performed.

(ii) Sub rule (i) applies even if the act was performed when—

(a) there was a defect in the appointment of a member of the SMC, subcommittee or person acting as a member of the SMC : or

(b) a SMC member, subcommittee member or person acting as a member of the SMC was disqualified from being a member.

(9) Resolutions of management committee without meeting

(i) A written resolution signed by each member of the SMC is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(ii) A resolution mentioned in sub rule (i) may consist of several documents in like form, each signed by 1 or more members of the committee.

21. By-Laws

a. The SMC may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of VVAA QLD.

b. A by-law may be set aside by a vote of SMC meeting of VVAA QLD.

22. Alteration of Rules

a. Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any SMC meeting, provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive and approved by 75% of members present

23. Common Seal

a. The SMC must ensure the VVAA QLD has a common seal.

b. The common seal must be kept securely by the SMC and used only under the authority of the SMC.

c. Each instrument to which the seal is attached must be signed by a member of the SMC and countersigned by the secretary, another member of the SMC or someone authorised by the SMC.

24: FUNDS AND ACCOUNTS

a. The funds of the VVAA QLD shall be banked in the name of the VVAA QLD in such bank as the SMC may from time to time direct.

- b. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the VVAA QLD and the particulars usually shown in books of a like nature.
- c. All moneys shall be banked as soon as practicable after receipt thereof.
- d. All amounts of twenty dollars or over shall be paid by cheque signed by any two of the State President, State Secretary, State Treasurer or other member authorised from time to time by the SMC.
- e. Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances, or petty cash recoupment which may be open.
- f. The SMC shall determine the amount of petty cash, which shall be kept, on the imprest system.
- g. All expenditure shall be approved or ratified at a SMC meeting
- h. As soon as practicable after the end of each financial year the State Treasurer shall cause to be prepared a statement containing particulars of:
- (1). The income and expenditure for the financial year just ended, and
 - (2). the assets and liabilities and of all mortgages, charges and securities affecting the property of the VVAA QLD at the close of the year.
- i. All statements shall be examined by the Auditor who shall present his report upon such audit to the State Secretary prior to the holding of the Annual General meeting next following the financial year in respect of which such audit was made.
- j. The income and property of the VVAA QLD, whence-so ever derived, shall be applied solely towards the objects of the VVAA QLD set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to members of the VVAA QLD PROVIDED that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the VVAA QLD or to any other person other than a member of SMC thereof in return for any services actually rendered to the VVAA QLD nor prevent payment of interest at a rate not exceeding the rate charged by bankers in the State of Queensland on overdraft, accounts on any money lent or reasonable and proper rent for premises demised or let to the VVAA QLD by any member but so that no member of the VVAA QLD shall be appointed to salaried office of the VVAA QLD or any office of the VVAA QLD paid by fees, and that no remuneration or any other benefit in money or money's worth shall be given by the VVAA QLD to any member, except repayment of reasonable out of pocket expenses and interest, at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the VVAA QLD
- k. Where any Sub-branch of the VVAA QLD is unable to make any lawful appeal for support for such Sub-Branch or its objects, as distinct from an appeal for support for the State Body or the objects of the State body, no moneys or property whatsoever shall be paid or transferred to such Sub-Branch, as the case may be, or be used for the purposes of such Sub-Branch.
- l. The assets and income of the VVAA QLD 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 organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- m. The Association must maintain for the principal purpose a fund (Gift Fund) to which gifts of money or property for that purpose may be made.
- n. If the gift fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

o. The Fund is subject to the provisions of the Associations Incorporations Act 1981 and the resolutions of the management committee of the Association”.

25. Documents

a. The SMC must ensure the safe custody of books, documents, instruments of title and securities of the VVAA QLD.

26: DISTRIBUTION OF SURPLUS ASSETS

a. The VVAA QLD shall be dissolved:

- (1). if the membership is less than three persons, or
- (2). if a resolution to that effect is carried by a vote of 75% majority of the financial members present at a State Management Committee Meeting convened to consider the question.

b. In the event of the VVAA QLD being wound up, any surplus assets remaining after the payment of the VVAA QLD’s liabilities shall be transferred to another organization in Australia which is a public benevolent institution for the purpose of any Commonwealth taxation Act.

c. This clause also applies to Sub Branches

27. CERTIFICATION

a. I certify that this is a true and correct copy of the constitution of the Vietnam Veterans Association of Australia, (Queensland Branch) Incorporated.

President/Chairman

Date

Mission

“To assist all Veterans, their dependants and descendants in all matters relating to their health, welfare and well being.”