

**CONSTITUTION OF THE UNIVERSITY OF NEW SOUTH WALES REGIMENT  
ASSOCIATION**

**APPROVED BY GENERAL MEETING 1ST JUNE 2007**

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## **UNIVERSITY OF NEW SOUTH WALES ASSOCIATION CONSTITUTION**

### **NAME**

1. The name of the Association shall be “University of New South Wales Regiment Association”.

### **INTERPRETATION**

2. In this Constitution, unless there is something in the subject or context inconsistent therewith:-

“the Association” shall mean the University of New South Wales Regiment Association”

“the Committee” shall mean the Committee for the time being of the Association;

“Meeting” shall include a meeting of the members of the Association duly called and constituted in accordance with this Constitution, and any adjourned holding thereof;

“the Regiment” shall mean the University of New South Wales Regiment, formerly known as the University of Technology Regiment;

“the Secretary” shall mean the Secretary for the time being of the Association

### **OBJECTS**

3. The objects of the Association are:-
  - (a) to promote social and intellectual interaction between past and serving members of the Regiment;
  - (b) to promote and assist in achieving the welfare and military efficiency of the Regiment and its serving members;
  - (c) to encourage a spirit of loyalty to Australia and to encourage and assist members of the Association and those eligible for membership of the Association to take an active part in matters of national importance, particularly matters of defence;
  - (d) to assist in safeguarding and preserving all items of historic interest to the Regiment.
  - (e) to perpetuate and foster the traditions of the Regiment;
  - (f) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
  - (g) to affiliate and/or co-operate with kindred organizations within and without Australia;
  - (h) to be and remain non racial, non party political and non sectarian;

- (i) to do all such other lawful acts and things as may promote the objects of the Association.

### **PATRONS**

- 4. The Honorary Colonel from time to time of the Regiment shall be the Patron of the Association.
- 5. The Committee by majority vote may invite up to three persons to be Vice-Patrons of the Association.

### **MEMBERSHIP**

- 6. Membership of the Association shall be available as follows:-
  - (a) Life Membership. Any person who has served as a member of the Regiment.
  - (b) Associate Membership. Any person who is not eligible for Life Membership but who:-
    - (i) has served as a member of any University Regiment in Australia; or
    - (ii) has served as a member of any unit, within or without Australia, with which the Regiment is or has been affiliated: or
    - (iii) in the opinion of the Committee should be admitted to Associate Membership.
  - (c) Honorary Membership. Any person who in the opinion of the Committee possesses such qualifications as to warrant Honorary Membership.
- 7. Associate Members and Honorary Members shall not:-
  - (a) nominate persons for office;
  - (b) hold office; or
  - (c) vote at any ballot or otherwise.

### **SUBSCRIPTION FEE**

- 8. The subscription fee for Life Membership shall be a once only payment of such amount of money as shall be determined from time to time by General Meeting.
- 9. The annual subscription fee for Associate Membership shall be such amount as shall be determined from time to time by General Meeting. Subscriptions shall be payable on 1 July each year.
- 10. There shall be no subscription fee payable for Honorary Membership.

### **NOMINATION FOR MEMBERSHIP**

11. Every nomination for Life or Associate membership of the Association shall be made in writing, signed by the applicant and a seconder and shall be in such form as the Committee from time to time prescribes and shall be lodged with the Secretary together with a remittance covering the subscription fee as referred to in Clauses 8 or 9 as applicable.
12. As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
13. As soon as practicable after the Committee makes a determination as referred to in Clause 12, the Secretary must:
  - (a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the Committee rejected the nomination, return the subscription fee lodged at the time of nomination.
  - (c) on notification of membership being approved by the Committee, enter the nominee's name in the register of members as referred to in Clause 14 and, on the name being so entered, the nominee becomes a member of the Association.

### **REGISTER OF MEMBERS**

14. The Secretary must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
15. The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
16. A member of the Association may obtain a copy of any part of the register for the sole purpose of enabling contact to facilitate the objects of the Association.

### **TERMINATION OF MEMBERSHIP AND DISCIPLINE**

17. A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary provided all subscriptions due have been paid, unless a later date is specified in the notice when it shall take effect on that later date.
18. The Committee shall consider whether membership is to be terminated if the member concerned:
  - (a) has been convicted of an indictable military and/or civil offence; or

- (b) has been dishonourably discharged from the Australian or any other Defence Force; or
  - (c) fails to comply with any of the provisions of this Constitution; or
  - (d) if as an Associate Member has membership fees in arrears for a period of two months or more; or
  - (e) exhibits conduct in a manner considered by the Committee to be injurious or prejudicial to the Association.
19. The member concerned shall be given a full and fair opportunity to present a case and if the Committee resolves to terminate membership, it shall instruct the Secretary to advise the member in writing accordingly.

### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

20. A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of an intention to appeal against the determination of the Committee.
21. Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within three months of the date of receipt of such notice, a General Meeting to determine the appeal. At any such meeting, the applicant shall be given the opportunity to fully present a case and the Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall also have the opportunity of presenting their case. The appeal shall be determined in favour of the Committee except where 75% of the members present at such meeting vote against the determination to reject or terminate.
22. Where a person whose application is rejected does not appeal against the decision of the Committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any subscription paid.

### **MEMBERS' LIABILITIES**

23. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clauses 8 or 9 as applicable.

### **RESOLUTION OF INTERNAL DISPUTES**

24. Disputes between Association members in relation to their capacity as Association members are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

25. At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **GENERAL MEETINGS**

26. There shall be one General Meeting held annually at such time and place as the Committee may from time to time decide. This General Meeting shall be called the Annual General Meeting. All other General Meetings shall be called extraordinary General Meetings.
27. The Committee may whenever they think fit and shall upon a requisition made in writing by not less than four members of the Committee or by not less than five members of the Association convene an extraordinary General Meeting.
28. Any such requisition shall be signed by the members making the same, shall express the objects of the proposed meeting, and shall be delivered to the Secretary. The meeting must be convened for the purposes specified in the requisition and, unless convened by the Committee, for those purposes only.
29. If the committee fails to convene an extraordinary general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene an extraordinary General Meeting to be held not later than three months after that date.
30. At least fourteen days' notice of every General Meeting shall be given to members entitled to be present at such meetings. Every such notice shall state the time, place and date on which such meeting shall be held and also the items of agenda of which the Secretary shall then have notice and, if the agenda shall include items of special business, shall state the nature of such business.
31. Where it is proposed to pass a special resolution the two General Meetings may be convened by one and the same notice and it shall be no objection to such notice that it convenes the second meeting only contingently on the resolution being passed by the requisite majority at the first meeting.
32. The accidental omission to give notice of a meeting to any member or members shall not invalidate any resolution passed by such meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

33. Any matter or thing which may be done by the Association may be done at a properly constituted Annual General Meeting or extraordinary General meeting.
34. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheet, the reports of the Committee, officers and auditors that may be submitted and to elect the Committee and other officers in the place of those retiring, and to transact any other business which under this Constitution ought to be transacted at the Annual General Meeting.

35. The quorum for a General Meeting shall be five members present in person. Subject to Clause 36 hereof, no business shall be transacted at a General Meeting unless a quorum is present.
36. If within half an hour from the time appointed for holding the meeting a quorum is not present, the meeting, if convened, upon the requisition of the members shall be dissolved. In any other case it shall stand adjourned to such day and at such hour and place as those then present shall decide, and if at such adjourned meeting a quorum is not present then those members who are present shall form a quorum and may transact the business for which the meeting was called.
37. The President of the Association and in the absence of the President, one of the Vice-Presidents shall be entitled to take the chair at every General Meeting but if there be no such President or Vice-President or if none of them be present within fifteen minutes after the time appointed for holding such meeting the members present shall choose one of their number to take the chair.
38. The Chairperson of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
39. Every Life Member shall be entitled to one vote. Every question submitted to a meeting shall be decided by a show of hands. In case of equality of votes the Chairperson shall have a second or casting vote.
40. At any General Meeting unless a poll is demanded by at least five members, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority, or lost, and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
41. If a poll be demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be the resolution of the meeting at which the poll was demanded. In the case of any dispute as to the admission or rejection of a vote the Chairperson shall determine the same and such determination made in good faith shall be final and conclusive. The demand for a poll may be withdrawn.
42. Any poll demanded on the election of a Chairperson or on any question of adjournment shall be taken at the meeting and without any adjournment.

### **COMMITTEE**

43. The Association shall be managed by a Committee which shall be elected annually at the Annual General Meeting.
44. The Committee shall consist of the following honorary members:-
  - (a) President;
  - (b) Senior Vice-President;
  - (c) Junior Vice-President;

- (d) Secretary;
  - (e) Treasurer;
  - (f) Assistant Secretary/Treasurer; and
  - (g) Subject to Clause 45 hereof - five other members.
45. The Association may from time to time, by ordinary resolutions passed at a General Meeting, increase or reduce the number of members of the Committee.

### **ELECTION OF COMMITTEE**

46. At the Annual General Meeting in each year all of the members of the Committee shall retire from office but they shall be eligible for re-election.
47. Each candidate for membership of the Committee shall be nominated either verbally by two members of the Association or in writing by two members of the Association with such written nomination to be forwarded to and received by the Secretary not later than forty-eight hours prior to the Annual General Meeting.
48. Each member of the Committee shall hold office until the dissolution of the Annual General Meeting at which a successor is appointed. If at any Annual General Meeting at which an election of the Committee ought to take place, the places of the vacating Committee or any of them are not filled the retiring Committee or such members of it whose places have not been filled shall, if willing, continue in office until the places are filled by the Association in General Meeting, unless it shall be determined in General Meeting, on due notice, to reduce the number of the Committee.
49. In the case of an equality of votes for two or more candidates the Chairperson shall exercise a casting vote in addition to that person's deliberative vote.
50. The Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Committee, either to fill a casual vacancy or as an addition to the existing Committee, but so that the total number of members of the Committee shall not at any time exceed the number fixed in accordance with this Constitution.
51. If any member of the Committee shall refuse or neglect or become unfit or incapable for any reason to act in office, the member may be removed therefrom by the other members of the Committee at a meeting of the Committee at which a quorum shall be present.
52. The office of a member of the Committee shall be vacated if the person concerned:
- (a) becomes bankrupt or makes any arrangement or composition with creditors generally.
  - (b) 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;

- (c) becomes convicted of any felony or misdemeanour punishable by a term of imprisonment of not less than one month;
- (d) resigns as a Committee member by notice in writing to the Secretary;
- (e) in the opinion of the majority of other members of the Committee, becomes from any cause whatsoever incapable of attending to Committee duties or is continuously neglecting Committee duties.

### **POWERS AND DUTIES OF COMMITTEE**

53. The management of the affairs of the Association shall be vested in the Committee who, in addition to the powers and authorities expressly conferred upon them by the Constitution, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of this Constitution and to any regulation from time to time made by the Association in General Meeting: PROVIDED THAT no regulation so made shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
54. Without prejudice to the general powers conferred by the last preceding clause and the other powers conferred by this Constitution it is hereby expressly declared that the Committee shall have the following powers:-
- (a) to purchase, hire or otherwise acquire for the Association any property (whether real or personal) and any rights or privileges and enter into any contract or make any arrangements on behalf of the Association which the Committee is from time to time authorised by the Association to acquire or enter into on such terms and conditions as the Committee thinks fit;
  - (b) to secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any property of the Association or in such manner as the Committee may think fit;
  - (c) to sell, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with the whole or any part of the property or rights of the Association;
  - (d) to appoint and at discretion remove or suspend such paid secretaries, officers, clerks, agents, servants for permanent, temporary or special services as from time to time thought to be fit and to determine their powers and duties and fix their salaries or emoluments;
  - (e) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association;
  - (f) to make and give receipts for releases and other discharges for moneys payable to the Association and for claims and demands of the Association;

- (g) to determine who shall be entitled to sign on behalf of the Association, bills, notes, receipts, acceptances, endorsements, cheques, contracts and documents;
  - (h) to invest and deal with any moneys of the Association not immediately required for the purpose thereof upon such securities and in such manner as it may think fit and from time to time to vary or release such investments provided always such investments are such as are approved by the Trustee Act;
  - (i) to make, alter, amend and repeal all such by-laws as from time to time it may deem necessary for the proper conduct and management of the Association and the regulation of its affairs.
55. The Committee shall adopt such means deemed sufficient to bring to the notice of the members of the Association all by-laws, amendments and repeals made under the last preceding sub-clause and all such by-laws so long as they shall be in force shall be binding upon all members of the Association.

### **PROCEEDINGS OF COMMITTEE**

56. The Committee shall meet together periodically for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined, five members of the Committee shall form a quorum.
57. The Secretary shall at the request of any two members of the Committee summon a meeting of the Committee.
58. Not less than seven days prior notice of every Committee meeting shall be given to each member of the Committee who is entitled to attend: PROVIDED THAT if in the opinion of the President any business to be transacted at such meeting is of an urgent nature then such notice may be reduced to a period considered reasonable by the President.
59. The President shall chair meetings of the Committee but if at any meeting the President is not present within fifteen minutes of the time appointed for the holding of the meeting then the members of the Committee present shall choose one of their number to chair such meeting.
60. Questions arising at any meeting of the Committee shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second casting vote.
61. A resolution in writing signed by all the members of the Committee who are entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.
62. The continuing Committee may act notwithstanding any vacancy in their body until their number falls below the number fixed for a quorum; but if their number falls below such quorum then they shall act for the purpose only of filling vacancies in their number as herein provided or of summoning a General Meeting.
63. All acts done by any meeting of the Committee or by any person acting as a member of the Committee shall, notwithstanding that it be afterwards discovered

that there was some defect in the appointment of such member of the Committee or person acting as aforesaid, or that they or any of them are disqualified, be as valid as if such person had been duly appointed and was qualified to be a member of the Committee.

64. The Committee may delegate any of the powers to sub-committees consisting of such member or members of the Association as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to regulations which may be imposed upon them by the Committee. Sub-committees may meet and adjourn as they think fit.
65. The meetings and proceedings of any sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and are not superseded by any regulation made by the Committee in regard to that sub-committee.

### **PROPERTY OF THE ASSOCIATION**

66. The Committee may appoint a member or members of the Association to act as trustee or trustees of all or any property of the Association. The Committee may also jointly with any donor or with the approbation and sanction of such donor appoint a member or members of the Association to act as trustee or trustees of any donation, gift or other property (conditional or unconditional) which may be made to the Association for the purpose of any specific object purpose or benefit of or for the Association or in and of its general objects. The Committee may also from time to time remove or discharge any trustee or trustees and fill any vacancy in that office and decide on the mode of investing or dealing with the moneys and investments of the Association.
67. All profits (if any) and other income of the Association shall be applied to promoting its objects and no dividend, gift or bonus in money or other equivalent shall be paid or made by the Association unto or among any of the members

### **MINUTES**

68. The Committee shall cause minutes to be kept of the proceedings of the Association in General Meeting and of the meetings of the Committee and any sub-committees and such other records as the Committee shall from time to time require. The minutes shall be recorded in a file to be kept for that purpose and shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting at which the minutes are read or in default by any two members present and every such minute purporting to be so signed shall be prima facie evidence of the matters stated therein.

### **ACCOUNTS**

69. The Committee shall cause true accounts to be kept of all the receipts and expenditure of the Association and the matters in respect of which such receipts and expenditure respectively take place and of the assets and liabilities of the Association.

70. The Committee shall once in every year cause to be prepared the usual revenue accounts and a balance sheet containing a summary of the assets and liabilities of the Association made up to the 30<sup>th</sup> day of June each year and shall lay the same before the Annual General Meeting of the Association next after that date. Such accounts and balance sheet shall be accompanied by a report of the Committee as to the affairs of the Association generally.

### **CUSTODY OF BOOKS**

71. Except for books of account which are maintained by the Treasurer, the Secretary must keep in custody all records, books and other documents relating to the Association.

### **INSPECTION OF BOOKS**

72. The records, books and other documents of the Association must be open to inspection, free of charge, by any member of the Association at any reasonable hour.

### **FUNDS – SOURCE**

73. The funds of the Association are to be derived from entrance fees and, where applicable, annual subscriptions of members, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines.
74. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account or accounts.
75. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **BANK ACCOUNTS**

76. The bank account or accounts shall be kept in the name of the Association at such bank or banks as the Committee shall from time to time determine. Every sum exceeding \$10.00 to be paid by the Association shall be paid by a cheque drawn on the Association's bank account.
77. Unless and until otherwise determined by the Committee, cheques shall be signed by any two of the following persons:-

- (a) The President
- (b) The Secretary
- (c) The Treasurer

### **AUDIT**

78. The annual accounts of the Association shall be examined and the correctness of those accounts shall be ascertained by an auditor that shall be appointed by the

Association at the Annual General Meeting in each year: PROVIDED HOWEVER that the Association may at any Annual General Meeting decide to not appoint an auditor for the forthcoming year.

79. Any auditor quitting office shall be eligible for re-election. The auditor may be a member of the Association but no person shall be eligible as an auditor if that person is interested other than as a member in transactions of the Association and no member of the Committee shall be eligible during continuance in office.
80. If any casual vacancy occurs in the office of auditor or if the Association at the Annual General Meeting shall neglect to appoint an auditor the Committee may appoint an auditor to hold office until the next Annual General Meeting.
81. It shall be the duty of the auditor to examine the annual accounts and to report to the Association at the Annual General Meeting.
82. The auditor shall at all reasonable times have access to the books and accounts of the Association and may at the expense of the Association when authorised by the Committee or by the members in General Meeting to employ accountants or other persons to assist in investigating such accounts. The auditor may also enquire of members of the Committee in relation to such accounts.

### **NOTICES**

83. A notice may be served by the Association upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at the address as mentioned in the register of members of the Association.
84. A notice may be served on the Association, the Committee or the Secretary either by delivering it personally to the Secretary or by sending it through the post in a pre-paid letter addressed to the postal address for the time being of the Association.
85. Any notice, if served by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post.
86. A notice may be served on or given to a person by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

### **INDEMNITY OF OFFICERS**

87. Every member of the Committee or other officer of the Association shall be indemnified by the Association against any act or deed done as such officer or in any way in the discharge of Committee duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as between the members over all other claims.
88. No member of the Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Committee or officer or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Association through the insufficiency or

deficiency of title to any property acquired by order of the Committee for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any moneys, securities or effects shall be deposited or for any loss, damage or misfortune whatever which shall happen in the execution of Committee duties or in relation thereto unless the same should happen through that person's willful act or default.

### **ALTERATION OF CONSTITUTION**

89. This Constitution may be altered, rescinded or added to only by a resolution passed by the Association at a General Meeting: PROVIDED THAT at least 21 days' written notice specifying the intention to propose the resolution was given in the notice calling for the General Meeting.

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