

This is the annexure of Page(s)
marked "A" referred to in the form
Signed by me and dated/...../.....

Signature(s)



Pro Rege Lege at Grepe



**HMAS CANBERRA - HMAS SHROPSHIRE
Association (WA Division) Inc**



Floreat-Anbo

THE CONSTITUTION

Approved by Members at the

SPECIAL GENERAL MEETING

held on

21st JULY 2012

Version 4

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

Contents

1.0 TITLE.....	5
2.0 DEFINITIONS	5
3.0 OBJECTS OF THE ASSOCIATION.....	5
4.0 EXECUTIVE COMMITTEE	5
4.1 President.....	5
4.2 Vice-President.....	5
4.3 Secretary.....	6
4.4 Treasurer.....	6
4.5 Delegates	6
4.6 General Activities Officer	6
4.7 Public Relations Officer.....	7
4.8 Membership Secretary.....	7
5.0 AD HOC APPOINTMENTS	7
6.0 SUB-COMMITTEES	7
7.0 PATRON	7
8.0 MEETINGS.....	7
8.1 Annual General Meetings	7
8.2 Special General Meetings	7
8.3 Executive Committee Meetings.....	7
8.4 Monthly General Meetings.....	7
8.5 Attendance at Meetings	8
8.6 Quorum at Meetings.....	8
8.7 Postponement of Meetings	8
9.0 MEMBERSHIPS.....	8
9.1 New Member	8
9.2 Associate Member	8
9.3 Social Member	8
9.4 Honorary and Life Membership.....	8
9.5 Active Member	8
9.6 Resignation of Member	8
9.7 Expulsion of Members	8
10.0 DISPUTES AND MEDIATION	9
11.0 AFFILIATION	9
12.0 SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION	9
13.0 VOTING	9
14.0 FINANCIAL YEAR.....	9
15.0 AUDITORS	10
16.0 PROCUREMENT.....	10
17.0 LIABILITY	10
18.0 DISSOLUTION	10
19.0 INSPECTION OF RECORDS OF ASSOCIATION.....	10
20.0 ALTERATION TO CONSTITUTION.....	10
21.0 THE COMMON SEAL	11

THIS PAGE HAS BEEN LEFT INTENTIONALLY BLANK

1.0 TITLE

HMAS CANBERRA-HMAS SHROPSHIRE ASSOCIATION (WA Division) Inc.

2.0 DEFINITIONS

In this constitution, unless the context requires other meanings, the following shall be understood:

- (a) "Association" shall mean HMAS CANBERRA-HMAS SHROPSHIRE Association (WA Division) Inc...
- (b) "Executive Committee" shall mean the elected committee as set out herein.
- (c) "Month" shall mean calendar month.
- (d) "Secretary" shall mean Honorary Secretary.
- (e) "Treasurer" shall mean Honorary Treasurer.
- (f) "General Meeting" shall mean Annual, Special, and Monthly Meetings.
- (g) "Member" meaning financial member of the group.

3.0 OBJECTS OF THE ASSOCIATION

- (a) To bring together those men and woman who served in the ship bearing the name HMAS CANBERRA and those men who served in the ship bearing the name HMAS SHROPSHIRE, and also to welcome and encourage participation in the Association by those men and women of the Royal Australian Navy who serve in any future ships bearing the name HMAS CANBERRA or HMAS SHROPSHIRE.
- (b) To foster and maintain friendships formed during service in peace and times of war, and to honour the memory of shipmates lost in action or since deceased.
- (c) Members shall be encouraged to participate in such activities as:
 - (i) Anzac Day March.
 - (ii) Annual Wreath-Laying Ceremony on August 9th in honour of those lost in HMAS CANBERRA during World War II,
 - (iii) Annual Reunion Dinner,
 - (iv) Fund raising functions and other ventures to assist distressed members of the Association or their dependents, and any other nominated community charity endorsed by the committee.
 - (v) Any other activities to which from time to time the Executive and Committee may be directed to strengthen and foster the Association.
- (d) To liaise with and join other State bodies of the Association in National Reunions and other important ceremonies concerning the Association at National level.
- (e) To welcome and extend hospitality to Officers and Sailors of any ships bearing the name HMAS CANBERRA or HMAS SHROPSHIRE should they visit the PORT of FREMANTLE or HMAS STIRLING in the course of their duties.
- (f) The property and income of the Association shall be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4.0 EXECUTIVE COMMITTEE

The following officers shall be elected at each Annual General Meeting and will be former or serving members of HMAS CANBERRA or HMAS SHROPSHIRE:

4.1 President

It shall be the duty of the President to assist the Executive Committee, administrate and supervise the other Executive Officers and seek to achieve the objects of the Association.

4.2 Vice-President

It shall be the duty of the Vice-President to assist the President and to carry out the duties of the President in his absence, and seek to achieve the objects of the Association.

4.3 Secretary

The Secretary must -

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Executive Committee and of the Association;
- (c) comply on behalf of the Association with-
 - (i) respect to the register of members of the Association;
 - (ii) keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) maintaining a record of -
 - (a) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Executive Committee and persons who are authorised to use the common seal of the Association; and
 - (b) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
- (d) upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (e) unless the members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule (4.4) to be kept and maintained by, or in the custody of, the Treasurer; and
- (f) perform such other duties as are imposed by these rules on the Secretary.

4.4 Treasurer

The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Executive Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Executive Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Executive Committee member, or by any two others as are authorised by the Executive Committee;
- (d) comply on behalf of the Association with respect to the accounting records of the Association by -
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

4.5 Delegates

It shall be the duty of the Delegates to represent the Association as and when required.

4.6 General Activities Officer

It is the duty of the General Activities Officer to oversee fund raising activities and make recommendations to the Association.

4.7 Public Relations Officer

- (a) It shall be the duty of the Public Relations Officer to be the Association's official contact with the Media and shall refer all press releases to the President prior to issue.
- (b) Any releases should be approved by the Officer(s) responsible for the subject(s).

4.8 Membership Secretary

- (a) It shall be duty of the Membership Secretary to present a New Member's List at Executive Committee and General Meetings for members to vote on acceptance or rejection.
- (b) Shall process New Member's Application Forms and allocate a Membership Number.
- (c) Shall keep an up to date version of the Member's Database and given reasonable time to do so.

The Officers in the above positions, together with the Immediate Past President shall comprise the Executive Committee. It shall be the duty of the committee to meet and formulate recommendations for the consideration of the Association.

5.0 AD HOC APPOINTMENTS

The Executive Committee may make such other appointments when required for the proper functioning of the Association.

6.0 SUB-COMMITTEES

- (a) A General Meeting may instigate a sub-committee to assist in the performance of duties likely to benefit the Association.
- (b) The sub-committee Chairperson shall present proposals to the Association in writing on a monthly basis. Such sub-committees have no power to make decisions binding on the Association.

7.0 PATRON

A Patron and Vice Patron may be proposed by the Executive Committee and submitted to a General Meeting for approval.

8.0 MEETINGS

8.1 Annual General Meetings

- (a) The Annual General Meeting shall be held within four (4) months after the end of the financial year.
 - (i) It shall be held at a time and place to be determined by the Executive Committee.
- (c) Officers Elected in clauses 4 herein shall hold office until the following Annual General Meeting, subject to clause 8.5.
- (d) All committee positions shall be declared vacant at the Annual General Meeting and a new Executive Committee elected for the following (twelve) 12 months.
- (e) No member shall be elected as President unless he has had at least one (1) year's experience on the Executive Committee of the Association.
- (f) Nominations of members for Executive Committee shall be in writing on nomination forms provided by the Secretary. These shall be received one month prior to the Annual General Meeting and placed on the Association's Notice Board.
- (g) No member shall hold the position of President for a period of more than three consecutive years.

8.2 Special General Meetings

- (a) The Executive Committee shall have the power to call Special General Meetings of the members to be held on such day at such time as may be determined by the Executive Committee, and shall be bound to call and conduct such a meeting within fourteen (14) days of receipt of such a request signed by five (5) members or more requesting the Executive Committee to do so.
- (b) Such a request must specify the business for which the meeting is to be called and only such specified business shall be dealt with.

8.3 Executive Committee Meetings

- (a) An Executive Committee Meeting shall be held monthly at a time and place to be determined by the President to conduct all necessary business of the Association.
- (b) Shall convene a meeting as required to transact any urgent business that may arise between Executive Committee Meetings and Monthly Meetings.

8.4 Monthly General Meetings

A General Meeting shall be held monthly at a time and place to be determined by the Executive Committee to conduct all necessary business of the Group.

8.5 Attendance at Meetings

- (a) If an officer of the Executive Committee fails to attend three consecutive meetings, either Executive Committee or General Meeting, that Officer may be relieved of office.
- (b) A new Executive Officer may be appointed by the Association at its next meeting and he shall hold office under similar condition to other officers.

8.6 Quorum at Meetings

The attendance of five (5) Officers at an Executive Meeting shall constitute a quorum and at General Meetings the number of members present shall be ten (10).

8.7 Postponement of Meetings

The Executive Committee may postpone any meeting of the Association to such a time and place it thinks fit but such postponement shall not exceed thirty-one (31) days.

9.0 MEMBERSHIPS

9.1 New Member

- (a) Any person that has served or is serving in HMAS CANBERRA, any person that has served or is serving in HMAS SHROPSHIRE is qualified to apply for membership.
 - (i) Nominations for membership shall be read at the first General Meeting after lodgement with the Secretary.
- (c) All nominations for membership shall be placed before the Association for consideration and decision.
- (d) The Executive Committee may determine, alter or create types of membership to suit the needs of the Association.

9.2 Associate Member

- (a) The partner of a full member may, upon payment of the required fee, be nominated and join the Association as an Associate Member.
- (b) A Family member of a former HMAS CANBERRA or HMAS SHROPSHIRE crew member may, upon payment of the required fee, be nominated and join the Association as an Associate Member.
- (c) An Associate Member may attend all meetings held by the Association, but shall have no voting rights at these meetings.

9.3 Social Member

- (a) A person without a partner as a full member may, upon payment of the required fee, be nominated and join the Association as a Social Member.
- (b) A Social Member may attend all meetings held by the Association, but shall have no voting rights at these meetings.

9.4 Honorary and Life Membership

- (a) The Executive Committee may confer Honorary Membership for a period approved by it.
- (b) The Association may confer Life Membership, at an Annual General Meeting, on the recommendation of the Executive Committee.

9.5 Active Member

- (a) An Active Member shall be a member who makes themselves available for the Association in the following areas:
 - (i) Executive Committee Membership Duties.
 - (ii) Any Member who performs regular ongoing tasks deemed to be to the benefit of the Association by the Executive Committee, e.g. Fund Raising Activities, Social Events, etc.
- (b) Whilst all active positions are unpaid no member shall be out of pocket as a result of Association activities, subject to the approval of the members at each General Meeting.

9.6 Resignation of Member

All resignations from members shall be made to the Secretary in writing.

9.7 Expulsion of Members

- (a) The Association, by resolution carried by seventy- five percent(75%) of its members present may suspend or expel from the Association any member who, in the opinion of the members, is guilty by word or deed in any way prejudicial to the interest of the Association.
- (b) Notice for the Motion for Expulsion should be given in writing at a General Meeting and at the next General Meeting hence, a vote shall be taken thereon.

10.0 DISPUTES AND MEDIATION

The grievance procedure set out in this rule applies to disputes under these Rules, between a member and another member (the parties); or a member and the Association.

- (a) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- (b) If the parties are unable to solve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting within the presence of a mediator.
- (c) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement;
 - (iii) in the case of a dispute between a member and another member, a person shall be appointed by the Executive Committee.
- (d) A member of the Association can be a mediator.
- (e) The mediator cannot be a member who is party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all the parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute through the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

11.0 AFFILIATION

The Association may decide it is desirable to affiliate with Associations or Federations should the Association find it advantageous to the Association and its members.

12.0 SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- (a) The members may from time to time at a General Meeting determine the amount of the subscription to be paid by each member.
- (b) Each member must pay to the Treasurer, annually on or before 1st July or such other date as the Executive Committee from time to time determines, the amount of the subscription determined.
- (c) A member whose subscription is not paid within three (3) months after the relevant date fixed, ceases on the expiry of that period to be a member, unless the Executive Committee decides otherwise.
- (d) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed or within three (3) months thereafter, or such other time as the Executive Committee allows.

13.0 VOTING

- (a) Every Financial Member aged eighteen (18) and over shall, except Associate and Social Members have the right to vote at any General Meeting.
 - (i) Decisions shall be reached by simple majority.
 - (ii) The President shall have a casting vote as well as deliberative vote.
 - (iii) A request for a secret ballot shall be granted.
- (b) Voting for Executive Committee positions at an Annual General Meeting shall be by Secret Ballot.
- (c) The Executive Committee shall select two (2) Scrutineers to oversee the counting of votes, selected on Ballot Papers.
 - (i) Scrutineers selected by Executive Committee must be approved by members at the Annual General Meeting.
 - (ii) The President or Acting President shall have a casting vote as well as deliberative vote.

14.0 FINANCIAL YEAR

The Group's financial year shall be from the 1st July to the 30th June of the following year but may be varied by the Executive Committee as required.

15.0 AUDITORS

- (a) An auditor shall be appointed by the Executive Committee to audit the accounts of the Association and shall have the power to call for the production of all books, papers, accounts, vouchers and other documents relating to the affairs of the Association.
- (b) An audited statement of the Association's finances shall be presented at each Annual General Meeting or as directed by the Executive Committee.

16.0 PROCUREMENT

- (a) All purchases, investments, leases, conveyances, securities or contracts under one-thousand dollars (\$1000) with an additional fifty dollars (\$50) only for Procurements slightly over the amount allowed] by, or on behalf of the Association, shall be made, taken or entered into, in the names of five (5) elected members of the Executive Committee, and shall on behalf of the members (except as to real property) be subject to their management.
- (b) All the foregoing items over one-thousand (\$1000) and the real property of the Association shall not be dealt with except by resolution of a General Meeting of its members.

17.0 LIABILITY

No liability against the Association or its members can be claimed for loss or damage or injury to persons or property of persons whilst competing in an organised event or attending Association functions.

- (a) Attendance at the venue of such events shall operate as a waiver of any claim against the Association.

18.0 DISSOLUTION

- (a) The Association by special resolution, may be dissolved by a seventy-five percent (75%) affirmative vote of the members present at a Special Meeting, called for that purpose, provided that one month's notice of any such proposal has been given to all members and provided that seventy-five percent (75%) of the total membership with voting rights is present at the meeting.
- (b) Members who have donated or loaned property to the Association and who have specifically requested in writing at the time of loaning that such property be returned to them should the Association be wound up, shall have claim to such property before dissolution is affected.
- (c) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid or distributed among members, or former members.
- (d) The surplus property must be given or transferred to another association incorporated under the Act which has similar objectives and which is not carried out for the purpose of profit or gain to its individual members, and which association shall be determined by resolution of members.

19.0 INSPECTION OF RECORDS OF ASSOCIATION

Any member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

20.0 ALTERATION TO CONSTITUTION

Any member wishing to propose alteration or addition to the Constitution of the Association must give notice in writing stating the proposed alteration or addition at a General Meeting and at the next Annual General Meeting, a vote shall be taken thereon.

- (a) To effect the proposed alteration or addition the voting in favour of the special resolution must not be less than seventy-five per cent (75)% of those present and eligible to vote.

21.0 THE COMMON SEAL

The Common Seal of the Group shall remain in the custody of the President and shall be affixed to any document only on pursuant to a resolution of the Executive Committee. The affixing of the seal shall be witnessed by the President or in his absence the Vice-President and the Secretary and/or Treasurer of the Association.



President _____

Secretary _____

Date _____