



**CONSTITUTION OF  
VIETNAM VETERANS OUTER EASTERN MELBOURNE INCORPORATED**

**DATED 21<sup>st</sup> March 2021**



**VIETNAM VETERANS - OUTER EASTERN MELBOURNE**  
**(In accordance with Consumer Affairs Victoria, Associations Incorporated and Reform Act 2012**  
**Model Rules for an Incorporated Association, Associations Incorporation Reform Regulations**  
**2012, Part 3)**

---

## TABLE OF PROVISIONS

<i>Regulation</i>	<i>Page</i>
<b>PART 1—PRELIMINARY</b>	<b>4</b>
1 Name	4
2 Purposes	4
3 Financial year	5
4 Definitions	5
<b>PART 2—POWERS OF ASSOCIATION</b>	<b>6</b>
5 Powers of Association	6
6 Not for profit organisation	6
<b>PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b>	<b>6</b>
<b>Division 1—Membership</b>	<b>6</b>
7 Minimum number of members	6
8 Classes of Membership	7
9 Who is eligible to be a member	8
10 Application for membership	9
11 Consideration of application	9
12 New membership	9
13 Annual subscription and fee on joining	10
14 General rights of members	10
15 Rights not transferable	10
16 Ceasing membership	11
17 Resigning as a member	11
18 Register of members	12
<b>Division 2—Disciplinary action</b>	<b>13</b>
19 Grounds for taking disciplinary action	13
20 Disciplinary subcommittee	13
21 Notice to member	13
22 Decision of subcommittee	14
23 Appeal rights	14
24 Conduct of disciplinary appeal meeting	15
<b>Division 3—Grievance procedure</b>	<b>15</b>
25 Application	15
26 Parties must attempt to resolve the dispute	15
27 Appointment of mediator	15
28 Mediation process	16
29 Failure to resolve dispute by mediation	16
<b>PART 4—GENERAL MEETINGS OF THE ASSOCIATION</b>	<b>16</b>
30 Annual general meetings	16
31 Special general meetings	17
32 Special general meeting held at request of members	17
33 Notice of general meetings	17
34 Proxies	18
35 Use of technology	18
36 Quorum at general meetings	19
37 Adjournment of general meeting	19
38 Voting at general meeting	20
39 Special resolutions	20
40 Determining whether resolution carried	20
41 Minutes of general meeting	21
<b>PART 5—COMMITTEE</b>	<b>21</b>
<b>Division 1—Powers of Committee</b>	<b>21</b>

42	Role and powers	21
43	Delegation	22
<b>Division 2—Composition of Committee and duties of members</b>		<b>22</b>
44	Composition of Committee	23
45	General Duties	22
46	President and Vice-President	23
47	Secretary	24
48	Treasurer	24
<b>Division 3—Election of Committee members and tenure of office</b>		<b>25</b>
49	Who is eligible to be a Committee member	25
50	Positions to be declared vacant	25
51	Nominations	26
52	Election of President etc.	25
53	Election of ordinary members	25
54	Ballot	26
55	Term of office	27
56	Vacation of office	28
57	Filling casual vacancies	28
<b>Division 4—Meetings of Committee</b>		<b>28</b>
58	Meetings of Committee	28
59	Notice of meetings	29
60	Urgent meetings	29
61	Procedure and order of business	29
62	Use of technology	29
63	Quorum	30
64	Voting	30
65	Conflict of interest	30
66	Minutes of meeting	31
67	Leave of absence	31
<b>PART 6—FINANCIAL MATTERS</b>		<b>31</b>
68	Source of funds	31
69	Management of funds	31
70	Financial records	32
71	Financial statements	32
<b>PART 7—GENERAL MATTERS</b>		<b>33</b>
72	Common seal	33
73	Registered address	33
74	Notice requirements	33
75	Custody and inspection of books and records	34
76	Winding up and cancellation	34
77	Alteration of Rules	35
78	Principles of Operation	35

**CONSTITUTION FOR**  
**VIETNAM VETERANS – OUTER EASTERN MELBOURNE**  
**INCORPORATED**

**PART 1 - PRELIMINARY**

**1. NAME**

The name of the incorporated association is; **VIETNAM VETERANS – OUTER EASTERN MELBOURNE INCORPORATED** (*Hereinafter called: VIETNAM VETERANS OUTER EASTERN MELBOURNE INC*)

**So far as permitted by law, and unless it is incapable, the short title of the Association shall be: VV OEM INC.**

*Note:*

*- Under section 46 of the Associations Incorporation Reform Act 2012 (the ACT), these Rules are taken to constitute the terms of a contract between the VV OEM INC, Sub Branch and its members.*

**- Under section 23 of the Act, the name of the Association and its registration number must appear on all its business documents.**

**Registration Number \*\*\*\*\***

**2. OBJECTS/PURPOSES**

The objects/purposes of the Association are:-

To assist Ordinary members of VV OEM INC, and where necessary, other Associations, and their dependants in cases where an ordinary member or descendant of an ordinary member has, or appears to have any disability which is or can be connected in any way to the service rendered by the ordinary member in the Military service of Australia, particularly, but not necessarily, service in South Vietnam.

- To assist ordinary members and their dependants and descendants to obtain Quality of life and where necessary provide welfare assistance.
- To provide welfare support, pensions information and assistance via accredited Welfare & Pension Officers.
- To promote and carry out or assist in the preparation of surveys, reports or submissions related to the needs of ordinary members or where required to do so by the Victorian State Branch Council of the Vietnam Veterans Association of Australia.
- To subscribe to, become a member of or co-operate with any like-minded other association, club or organisation, whether incorporated or not, whose objects are altogether, or in part, similar to those of the VV OEM INC, provided that VV OEM INC shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its

income and property among its members to an extent at least as great as that imposed on the Association by virtue of this Constitution.

3. **FINANCIAL YEAR.**

The Financial year of the Association is each period of 12 months ending on 31 December?

4. **DEFINITIONS**

**In these Rules:**

***Absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***Associate member means*** a member referred to in rule 8

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46

***Committee*** means the Committee having management of the business of the VV OEM INC.

***Committee meeting*** means a meeting of the Committee held in accordance with these Rules;

***Committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;

***Disciplinary appeal meeting*** means a meeting of the members of the VV OEM INC ,convened under rule 23

***Disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 22

***Disciplinary subcommittee*** means the subcommittee appointed under rule 20

***Financial year*** means the 12 month period specified in rule 3

***General meeting*** means a general meeting of the members of the VV OEM INC, convened in accordance with Part 4 and includes an annual general meeting, and a special general meeting.

***Member means*** a 'financial' member of the VV OEM INC

***Member entitled to vote*** means a member who under rule 14 is entitled to vote at a general meeting;

***Special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution

***The Act*** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act

***The Registrar*** means the Registrar of Incorporated Associations.

## **PART 2 - POWERS OF VV OEM INC**

### **5. POWERS OF VV OEM INC**

1. Subject to the Act, VV OEM INC has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting sub rule (1) the VV OEM INC may:
  - Acquire, hold and dispose of real or personal property
  - Open and operate accounts with financial institutions;
  - Invest its money in any security in which trust monies may lawfully be invested;
  - Raise and borrow money on any terms and in any manner as it thinks fit;
  - Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - Appoint agents to transact business on its behalf;
  - Enter into any other contract it considers necessary or desirable.
3. The VV OEM INC may only exercise its powers and use its income and assets (including any surplus) for its own purposes.

### **6. NOT FOR PROFIT ORGANISATION**

1. The VV OEM INC must not distribute any surplus, income or assets directly or indirectly to its members.
  - . Sub rule (1) does not prevent the VV OEM INC from paying a member
    - Reimbursement for expenses properly incurred by the member
    - For goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

#### **Note**

Section 33 of the ACT provides that an incorporated Association must not secure pecuniary profit for its members. Section 4 of the ACT sets out in more detail the circumstances under which an incorporated Association is not taken to secure pecuniary profit for its members.

## **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 - Membership**

### **7. MINIMUM NUMBER OF MEMBERS**

The VV OEM INC must have at least 10 (financial) members.

**8. CLASSES OF MEMBERSHIP.**

Membership Allowable within the VV OEM INC;

- Ordinary members
- Associate members
- Honorary members
- Life members
- Second members

**ORDINARY MEMBERS:**

- The Ordinary members of VV OEM INC are those who fulfil the eligibility criteria of paragraph 13, are of equal status regardless of service, rank or title.
- The number of Ordinary members shall be unlimited.

**ASSOCIATE MEMBERS**

- The VV OEM INC may grant Associate membership to persons who do not meet the Criteria for Ordinary membership.
- An Associate member may vote; but cannot be elected to any executive positions; how-ever they may serve on committee.
- A membership fee shall be imposed on an Associate member. No capitation fees shall be paid for those associate members to State.

**HONORARY MEMBERS.**

Honorary membership may be bestowed on an individual who does not meet the criteria for Ordinary membership but has given outstanding service to the VV OEM INC.

Honorary members may not vote nor hold positions on any committee.

**LIFE MEMBERSHIP.**

Life membership may be granted to Ordinary members;

Nominations for Life membership; must be in the form of a Notice of Motion and contain a resume of the Ordinary member's contributions to the VV OEM INC at the appropriate level and be submitted to the VVAA OEM S/B INC committee of management for approval.

The decision to grant Life membership shall be by majority vote of the VV OEM INC committee of management.

Honorary Life membership may be granted to deserving individuals who are not Ordinary members of the VV OEM INC.

Life member capitation fees shall be paid by the VV OEM INC, having nominated the Ordinary member for such Life Membership.

Except in his or her capacity as a person holding a valid proxy from an Ordinary Member, an Honorary Life member may not vote.

## **SECOND MEMBERSHIP.**

Ordinary members may become second members of more than one VVAA Sub-branch but only have the same rights as Associate members.

## **9. ORDINARY MEMBERSHIP - ELIGIBILITY**

1. Any person meeting the criteria set out below, upon presentation of proof of service may be admitted as an ordinary member of the VV OEM INC.
2. Criteria:
  - a. Any person who served in South Vietnam between 23rd May 1962 and 29th April 1975 (both dates inclusive) in any of the following categories: -
    - As a member of the Royal Australian Navy, the Australian Army or the Royal Australian Air Force.
    - As a member of HMA Ships Vendetta and Quick Match on the visit to Vietnam in January 1962.
    - As a civilian accredited with one of the Australian Defence Forces, or who was granted Special Service status for the Vietnam conflict.
    - As a member of the New Zealand, the United States of America, South Vietnam, South Korea, Thailand, or the Philippine's military forces, or who was granted a form of "Special Service" status for the Vietnam conflict by his or her Government.
    - As a civilian accredited with one of the military forces as described in the Criteria and who was granted a form of "Special Service" status by his or her government.
    - Dependants of persons listed in the Criteria above.
    - 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, whilst on board Naval or Merchant Marine vessels, operated in waters about the coastline of Vietnam or berthed or anchored in ports of South Vietnam.
  - b. Notwithstanding the foregoing clauses, the VV OEM INC 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 clause 12(a), his or her dependants and descendants.

**10. APPLICATION FOR MEMBERSHIP**

1. To apply to become a member of the VV OEM INC, a person must submit a written application to a committee member stating that the person:
  - a. Wishes to become a member of the VV OEM INC
  - b. Supports the objects/purposes of the VV OEM INC
  - c. Agrees to comply with these Rules
  - d. And meets the eligibility of membership to the VV OEM INC.

**2. The application**

- (a) Must be signed by the applicant.
- (b) Pay the required membership fee.

**Note:**

The membership fee is the fee (if any) determined by the Club under rule 12

No Entrance Fee shall be applicable to Ordinary members of the VV OEM INC

**11. CONSIDERATION OF APPLICATION.**

1. As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
2. The Committee must notify the applicant in verbally or in writing of its decision as soon as practicable after the decision is made.
3. If the Committee rejects the application, it must return any money accompanying the application to the applicant.
4. No reason need be given for the rejection of an application.

**12. NEW MEMBERSHIP.**

1. If an application for membership is approved by the Committee:
  - a. The resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - b. The Secretary/ Membership Officer must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

2. A person becomes a member of the VV OEM INC and, subject to rule 18 is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
  - a. The Committee approves the person's membership
  - b. The person pays the annual membership fee.

**13. ANNUAL SUBSCRIPTION.**

1. At each annual general meeting, the VV OEM INC; must determine:
  - a. The amount of the annual subscription (if any) for the following financial year
  - b. The date for payment of the annual subscription.
2. The VV OEM INC may determine that a lower annual subscription is payable by Associate members.
3. The VV OEM INC may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
  - a. The full annual subscription
  - b. A pro rata annual subscription based on the remaining part of the financial year
  - c. A fixed amount determined from time to time by VV OEM INC.
4. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

**14. GENERAL RIGHTS OF MEMBERS.**

1. A member of the VV OEM INC who is entitled to vote has the right:
  - a. To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
  - b. To submit items of business for consideration at a general meeting
  - c. To attend and be heard at general meetings
  - d. To vote at a general meeting
  - e. To have access to the minutes of general meetings and other documents of the VV OEM INC as provided under rule 75
  - f. To inspect the register of members as provided under rule 75
2. A member is entitled to vote if:
  - a. The member is a Full member other than an associate member
  - b. More than 10 business days have passed since he or she became a member of the VV OEM INC.
  - c. The member's membership rights are not suspended for any reason.

**15. RIGHTS NOT TRANSFERABLE.**

The rights of a member are not transferable and end when membership ceases.

**16. CEASING MEMBERSHIP.**

1. The membership of a person ceases on resignation, expulsion or death.
2. If a person ceases to be a member of the VV OEM INC, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

**17. RESIGNATION AND EXPULSION OF AN ORDINARY MEMBER.**

1. Any Ordinary member of the VV OEM INC desiring to resign therefrom shall give notice in writing to that effect to the Secretary of the VV OEM INC and upon such notice being received by the Secretary, shall cease to be an Ordinary member.
2. No person, by reason of him or her having ceased to be an Ordinary member shall be released from any liability from any subscription or other sums due to VV OEM INC.
3. Any person, who has ceased to be an Ordinary member, shall cease to be entitled to or have any interest in any of the property or assets of the VV OEM INC.
- d. If an Ordinary member shall be guilty of conduct contrary to the aims and objectives of the VV OEM INC, then VV OEM INC may resolve to expel that Ordinary member from membership for such a period it inks fit, subject to any provisos contained in this memorandum.
4. Where the VV OEM INC passes a resolution of conduct contrary to the Aims of the VV OEM INC the Secretary shall, as soon as practicable, cause to be served on the Ordinary member a notice in writing:-
  - a. Setting out the resolution and the grounds on which it is based.
  - b. Stating that the Ordinary member may address the Executive Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice.
  - c. Stating the date, time and place for that meeting.
  - d. Informing the Ordinary member that he or she may do one or more of the following:
    1. Attend the meeting.
    2. Give the Executive Committee, before the date of that meeting, a written statement seeking revocation of the resolution
    3. Not later than 24 hours before the time of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the VV OEM INC at a General Meeting against the resolution.
    4. At a meeting of the Executive Committee held in accordance with sub clause (e) of this clause, the Executive Committee:

1. Shall give the Ordinary member the opportunity to be heard.
2. Shall give due consideration to any written statement submitted by the Ordinary member
3. Shall by resolution determine whether to confirm or to revoke the resolution?
5. Where the Secretary receives a notice under sub clause (e) (4) (c), he or she shall notify the Executive Committee and the Executive Committee shall convene a general meeting of the VV OEM INC to be held within 21 days after the date on which the Secretary received the notice.
6. At the general meeting of the VV OEM INC convened under sub clause (g):
  - a. No business other than the question of the appeal shall be transacted.
  - b. The Executive Committee may place before the meeting the details of the grounds of the resolution and the reasons for passing the resolution.
  - c. The Ordinary member shall be given the opportunity to be heard.
  - d. The members present shall vote on the question of whether the resolution shall be confirmed or revoked.
7. If at the general meeting:
  - a. Two thirds of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed,
  - b. In any other case, the resolution is revoked.
8. There shall be no right of appeal to the Vietnam Veterans Association of Australia Victoria Council Incorporated.
9. If it is inconvenient for the Ordinary member or majority of the Delegates, because of distances involved or other valid reason, then a general meeting called under sub clause (g) may be deferred to be held immediately before the next scheduled State Council Meeting.

## **18. REGISTER OF MEMBERS.**

1. The Secretary/membership officer must keep and maintain a register of members that includes—
  - (a) For each current member:
    1. The member's name
    2. The address for notice last given by the member
    3. The date of becoming a member
    4. If the member is an associate member, a note to that effect
    5. Any other information determined by the Committee
  - (b) For each former member, the date of ceasing to be a member.
2. Any member may, at a reasonable time and free of charge, inspect the register of members, if in keeping with the Privacy Act.

### **Note**

Under section 59 of the Privacy Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Privacy

Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **DIVISION 2 - DISCIPLINARY ACTION**

### **19. GROUNDS FOR TAKING DISCIPLINARY ACTION.**

The VV OEM INC may take disciplinary action against a member in accordance with this Division if it is determined that the member.

1. Has failed to comply with these Rules
2. Refuses to support the purposes of the VV OEM INC
3. Has engaged in conduct prejudicial to the VV OEM INC.

### **20. DISCIPLINARY SUBCOMMITTEE.**

1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
2. The members of the disciplinary subcommittee—
  - (a) May be Committee members, members of the VV OEM INC, or anyone else
  - (b) Must not be biased against, or in favour of, the member concerned.

### **21. NOTICE TO MEMBER.**

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
    - (a) Stating that the VV OEM INC proposes to take disciplinary action against the member
    - (b) Stating the grounds for the proposed disciplinary action
    - (c) Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*)
    - (d) Advising the member that he or she may do one or both of the following—
      - (1) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
      - (2) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
      - (3) Setting out the member's appeal rights under rule 23.
  2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
-

22.

**DECISION OF SUBCOMMITTEE.**

1. At the disciplinary meeting, the disciplinary subcommittee must:
  - (a) Give the member an opportunity to be heard
  - (b) Consider any written statement submitted by the member.
2. After complying with sub rule (1), the disciplinary subcommittee may:
  - (a) Take no further action against the member
  - (b) subject to sub rule (3)
    1. Reprimand the member
    2. Suspend the membership rights of the member for a specified period
    3. Expel the member from the Club.
3. The disciplinary subcommittee may not fine the member.
4. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23.

**APPEAL RIGHTS.**

1. A person whose membership rights have been suspended or who has been expelled from the VV OEM INC under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
2. The notice must be in writing and given:
  - (a) To the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken
  - (b) To the Secretary not later than 48 hours after the vote.
3. If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
4. Notice of the disciplinary appeal meeting must be given to each member of the VV OEM INC who is entitled to vote as soon as practicable and must—
  - (a) Specify the date, time and place of the meeting; and
  - (b) State:
    1. The name of the person against whom the disciplinary action has been taken
    2. The grounds for taking that action
    3. That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

**24. CONDUCT OF DISCIPLINARY APPEAL MEETING.**

1. At a disciplinary appeal meeting:
  - (a) No business other than the question of the appeal may be conducted.
  - (b) The Committee must state the grounds for suspending or expelling the member and the reasons for taking that action.
  - (c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
2. After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
3. A member may not vote by proxy at the meeting.
4. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision

**DIVISION 3 - GRIEVANCE PROCEDURE**

**25. APPLICATION.**

1. The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) A member and another member;
  - (b) A member and the Committee;
  - (c) A member and the VV OEM INC.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

**26. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE.**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

**27. APPOINTMENT OF MEDIATOR.**

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:
  - (a) Notify the Committee of the dispute
  - (b) Agree to or request the appointment of a mediator
  - (c) Attempt in good faith to settle the dispute by mediation.
2. The mediator must be:
  - (a) A person chosen by agreement between the parties
  - (b) In the absence of agreement:

1. If the dispute is between a member and another member, a person appointed by the Committee
2. If the dispute is between a member and the Committee or the VV OEM INC, a person appointed or employed by the Dispute Settlement Centre of Victoria.
3. A mediator appointed by the Committee may be a member or former member of the VV OEM INC but in any case, must not be a person who:
  - (a) Has a personal interest in the dispute
  - (b) Is biased in favour of or against any party.

**28. MEDIATION PROCESS.**

1. The mediator to the dispute, in conducting the mediation, must—
  - (a) Give each party every opportunity to be heard; and
  - (b) Allow due consideration by all parties of any written statement submitted by any party; and
  - (c) Ensure that natural justice is accorded to the parties throughout the mediation process.
2. The mediator must not determine the dispute.

**29. FAILURE TO RESOLVE DISPUTE BY MEDIATION.**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**PART 4 - GENERAL MEETINGS OF THE VV OEM INC**

**30. ANNUAL GENERAL MEETINGS.**

1. The Committee must convene an annual general meeting of the VV OEM INC to be held within 5 months after the end of each financial year.
2. Despite sub rule (1), VV OEM INC may hold its first annual general meeting at any time within 18 months after its incorporation.
3. The Committee may determine the date, time and place of the annual general meeting.
4. The ordinary business of the annual general meeting is as follows—
  - (a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) To receive and consider—
    1. The annual report of the Committee on the activities of VV OEM INC during the preceding financial year; and
    - (2. The financial statements of VV OEM INC for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) To elect the members of the Committee;
  - (d) To confirm or vary the amounts (if any) of the annual subscription.



5. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

**31. SPECIAL GENERAL MEETINGS.**

1. The Executive Committee may, where it thinks fit, may convene a Special General Meeting of the VV OEM INC, and where, but for this sub clause, more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
2. The Executive Committee shall, on the requisition in writing of Ordinary members representing not less than 20 per cent of the total membership, convene a Special General Meeting of the VV OEM INC.
3. The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by two Ordinary members making the requisition and be sent to the address of VV OEM INC Secretary, and may consist of several documents in like form, each signed by the two Ordinary members making the requisition.
4. If the Executive Committee does not cause a Special General Meeting to be held within one (1) month of the date on which the requisition is sent to the address of the Secretary, the Ordinary members making the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
5. A Special General Meeting convened by Ordinary members in pursuance of these rules shall be convened in the same manner or as nearly as possible as that which those meetings convened by the Executive Committee.

**32. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS.**

1. If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
2. A special general meeting convened by members
  - a. must be held within 3 months after the date on which the original request was made
  - b. may only consider the business stated in that request.

The VV OEM INC must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule 31 (3).

**33. NOTICE OF SPECIAL GENERAL OR GENERAL MEETINGS.**

1. The Secretary (or, in the case of a special general meeting convened under rule 32 the members convening the meeting) must give to each member of VV OEM INC:
  - (a) At least 21 days' notice of a general meeting, if a special resolution is to be proposed at the meeting;
  - (b) at least 14 days' notice of a general meeting in any other case.
2. The notice must—
  - (a) Specify the date, time and place of the meeting; and

- (b) Indicate the general nature of each item of business to be considered at the meeting; and
  - (c) If a special resolution is to be proposed—
    - 1. State in full the proposed resolution; and
    - 2. State the intention to propose the resolution as a special resolution; and
  - (d) Comply with rule 34(5).
3. This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 23 sets out the requirements for notice of a disciplinary appeal meeting.

**34. PROXIES.**

- 1. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at all members meetings, other than at a disciplinary appeal meeting.
- 2. The appointment of a proxy must be in writing and signed by the member making the appointment.
- 3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 4. If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 5. Notice of a special general meeting given to a member under rule 33 must:
  - (a) State that the member may appoint another member as a proxy for the meeting; and
  - (b) Include a copy of any form that the Committee has approved for the appointment of a proxy.
- 6. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by VV OEM INC no later than 24 hours before the commencement of the meeting.

**35. USE OF TECHNOLOGY.**

- 1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

2. For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**36. QUORUM AT GENERAL MEETINGS.**

1. No business may be conducted at a general meeting unless a quorum of members is present.
2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 5% of the members entitled to vote.
3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) In the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved.

**Note**

If a meeting convened by, or at the request of, members is dissolved under this sub rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) In any other case—
    1. The meeting must be adjourned to a date not more than 21 days after the adjournment; and
    2. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

**37. ADJOURNMENT OF GENERAL MEETING.**

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting sub rule (1), a meeting may be adjourned—
  - (a) If there is insufficient time to deal with the business at hand; or
  - (b) To give the members more time to consider an item of business.
3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

**38. VOTING AT GENERAL MEETING.**

1. On any question arising at a general meeting—
  - (a) Subject to sub rule 38. (3), each member who is entitled to vote has one vote, and
  - (b) Members may vote personally or by proxy; and
  - (c) Except in the case of a special resolution, the question must be decided on a majority of votes.
2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

**39. SPECIAL RESOLUTIONS.**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

**Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) To remove a committee member from office;
- (b) To alter these Rules, including changing the name or any of the purposes of VV OEM INC.

**40. CARRYING RESOLUTION.**

1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) Carried; or
  - (b) Carried unanimously; or
  - (c) Carried by a particular majority; or
  - (d) Lost—And an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
2. If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

- (b) The Chairperson must declare the result of the resolution on the basis of the poll.
- 3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

**41. MINUTES OF GENERAL MEETING.**

- 1. The Committee must ensure that minutes are taken and kept of each general meeting.
- 2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3. In addition, the minutes of each annual general meeting must include—
  - (a) The names of the members attending the meeting; and
  - (b) Proxy forms given to the Chairperson of the meeting under rule 34(6); and
  - (c) The financial statements submitted to the members in accordance with rule 30 (4) (b) 2; and
  - (d) The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of VV OEM INC; and
  - (e) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

**PART 5 - COMMITTEE**

**DIVISION 1 - POWERS OF COMMITTEE**

**42. ROLE AND POWERS.**

- 1. The business of VV OEM INC must be managed by or under the direction of a Committee.
- 2. The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of VV OEM INC.
- 3. The Committee may—
  - (a) Appoint and remove staff;
  - (b) Establish subcommittees consisting of members with terms of reference it considers appropriate.

**43. DELEGATION.**

1. The Committee may delegate to a member of the Committee, a sub-committee or staff, any of its powers and functions other than—
  - (a) This power of delegation; or
  - (b) A duty imposed on the Committee by the Act or any other law.
2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
3. The Committee may, in writing, revoke a delegation wholly or in part.

**DIVISION 2 - COMPOSITION OF EXECUTIVE COMMITTEE AND DUTIES**

**44. COMPOSITION OF THE EXECUTIVE COMMITTEE.**

1. The Executive Committee consists of—
    - . President
    - . Immediate Past President (where applicable)
    - . Two (2) Vice Presidents
    - . Secretary and Public Officer
    - . Treasurer
  2. Each member of the Executive Committee shall hold office from one Annual General Meeting to another.
  3. Nomination for the positions of the Executive Committee shall be in writing and submitted to the VV OEM INC Secretary, completed 14 days prior to the commencement of the February Annual General Meeting.
  4. If the number of written nominations does not equal the number of positions, then nominations may be called from the floor at the Annual General Meeting.
  5. In the event of a casual vacancy in any office referred to in sub clause 57. 1 (a), except the position of Immediate Past President, the Committee of Management may appoint an Ordinary member of the VV OEM INC to the vacant office and the Ordinary member so appointed may continue in office until the next Annual General Meeting.
  6. For the purposes of these rules, the office of an officer of the VV OEM INC becomes vacant if the officer or member:-
    - (1) Ceases to be an Ordinary member of the VV OEM INC.
    - (2) Becomes insolvent under administration of the Companies (Victoria) Code; or
    - (3) Resigns his office by notice in writing given to the Secretary.
  7. The Executive Committee shall carry out the day-to-day administrative tasks required for the efficient functioning of VV OEM INC within the general administration guidelines of VV OEM INC.
-

**45. GENERAL DUTIES.**

1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
2. The Committee is collectively responsible for ensuring that VV OEM INC complies with the Act and that individual members of the Committee comply with these Rules.
3. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
4. Committee members must exercise their powers and discharge their duties—
  - (a) In good faith in the best interests of VV OEM INC; and
  - (b) For a proper purpose.
5. Committee members and former committee members must not make improper use of—
  - (a) Their position; or
  - (b) Information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to VV OEM INC.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

6. In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

**46. PRESIDENT AND VICE-PRESIDENTS.**

1. The President shall be a financial Ordinary member of the VV OEM INC
2. The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
3. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
  - In the case of a general meeting a member elected by the other members present, or
  - In the case of a committee meeting—a committee member elected by the other committee members present.

**47. SECRETARY AND PUBLIC OFFICER.**

1. The Secretary of VV OEM INC must perform any duty or function required under the Act to be performed by the secretary of an incorporated VV OEM INC.

**Example**

Under the Act, the secretary of the incorporated VV OEM INC is responsible for lodging documents of the VV OEM INC, with the Registrar.

2. The Secretary must:
- (a) Maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the VV OEM INC and, except for the financial records referred to in rule 70 all books, documents, and securities of the VV OEM INC in accordance with rules 72 and 75
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) Perform any other duty or function imposed on the Secretary by these Rules. The Secretary shall also act in the capacity of Public Officer of VV OEM INC.
3. The Secretary must give to the Registrar notice of his or her appointment within 14 Days after the appointment.

**48. TREASURER.**

1. The Treasurer must:
- (a) Receive all moneys paid to or received by VV OEM INC and issue receipts for those moneys in the name of the VV OEM INC.
  - (b) Ensure that all moneys received are paid into the account of VV OEM INC within 5 working days after receipt.
  - (c) Make any payments authorised by the Committee or by a general meeting of VV OEM INC from the VV OEM INC's funds.
  - (d) Ensure cheques are signed by at least 2 committee members.
2. The Treasurer must:
- (a) Ensure that the financial records of VV OEM INC are kept in accordance with the Act
  - (b) Coordinate the preparation of the financial statements of VV OEM INC and their certification by the Committee prior to their submission to the annual general meeting of the VV OEM INC.



- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the VV OEM INC.
- (4) The Treasurer must have the books of the VV OEM INC Audited as per Part 6 Financial matters Item 71

### **DIVISION 3 - ELECTION OF COMMITTEE OF MANAGEMENT AND TENURE OF OFFICE**

#### **49. WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER?**

A member is eligible to be elected or appointed as a committee member if the member—

1. For the position of President is an ORDINARY member (VV OEM INC)
2. For all other positions a financially paid up Ordinary member or associate member with priority to the Ordinary member first, if available.

#### **50. POSITIONS TO BE DECLARED VACANT.**

1. This rule applies to—
  - (a) The first annual general meeting of VV OEM INC after its incorporation; or
  - (b) Any subsequent annual general meeting of VV OEM INC, after the annual report and financial statements of VV OEM INC have been received.
2. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.
3. The Returning Officer must not be a candidate for office.

#### **51. NOMINATIONS.**

1. Prior to the election of each position, the Returning Officer of the meeting must call for nominations to fill that position.
2. An eligible member of the VV OEM INC may—
  - (a) Nominate himself or herself, and be seconded by two financial members.
  - (b) With the member's consent, be nominated by another member.
3. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
4. All unfilled positions can be nominated from the Floor,

**52. ELECTION OF EXECUTIVE COMMITTEE.**

1. At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;
  - (b) Two Vice-Presidents (if applicable);
  - (c) Secretary;
  - (d) Treasurer;
  - (e) Membership Officer;
2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
3. If more than one member is nominated, a ballot must be held in accordance with rule 54.
4. On his or her election, the new President may take over as Chairperson of the meeting.

**53. ELECTION OF ORDINARY MEMBERS.**

1. The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
2. A single election may be held to fill all of those positions.
3. If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
4. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

**54. BALLOT.**

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot.
5. The returning officer must give a blank piece of paper to—
  - (a) Each member present in person; and
  - (b) Each proxy appointed by a member.

**Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers, one for the member and one each for the other 5 members.

6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
7. If the ballot is for more than one position—
  - (a) The voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) The voter must not write the names of more candidates than the number to be elected.
8. Ballot papers that do not comply with sub rule (7) (b) are not to be counted.
9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
11. If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must:
  - (a) conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) With the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**55. TERM OF OFFICE.**

1. Subject to sub rule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
2. A committee member may be re-elected.
3. A general meeting of the Club may:
  - (a) By special resolution remove a committee member from office; and
  - (b) Elect an eligible member of VV OEM INC to fill the vacant position in accordance with this Division.
4. A member who is the subject of a proposed special resolution under sub rule (3) (a) may make representations in writing to the Secretary or President of the VV OEM INC (not exceeding a reasonable length) and may request that the representations be provided to the members of VVAA OEM S/B INC.
5. The Secretary or the President may give a copy of the representations to each member of VV OEM INC or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

**56. VACATION OF OFFICE.**

1. A committee member may resign from the Committee by written notice addressed to the Committee.
2. A person ceases to be a committee member if he or she—
  - (a) Ceases to be a member of the VV OEM INC
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67
  - (c) Otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

**57. FILLING CASUAL VACANCIES.**

1. The Committee may appoint an eligible member of VV OEM INC to fill a position on the Committee that—
  - (a) Has become vacant under rule 56; or
  - (b) Was not filled by election at the last annual general meeting.
2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
3. Rule 55 applies to any committee member appointed by the Committee under sub rule (1) or (2).
4. The Committee may continue to act despite any vacancy in its membership.

**DIVISION 4—MEETINGS OF COMMITTEE**

**58. MEETINGS OF COMMITTEE.**

1. The Committee must meet monthly or Bi-Monthly at the dates, times and places determined by the Committee.
2. The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of VV OEM INC at which the members of the Committee were elected.
3. Special committee meetings may be convened by the President or by any 4 members of the Committee.

**59. NOTICE OF MEETINGS.**

1. Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
2. Notice may be given of more than one committee meeting at the same time.
3. The notice must state the date, time and place of the meeting.
4. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

**60. URGENT MEETINGS.**

1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.
3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

**61. PROCEDURE AND ORDER OF BUSINESS.**

1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
2. The order of business may be determined by the members present at the meeting.

**62. USE OF TECHNOLOGY.**

1. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member, and the committee members present at the meeting to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**63. QUORUM.**

1. No business may be conducted at a Committee meeting unless a quorum is present.
2. The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
  - (a) In the case of a special meeting the meeting lapses;
  - (b) In any other case the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

**64. VOTING.**

1. On any question arising at a committee meeting, each committee member present at the meeting has one vote.
2. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
3. Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
5. Voting by proxy is not permitted.

**65. CONFLICT OF INTEREST.**

1. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
2. The member—
  - (a) Must not be present while the matter is being considered at the meeting; and
  - (b) Must not vote on the matter.

**Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

3. This rule does not apply to a material personal interest—
  - (a) That exists only because the member belongs to a class of persons for whose benefit VV OEM INC is established; or
  - (b) That the member has in common with all, or a substantial proportion of, the members of VV OEM INC.

**66. MINUTES OF COMMITTEE MEETINGS.**

1. The Committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following—
  - (a) The names of the members in attendance at the meeting;
  - (b) The business considered at the meeting;
  - (c) Any resolution on which a vote is taken and the result of the vote;
  - (d) Any material personal interest disclosed under rule 65.

**67. LEAVE OF ABSENCE.**

1. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6 - FINANCIAL MATTERS**

**68. SOURCE OF FUNDS.**

The funds of VV OEM INC may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

**69. MANAGEMENT OF FUNDS.**

1. The VV OEM INC must open an account with a financial institution from which all expenditure of VV OEM INC is made and into which all of VV OEM INC's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the VV OEM INC, the Committee may approve expenditure on behalf of the VV OEM INC.
3. The Committee may authorise the Treasurer to expend funds on behalf of the VV OEM INC (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
5. All funds of VV OEM INC must be deposited into a financial account of VV OEM INC no later than 5 working days after receipt.
6. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

**70. FINANCIAL RECORDS.**

1. VV OEM INC, must keep financial records that—
  - (a) Correctly record and explain its transactions, financial position and performance
  - (b) Enable financial statements to be prepared as required by the Act.
2. VV OEM INC must retain the financial records for 7 years after the transactions covered by the records are completed.
3. The Treasurer must keep in his or her custody, or under his or her control—
  - (a) The financial records for the current financial year; and
  - (b) Any other financial records as authorised by the Committee.

**71. FINANCIAL STATEMENTS.**

1. The income and property of VV OEM INC, whencesoever derived, shall be applied solely towards the objects of VV OEM INC set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to Ordinary members of VV OEM INC provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any Ordinary member of VV OEM INC or to any other person, in return for goods or services actually rendered to VV OEM INC, nor prevent payment of interest at a rate not exceeding the rate charged by bankers in the State of Victoria on overdraft, accounts on any money lent or reasonable and proper rent for premises demised or let to VV OEM INC by any Ordinary member but so that no Ordinary member of VV OEM INC shall be appointed to any salaried office of VV OEM INC, or any office of VV OEM INC paid by fees, and that no remuneration or other benefit in money and money's worth shall be given by VV OEM INC to any Ordinary member, except repayment of out-of-pocket expenses and interest, at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to VV OEM INC.
2. A special fund shall be established and maintained and administered by the Committee of Management to assist in and provide welfare support for Ex-service persons and their dependants.
3. For each financial year, the Committee must ensure that the requirements under the Act Relating to the financial statements of VV OEM INC are met.
4. Without limiting sub rule (3), those requirements include—
  - (a) The preparation of the financial statements;
  - (b) Auditing of the financial statements before AGM;
  - (c) The certification of the financial statements by the Committee;
  - (d) The submission of the financial statements to the annual general meeting of the VV OEM INC;
  - (e) The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
  - (f) All cheques, drafts, bills of exchange, promissory notes and other negotiable

Instruments shall be signed by two members of the Executive committee.



## **PART 7 - GENERAL MATTERS**

### **72. COMMON SEAL.**

1. VV OEM INC may have a common seal.
2. If VV OEM INC has a common seal:
  - (a) The name of VV OEM INC must appear in legible characters on the common seal;
  - (b) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) The common seal must be kept in the custody of the Secretary.

### **73. REGISTERED ADDRESS.**

The registered address of VV OEM INC is:

1. The address determined from time to time by resolution of the Committee; or
2. If the Committee has not determined an address to be the registered address the postal address of the Secretary.

### **74. NOTICE REQUIREMENTS.**

1. Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) By handing the notice to the member personally; or
  - (b) By sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) By email or facsimile transmission.
2. Sub rule (1) does not apply to notice given under rule 60.
3. Any notice required to be given to VV OEM INC or the Committee may be given—
  - (a) By handing the notice to a member of the Committee; or
  - (b) By sending the notice by post to the registered address; or
  - (c) By leaving the notice at the registered address; or
  - (d) If the Committee determines that it is appropriate in the circumstances—
    - (i) By email to the email address of VV OEM INC or the Secretary;
    - (ii) By facsimile transmission to the facsimile number of VV OEM INC.

### **75. CUSTODY AND INSPECTION OF BOOKS AND RECORDS.**

- (1) Members may on request inspect free of charge—
-

- (a) The register of members;
- (b) The minutes of general meetings;
- (c) Subject to sub rule (2), the financial records, books, securities and any other relevant document of VV OEM INC, including minutes of Committee meetings.

**Note**

See note following rule 18 for details of access to the register of members.

- 2. The Committee may refuse to permit a member to inspect records of VV OEM INC that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the VV OEM INC.
- 3. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 4. Subject to sub rule (2), a member may make a copy of any of the other records of VV OEM INC referred to in this rule and VV OEM INC may charge a reasonable fee for provision of a copy of such a record.
- 5. For purposes of this rule—
  - Relevant documents** mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the VV OEM INC and includes the following—
    - (a) Its membership records;
    - (b) Its financial statements;
    - (c) Its financial records;
    - (d) Records and documents relating to transactions, dealings, business or property of the VV OEM INC.

**76. WINDING UP AND CANCELLATION.**

- 1. VV OEM INC may be wound up voluntarily by special resolution.
- 2. In the event of the winding up or the cancellation of the incorporation of VV OEM INC, the surplus assets of VV OEM INC must not be distributed to any members or former members of the VV OEM INC.
- 3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to VV OEM INC and which is not carried on for the profit or gain of its individual members.
- 4. The body to which the surplus assets are to be given must be decided by special resolution.
- 5. VV OEM INC shall not be dissolved or wound up except by means of a plebiscite forwarded to all members, and a 75% majority of those financial members responding to the plebiscite called for the purpose, agree to such dissolution or wind up.

6. The liability of an Ordinary member of VV OEM INC to contribute towards the payment of the debts and liabilities of VV OEM INC or the cost, charges and expenses of the winding up of the VV OEM INC is limited to the amount, if any, unpaid by the Ordinary member in respect of membership of VV OEM INC.

77. **ALTERATION OF THE CONSTITUTION AND STATEMENT OF PURPOSES.**

This Constitution may only be altered, rescinded or added to only by special resolution at a Special General Meeting, of VV OEM INC, such resolution to be preceded by a Notice of Motion giving not less than sixty (60) days' notice, in accordance with the Act.

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

78. **PRINCIPLES OF OPERATION**

*The Principles of Operation for Vietnam Veterans Outer Eastern Melbourne Inc.* are incorporated as *Attachment A* of this document.

=====

## **Attachment A.**

### **VIETNAM VETERANS OUTER EASTERN MELBOURNE PRINCIPLES OF OPERATION**

#### **Vision**

OEM envisions an Australian service/ex-service landscape in which all are accorded the dignity and respect commensurate with the pledge to guard and protect through serving in Australia's Defence Services, "to sacrifice, up to and including life, for our nation".

#### **Mission Statement**

As a non-profit ex- service voluntary organisation, our purpose is to maintain existing membership services, and to explore/implement new opportunities to promote the support interests and needs of our members and their dependants.

#### **Core Values**

OEM observes the following core values as our fundamental beliefs. These core values are unwavering and are the ongoing principles which dictate the operational decisions and direction of our Sub branch.

Our 5 core values are:

- Respect
- Integrity
- Inclusiveness
- Excellence
- Mateship

#### **Goals**

- Explore and implement opportunities to improve the interests of our members
- Maintain a culture of 'family friendly' and positive traditional values.
- Encourage, promote and support the well being and health of our members.
- Recognise and support appropriate ceremonial occasions
- Liaise with and support the VVAA (Victorian State Branch)
- Optimise two way communication within the Sub-branch
- Minimise and streamline the workload associated with managing the Sub-branch
- Encourage and support a range of "special interest" sub-groups within the Sub-branch to broaden our appeal and further our support goals.
- As an ex-service organisation, to advocate on issues concerning service and ex-service matters as appropriate.
- Contribute as appropriate to a stable, equitable, and progressive Australia.
- In a transparent manner, to meet the legal, compliance and ethical requirements of our Sub-branch operating framework.

#### **Strategic Priorities**

- Facilitate the provision/sourcing of expert advocacy and support assistance and advice for our members.
- Liaise and work with organisations and people with whom we share similar values and with whom we seek similar outcomes on issues.
- Explore options, and implement measures, to source both short term, and on-going funding, to meet the costs of managing our organisation and the support needs of our members.
- Engage with the community to foster an awareness of our existence, and support for our work, in pursuing our goals and initiatives.
- Maintain and expand membership numbers to broaden and upscale opportunities for our membership.
- Identify and implement a base of operations (home) for our Sub-branch.