



**CONSTITUTION  
OF  
86 TRANSPORT VIETNAM ASSOCIATION  
INCORPORATED**

**As adopted at the General Meeting**

**On**

**26 February 2018**

This is a true copy of the Association's Rules referred to Annexure A in the Statutory Declaration of James William Hignett Public Officer for 86 Transport Vietnam Association Incorporated *[Signature]* 22/3/18.

Made on: *22<sup>nd</sup>* day of *MARCH* 2018

Before me:

*[Signature]*

**TONY JOHNSTON J.P.**  
JUSTICE OF THE PEACE IN AND FOR  
THE STATE OF SOUTH AUSTRALIA  
ID: 22590

# 86 TRANSPORT VIETNAM ASSOCIATION INCORPORATED

## CONSTITUTION AND RULES

### 1. NAME

The name of the Association is 86 Transport Vietnam Association Incorporated.

### 2. INTERPRETATION

In these rules unless the contrary intention appears:

- 2.1 Committee, means the Committee of Management of the Association;
- 2.2 Meeting means a general meeting of members of the Association convened in accordance with these rules;
- 2.3 Member means a member of the Association;
- 2.4 The "Act" means the Associations Incorporation Act, 1985; (as amended) and passed in the South Australian Parliament;
- 2.5 86 Transport Platoon means Detachment 86 Transport Platoon and 86 Transport Platoon;
- 2.6 86 veteran means a veteran posted to Detachment 86 Transport Platoon or 86 Transport Platoon in Vietnam or a veteran who served alongside Detachment 86 Transport Platoon or 86 Transport Platoon in Vietnam

### 3. OBJECT AND PURPOSES

The object and purposes of the Association are:

- 3.1 To foster the links between Australian returned servicemen who served in South Vietnam as part of 86 Transport Platoon;
- 3.2 To educate the Australian public on Australia's involvement in the war in South Vietnam.

### 4. POWERS

- 4.1 The Association shall have all the powers conferred by Section 25 of the Act;
- 4.2 The Association has the power to do all such things as are necessary, incidental or conducive to the attainment of the objects and purposes of the Association.

### 5. MEMBERSHIP

The membership of the Association consists of Ordinary and Family/Associate Members

#### 5.1 Ordinary Membership

- 5.1.1 A person is qualified to be an ordinary member of the Association if:
  - a) the person served in 86 Transport Platoon or Detachment 86 Transport Platoon in South Vietnam
  - b) the person applied for membership and been approved for membership by the Committee of the Association
- 5.1.2 The application for membership shall be made in writing, signed by the applicant and shall be in such form as the Committee shall prescribe from time to time.
- 5.1.3 Upon the acceptance of the application by the Committee the applicant shall be an ordinary member of the Association.

#### 5.2 Family/Associate Membership

- 5.2.1 Family/Associate members of the Association may include
  - a) A veteran whose service and contribution was linked to 86 Transport Platoon or Detachment 86 Transport Platoon in Vietnam.
  - b) The partner of a person who was deployed to 86 Transport Platoon or Detachment 86 Transport Platoon in Vietnam.
- 5.2.2 The application for membership shall be made in writing, signed by the applicant and shall be in such form as the Committee shall prescribe from time to time.
- 5.2.3 Upon the acceptance of the application by the Committee the applicant shall be a Family/Associate member of the Association.

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5.2.4 A Family/Associate member must not vote but may have other rights as determined by the Committee.

### **6. SUBSCRIPTIONS**

- 6.1 The subscription fees for membership shall be set by the Committee.
- 6.2 The subscription fee shall be payable annually on 1 April or at such other time as the Committee shall determine from time to time.
- 6.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

### **7. CESSATION OF MEMBERSHIP**

The membership of a person ceases on resignation, non-renewal of membership, expulsion or death.

#### **7.1 Resignation**

- 7.1.1 A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association.
- 7.1.2 Any member so resigning shall be liable for any outstanding subscriptions, which shall be recovered as a debt due to the Association.

#### **7.2 Non-Renewal**

- 7.2.1 Any member whose renewal is outstanding for more than 3 months after being issued with a renewal notification by the Secretary shall cease to be a member of the Association.

#### **7.3 Expulsion**

- 7.3.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- 7.3.2 Particulars of the allegation shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- 7.3.3 The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 7.3.4 below), cease to be a member 14 days after the committee has communicated its determination to the member.
- 7.3.4 It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
- 7.3.5 In the event of an appeal under 7.3.4 above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

### **8. THE COMMITTEE**

- 8.1 The affairs of the Association shall be maintained and controlled exclusively by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.

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- 8.2 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 8.3 The Committee shall be comprised of a President, Secretary, Minute Secretary and Treasurer and two committee members all of whom shall be members of the Association.
- 8.4 The duties of Committee Members include:
- 8.4.1 President
    - 8.4.1.1 presiding at meetings of the Association
    - 8.4.1.2 when presiding at a meeting having a casting vote
    - 8.4.1.3 representing the Association at functions and forums
  - 8.4.2 Secretary
    - 8.4.2.1 maintaining custody of documents and property of the Association
    - 8.4.2.2 maintaining a register of members
    - 8.4.2.3 preparing and filing of all returns required under the Associations Incorporation Act 1985
  - 8.4.3 Minute Secretary
    - 8.4.3.1 keeping and recording of all minutes and proceedings of the Committee and general meetings of the Association
  - 8.4.4 Treasurer
    - 8.4.4.1 keeping and recording of all information to explain the financial transactions and position of the Association
    - 8.4.4.2 reporting on the Association's financial position at Committee meetings
    - 8.4.4.3 paying the Association's accounts
  - 8.4.5 Committee Members
    - 8.4.5.1 attending and participating in all meetings of the Committee
    - 8.4.5.2 giving effect to decisions of the Committee
- 8.5 The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first annual general meeting after incorporation.
- 8.6 The Committee may appoint a natural person to fill a casual vacancy, and such an executive member shall hold office until the next annual general meeting of the Association and be eligible for reappointment.
- 8.7 A retiring Committee member shall be eligible to stand for re-election without nomination.
- 8.8 If only the required number of persons is nominated to fill existing vacancies, the Secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as Committee members.

### **9. DISQUALIFICATION OF COMMITTEE MEMBERS**

The office of Committee member shall become vacant if an Executive member is:

- 9.1 disqualified by the Act;
- 9.2 expelled under these rules;
- 9.3 permanently incapacitated by ill health;
- 9.4 absent without apology for more than three consecutive committee meetings, or more than three consecutive executive meetings in a financial year.

### **10. PROCEEDINGS OF THE COMMITTEE**

10.1 The Committee shall meet together for the dispatch of business at least three times a year.

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10.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting and deliberative vote.

10.3 A quorum of a meeting of the Committee shall be three.

10.4 A member of the Committee having a pecuniary interest in contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

### **11. REGISTER**

The Secretary of the Association shall keep and maintain a register of members in which shall be entered full name, address, email address, and date of entry for each member.

### **12. CUSTODY OF RECORDS**

Except as otherwise provided in these rules; the Secretary shall keep in custody or control, all books, documents and securities of the Association.

### **13. FINANCIAL YEAR**

The first year of the Association shall be the period ending on 31 December 1999 and thereafter ending a period of 12 months in each year.

### **14. REUNIONS**

14.1 The Committee may establish a Reunion Committee to specifically organise a reunion of 86 veterans and their families in Australia.

14.2 The terms of reference of such a committee will be limited to the organising of the reunion with regular planning reports being provided to the Committee and an audited financial statement forwarded to the Committee within 6 months of the Reunion.

### **15. RULES**

15.1 Subject to approval by a resolution of the members of the Association, these rules may be altered, or be rescinded and replaced by substituted rules.

15.2 Such an alternation shall be registered with the Corporate Affairs Commission as required by the Act.

15.3 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

### **16. THE SEAL**

16.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

16.2 The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minute book of the Association.

16.3 The affixing of the seal shall be witnessed by two either the Chairperson and Secretary or Vice Chairperson and Secretary.

16.4 The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

### **17. GENERAL MEETINGS**

17.1 The Committee may call a general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.

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- 17.2 The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.
- 17.3 Upon a requisition in writing of not less than 25% of the total number of members of the Association, the Committee shall within two months of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 17.4 Every requisition for a special general meeting shall be signed by the members making the same and all state the purpose of the meeting.
- 17.5 If a special general meeting is not convened within two months as required by the sub-rule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 17.6 At least 28 days' notice of any general meeting, including a meeting that has an agenda proposing a special resolution, shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. For proposed special resolutions the notice must state the text of the proposed special resolution and provide an adequate explanation. The notice must specify the intention to propose the resolution as a special resolution.
- 17.7 In the case of an annual general meeting, the order of the business at the meeting shall be consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and Committee members (if required), and any other business requiring consideration of the Association in general meeting.
- 17.8 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by email to the email address appearing in the register of members, or by post to the address appearing in the register of members. Where the notice is sent by email or by post, service of the notice shall be deemed to be effected if it is properly addressed and posted or emailed to the member.

### **18. PROCEEDINGS AT GENERAL MEETINGS**

- 18.1 Six (6) members present personally constitute a quorum at any general meeting.
- 18.2 If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 18.3 The President of the Committee or if there shall be no chairperson, or in his absence, or in his declining to take, or retiring from the chair, one of the Committee members chosen by the meeting shall preside as chairperson at every general meeting of the Association.
- 18.4 If there is no such chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson.
- 18.5 The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 18.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

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- 18.7 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number of propositions of the votes recorded in favour of, or against, the resolution.
- 18.8 If a poll is demanded by the chairperson of the meeting or by three or more members present personally, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally at the meeting is required.
- 18.9 A poll demanded on the election of a chairperson of a meeting or on any question of adjournment, shall be taken at the meeting and without adjournment.

### **19. MINUTES**

- 19.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 19.2 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 19.3 Where minutes are entered and signed, they shall until the contrary is proved by evidence, that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

### **20. VOTING RIGHTS**

- 20.1 Subject to these rules, each ordinary member present in person shall be entitled to one vote either present in person or by submission of a written vote. A written vote may be made by Australia Post or electronic means.
- 20.2 The Association may hold a postal or electronic ballot to decide on any issue or proposal.
- 20.3 The postal or electronic ballot is to be conducted in accordance with the procedure determined by the Committee

### **21. ACCOUNTS**

- 21.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- 21.2 The Committee may authorise the Treasurer to expend funds on behalf of the Association (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. The Treasurer shall report all of these transactions at the following Committee meeting.
- 21.3 The accounts of the Association shall be audited annually.

### **22. WINDING UP**

The Association may be wound up in the manner provided for in Act.

### **23. DISPOSAL OF SURPLUS ASSETS**

If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to a nationally recognised organisation concerned with the health and welfare of Vietnam Veterans and or their families.