

CONSTITUTION OF THE ROYAL AUSTRALIAN ENGINEERS
ASSOCIATION of TASMANIA (Inc)

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CONSTITUTION OF THE ROYAL AUSTRALIAN ENGINEERS ASSOCIATION of TASMANIA (Inc)

1. Name of Association

The name of the Association is Royal Australian Engineers Association of Tasmania incorporated (RAE Association of TAS inc)

2. Definitions

In these rules, unless the contrary intention appears –

“Committee meeting” means meeting referred to in rule 11.

“Committee member” means a person referred to in rule 11 subrule (1)

“Financial year” has the meaning given by section 3 (1) of the Act, a reference in that section to –

“an incorporated Association” or “the Association” being construed as a reference to the Association; and

“the Committee” being construed as a reference to the Committee

“General Meeting” means a meeting convened under rule 16;

“Member” means a member of the Association

“Ordinary resolution” means resolution other than a special resolution;

“Special resolution” has the meaning given by section 24 of the Act;

“the Act” means the Associations and Incorporation Act 1964

“the Association” means the Association referred to in rule 1;

“the Chairperson” means-

- (a) In relation to the proceedings at a Committee meeting or a General meeting, the person presiding at the Committee meeting or General meeting in accordance with rule 11 or 13;

“the Committee” means the Committee of Management of the Association referred to in rule 11;

“the Secretary” means the Secretary referred to in rule 14

“the Treasurer” means the Treasurer referred to in rule 15

3. Objects of the Association

- (1) The objects of the Association are-
 - (a) to promote the general welfare of members by any means within the power of the Association;
 - (b) To promote social activities amongst members;
 - (c) To keep on contact with all sappers and foster the good fellowship and friendships formed in the Engineer Corps among all ranks, who have served or are serving;
 - (d) To assist in maintaining the traditions and prestige of the Corps of Engineers;
 - (e) To protect and represent the interest of RAE ex-service and serving personnel;

- (2) The property and income of the Association shall be applied solely towards 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. Powers of the Association

- (1) The powers of the Association pursuant to section 13 of the Act are-
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money –
 - (d) in any security in which trust moneys may be invested; or
 - (e) in any other manner authorised by the rules of the Association;
 - (f) borrow money on such terms and conditions as the Association thinks fit;
 - (g) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (h) appoint agents to transact any business of the Association on its behalf;
 - (i) enter into any other contract it considers necessary and desirable in accordance with the objects of the Association:

5. Qualifications for membership of the Association

- (1) Membership of the Association is open to;
 - (a) Ordinary membership of the Association is open to all persons who have served or are serving in the Corps of Royal Australian Engineers;
 - (b) Honorary membership of the Association is open to any person deemed to have rendered service to the unit or members of the unit or the Association; and
 - (c) Honorary life Membership of the association may be granted to any member of the Association who is proposed and seconded for granting of life membership at a General Meeting, and is elected by a majority of those members present at the meeting.

- (2) A person who wishes to become a member shall –
 - (a) apply for membership, to the Committee in writing –
 - (i) signed by that person
 - (ii) in such form as the Committee from time to time directs; and

(iii) pay such fees as required by Rule 7

(3) The Committee shall consider each application made under subrule (2) at the next occurring Committee meeting and shall accept or reject that application and advise the applicant.

6. Register of Members of the Association

(1) The Secretary shall on behalf of the Association, keep and maintain the register of members in accordance with section 27 of the Act and that Register shall be so kept and maintained at his or her place of residence.

(2) The Secretary shall cause the name of a person who dies or ceases to be a member under Rule 7(3), 8(1) or 9, to be deleted from the register of members referred to in sub rule (1).

7. Subscriptions of Members of the Association

(1) The members shall from time to time at a General Meeting, determine the amount of subscription to be paid by each member

(2) Each member shall pay the Treasurer, annually on or before 1st January or on such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1)

(3) Subject to subrule (4), a member whose subscription is not paid within three months after the relevant date fixed or under subrule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

(4) A member is a financial member for the purposes of this rule if his or her subscription is paid by the relevant date fixed by or under subrule (2) or within three months hereafter.

(5) The subscription may be reduced at the discretion of the Committee and on application by a member.

8. Resignation of Members of the Association

(1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on delivery to be a member

(2) A person who ceases to be a member under subrule (1) remains liable to pay the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of cessation.

(3) Retiring members shall not have any claims upon the property of the Association.

9. Expulsion of Members of the Association

- (1) If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing to the member –
 - (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided, and
 - (b) Particulars of that conduct not less than 30 days before the date of the Committee meeting referred to in paragraph (a)
- (2) At a Committee meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall forthwith after deciding whether or not to expel that member, communicate in writing to that member.
- (3) Subject to subrule (5) a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision to expel him or her is communicated to him or her under subrule (2)
- (4) A member who is expelled under subrule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of (14) days referred to in subrule (3)
- (5) When notice is given under subrule (4)-
 - (a) The association in General meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard, or to make representation in writing to, the Association in the General Meeting, confirm or set aside the decision of the Committee to expel that member; and
 - (b) The member who gave that notice does not cease to be a member until the decision of the Committee to expel him or her is confirmed under this subrule

10. Office bearers

The office bearers shall be, Patron, President, Vice-President, Secretary, Treasurer and a Committee of four (4)

11. Committee of Management

- (1) The Committee of Management shall consist of the President, Vice-President, Secretary, Treasurer and 4 Committee members;
 - (a) All past Presidents shall be ex-officio members of the Committee.
 - (b) The management of the affairs of the Association shall be vested in the Committee of Management subject to any direction given by an Annual General or Special General Meeting.

- (2) In the event insufficient nominations are received, nominations may be called for from the floor at the meeting.
- (3) A person who is eligible election or re-election under this rule may at the Annual General Meeting –
 - (a) propose or second himself or herself for election or re-election;
 - (b) vote for himself or herself.
- (4) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given of the Annual General Meeting at which that election is to be held.
- (5) If the number of persons nominated for the election to membership of the Committee does not exceed the number of vacancies in that membership to be filled
 - (a) the Secretary shall report accordingly to; and
 - (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at, the Annual General Meeting concerned.
- (6) The Committee of Management shall meet at such times and places as it shall determine, but the interval between meetings shall not be longer than three (3) months. The President shall take the chair at all meetings or in his absence the Past-President, or in the absence of both, the Vice – President. In the absence of the President, Past President or Vice – President a member in attendance to be elected to the chair.
- (7) At all meetings of the Committee, six members shall make a Quorum. The Chairman shall have a deliberate vote and in the event of equality of voting a casting vote. Should any member of the Committee of Management, excepting the President and Vice – President be absent from three (3) consecutive Meetings of the Committee, without satisfactory explanation, his seat may be declared vacant.
- (8) The President and Secretary shall have the power to convene a Meeting of the Committee at any time
- (9) The Order of Business to be followed at a Committee Meeting shall be determined by the Committee members present at the Committee meeting.
- (10) A Committee member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with those sections
- (11) The Committee may appoint sub-committees to carry out specific functions. Such sub-committees will be chaired by a member of the Committee and members may be drawn from the general membership of the Association. All recommendations of Sub-committees must be approved by the Committee.

12. Election of Office Bearers and Committee

- (1) Office Bearers and Committee shall be elected at each Annual General Meeting (or at a Special General Meeting if circumstances necessitate) in accordance with the following provision;
- (2) Office Bearers – (as enumerated in rule 10) including those incorporated in the Committee of Management for a period of no longer than two (2) years
NOTE: The President shall not hold office for a period of no longer than two (2) consecutive years, but may be elected to the position of Vice- President in the event of no nominations for the position at the Annual General Meeting
- (3) Committee – (excluding Office Bearers incorporated in the Committee of Management, see rule 10) four members be elected for a period of 2 years. At the Annual General Meeting the four members may be re-elected if there are no new nominations for their positions.
- (4) The nomination of each individual person for any of the positions prescribed in rules 10 and 11 shall be moved and seconded before being submitted for election.
- (5) The Committee of Management shall have the power to fill any vacancy that may occur between Annual General Meetings. Such appointment or appointments shall be for the period from the date vacancy occurs until the next Annual General Meeting.

13. Chairperson at General Meetings

- (1) Subject to this rule, the President shall preside at all General meetings
- (2) In the event of the absence from a General Meeting of
 - (a) of the President, the Vice-President shall preside; or if
 - (b) of the President and the Vice-President, a member of the Association elected to preside as Chairperson by the members of the Association present and entitled to vote at the General meeting.

14. Secretary (or Secretary/Treasurer)

The Secretary shall –

- (a) Co-ordinate the correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) Comply on behalf of the Association with –
 - (i) Section 27 of the Act in respect of the register of members of the Association;
 - (ii) Section 28 of the Act in respect of the rules of the Association; and
 - (iii) Section 29 of the Act in respect of the record of office holders and any trustees of the Association.

- (d) Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 15 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) Perform such duties as are imposed by these rules on the Secretary;
- (f) Perform the of the Treasurer should the positions be conjoined.

15. Treasurer (or Secretary/Treasurer)

The Treasurer shall –

- (a) Be responsible for the receipt of all monies paid to or received by, or by him on behalf of, the Association and shall issue receipts for those monies in the name of the Association;
- (b) Pay all monies referred to in paragraph (a) into such Account or Accounts of the Association as the Committee may from time to time direct;
- (c) Make payments from funds of the Association with the authority of a General Meeting or of the Committee and in doing so ensure that all cheques are signed by authorised Committee members in accordance with rule 22A;
- (d) Comply on behalf of the Association with Sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) Submit to the Committee a report, balance sheet or financial statement at a General Committee Meeting and at the Annual General Meeting;
- (f) 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 duties as are imposed on the treasurer.

16. General Meetings

(1) The committee –

- (a) May at any time convene a Special General Meeting;
- (b) Shall convene Annual General Meetings in November each year or within the time limits provided for the holding of General Meetings by section 23 of the Act, and other General Meetings as decided by the Committee; and
- (c) Shall within 30 days of
 - (I) Receiving a request in writing to do so from not less than 10 members, convene a Special General Meeting for the purpose specified in the request, or
 - (II) The Secretary receiving a notice under rule 9(4) convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.

(2) The members making the request referred to in subrule (1) C (I) or (II) shall

- (a) State in that request the purpose for which the Special General Meeting is required; and
- (b) Sign that request.

(3) If a Special General Meeting is not convened within the relevant period of 30 days referred to –

- (a) In subrule (1) (c) (I), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
- (b) In subrule (1) (c) (I), the members who gave notice concerned may themselves convene a Special General Meeting as if he or she were the Committee.

- (4) When a Special General Meeting is convened under subrule (3) (a) or (b);
 - (a) The Committee shall ensure that all members or member convening the Special General Meeting are supplied free of charge with particulars of all members; and
 - (b) The Association shall pay the reasonable expenses of convening and holding the Special General Meeting.

- (5) Subject to subrule (8), the Secretary shall give all members not less than 14 days' notice of a General Meeting and of any motions to be moved at the General Meeting.

- (6) A notice given under subrule (5) shall specify
 - (a) When and Where the General meeting concerned is to be held, and
 - (b) Particulars of the business to be transacted at the General Meeting concerned and of the other in which that business is to be transacted

- (7) In the case of an Annual General Meeting, the order of business to be transacted is
 - (a) First, the consideration of accounts and reports of the Committee;
 - (b) Second, the election of Committee members to replace the outgoing Committee members; and
 - (c) Thirdly, any other business requiring consideration by the Association in General Meeting.

- (8) The Secretary shall give all members not less than 21 days' notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting;

- (9) The Secretary may give notice under subrule (5) or (8) by-
 - (a) Serving it on a member personally; or
 - (b) Sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.

- (10) When a notice is sent by post under subrule (9)(b), sending the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

17. Quorum in proceedings at General Meetings

- (1) At a General Meeting 10 members present in person or by proxy or ten percent of the membership, whichever is the lesser, shall constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a General meeting in a notice given under rule 16(5) or (8) –
- (a) As a result of a request referred to under rule 16(1) (c) or as a result of action taken under rule 16(3) a quorum is not present, the General meeting lapses; or
 - (b) Otherwise than the result of a request, notice of action referred to paragraph (a) the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by subrule (2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the meeting as if a quorum was present.
- (4) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and place to place.
- (5) There shall not be transacted at an adjourned General Meeting any business other than the business left unfinished or on the agenda at the time when the General Meeting was adjourned General Meeting.
- (6) When a General Meeting is adjourned for 30 days or more, the Secretary shall give notice under rule 16 of the adjourned General Meeting as if that General Meeting Were a fresh meeting.
- (7) At a General Meeting –
- (a) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) A special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll as demanded in accordance with subrule (9).
- (9) At a General Meeting a poll may be demanded by the Chairperson at the General Meeting or by 3 or more members present in person or by proxy and if so demanded, shall be taken in such a manner as the Chairperson directs.

- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand.

18. Minutes of meetings of the Association

- (1) The Secretary shall cause proper minutes of all proceedings of all General and Committee Meetings to be taken and then to be entered within thirty (30) days after the holding of each General or Committee Meetings, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a General Meeting or Committee Meeting under subrule (1) are checked and signed correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting, as the case required.
- (3) When the minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that –
 - (a) The General Meeting or Committee Meeting to which they relate (in this subrule called the “meeting”) was duly convened and held;
 - (b) All proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) All appointments and elections purporting to have been made at the meeting have been validly made.

19. Voting rights of members of the Association

Subject to these rules, each member present in person or by proxy at a General Meeting is entitled to a deliberate vote.

20. Proxies of members of the Association

- (1) A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be proxy of the appointing member and to attend, and vote on behalf of the appointing member at any meeting.
- (2) Proxies must be in writing and lodged with the Secretary prior to the commencement of the meeting.

21. Rules of the Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17,18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22. Common Seal of the Association

- (1) The Association shall have a Common Seal on which its corporate name shall appear in legible characters.
- (2) The common Seal of the Association shall not be used without the express authority of the Committee and every use of that Common Seal shall be recorded in the minute book referred to in rule 18.
- (3) Affixing of the Common Seal shall be witnessed by any two (2) of the Chairperson, the Secretary and the Treasurer.
- (4) The Common Seal of the Association shall be kept in the custody of the Secretary or of such person as the Committee from time to time decides.

22(A). Operation of Accounts

All bank accounts operated by the Association, in accordance with Rule 4(b) are to have two signatories, the Treasurer, and any of the President, Vice-President or Secretary or nominated Committee members, authorising withdrawals or payments.

23. Inspection of Records, etc, of the Association

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

24. Distribution of surplus property on winding up of the Association

If on winding of the Association, any remaining property of the Association after the satisfaction of the debts and liabilities of the Association and costs, charges and expenses of that winding up, the property shall be distributed –

- (a) To another incorporated Association having objects similar to the Association; or
- (b) For charitable or benevolent purposes, which incorporated Association or purpose, the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of surplus property of the Association.