



## **RAAMC ASSOCIATION INCORPORATED**

The RAAMC Association was constituted on 25 January 2008 and incorporated with the NSW Department of Fair Trading. Documents have been lodged with the Australian Securities and Investments Commission (ASIC).

The RAAMC Association is fundamentally an Association for members and former members of the RAAMC. The RAAMC Association Incorporated is not an official part of the Royal Australian Army Medical Corps, however it is closely connected through serving members, both full time and reserve, and the RAAMC, service and veteran associations. Its role is to act as a conduit between these associations and the Royal Australian Army Medical Corps and to provide support, guidance and advice.

Serving and former RAAMC members who are members of any RAAMC unit association may become members of the RAAMC Association if they are in good standing with their respective association and make application in accordance with this constitution. Individuals from other Corps or other Services who have been attached to the RAAMC or to an RAAMC Unit may join as Special Members or Associate members in accordance with this constitution.

The RAAMC Association does not charge membership subscriptions and obtains its administrative costs from donations and in the future, from sponsorship and leasing advertising space on its website at [www.raamc.org.au](http://www.raamc.org.au).

The RAAMC Association is a national body and as such Branches (which may be referred to as Branches of the RAAMC Association) should not work independently from the National Body.

The Foundation Members never intended for the RAAMC Association to be a Health Service Association.

The RAAMC Association is not rank orientated.

The RAAMC Association encourages all members, full and part time, especially those who have served in modern conflicts and ADF Operations to join The Association in its activities, especially on ANZAC Day.

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Constitution of the RAAMC Association Incorporated

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**1. NAME**

- a. The name of the organisation shall be the RAAMC Association Incorporated (The Association).
- b. So far as is permitted by law, and unless it is incapable of application, the short title of The Association shall be RAAMCA.

**2. REGISTRATION**

The Association shall be registered with the Australian Securities and Investments Commission (ASIC) as a registrable body.

**3. INTERPRETATION**

- a. In these Clauses, except insofar as the context or subject matter otherwise indicates or requires:

**'ADF'** means the Australian Defence Force.

**'AGM'** means the Annual General Meeting of The National Association or a Branch Association convened in accordance with this Constitution. The AGM is attended by the management committee and other invited guests. This meeting is a public statement about the incorporated association's financial position and the activities and achievements of the previous year. The AGM is an opportunity for the incorporated association to officially elect office bearers and to present audited or verified financial statements.

**'Allied country'** means any country with whom the Australian Defence Force has joined forces to engage in an armed conflict or a peacekeeping task.

**'Clause'** means a clause of this Constitution.

**'Books of Account'** means financial records which may include computerised accounting records.

**'Branch'** means a Branch of The Association established in a State, Territory or region pursuant to Clause 20.

**'Branch Committee'** means a Committee of a State, Territory or region.

**'Branch Executive'** means an Executive Committee (President, Secretary and Treasurer) of a Branch Association.

**'Financial Year'** means the year ending 30 June.

**'Member'** or **'members'** are defined by their category of membership in Clause 6.

**'National Committee'** means the National Committee of The National Association established pursuant to Clause 15.

**'National Executive'** means the National Executive of The National Association (President, Vice President, Secretary, and Treasurer).

**'Resolution'** means a resolution of a meeting (of whatever nature) of The Association, the Branch, and the National Committee which is passed by a simple majority of the attending members entitled to vote at such meeting.

**'Special Resolution'** means a resolution of a meeting (of whatever nature) of The Association, the Branch, the National Committee which is passed by a two thirds majority of the attending members entitled to vote at such meeting.

- b. In these Clauses,:
- i. a reference to a function includes a reference to a power, authority and duty;
  - ii. a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of that duty;
  - iii. the singular includes the plural and vice versa and the words they, them or their includes he, him and his as well as she, her and hers; and
  - iv. where the masculine gender appears it also includes the feminine gender.
- c. Questions of interpretation shall be resolved by National Committee whose rulings shall be promulgated to Branches and shall be binding.

#### **4. OBJECTIVES**

The objectives, for which The Association is established, are to:

- a. foster esprit-de-corps and comradeship between members and former members of the Royal Australian Army Medical Corps (RAAMC).
- b. assist RAAMC Unit Associations to foster the same or similar objectives as the Association.
- c. act as a conduit between the RAAMC Association and RAAMC Unit Associations and the Royal Australian Army Medical Corps.
- d. advise or assist any serving or retired member of the RAAMC or their families as required, in matters affecting their welfare, free of charge to the member.

#### **5. COMPOSITION OF THE ASSOCIATION**

- a. Membership: The Association shall consist of members.
- b. Structure: The Association shall have a National Committee and each State/Territory/region may have a Branch Committee.
- c. Governance: The Association has the following managing bodies:

- National Committee
- National Executive
- Branch Committee
- Branch Executive

## **6. MEMBERSHIP**

- a. The following shall be the classes of membership of the Association, with such members being members of, and administered by, the Branches (except for Associate members who may be administered by either Branches or the National Executive):
  - i. Ordinary Membership;
  - ii. Special Membership;
  - iii. Associate Membership;
  - iv. Life Membership;
  - v. Honorary Life Membership.
- b. Persons eligible for membership may apply by lodging the current Membership Application Form with the Branch Secretary. Applicants shall be deemed to have been admitted once their application has been processed and confirmed with them.
- c. The Branch will consider individual case applications on their merit and in the event of an application not being accepted, the applicant shall be informed immediately of the non-acceptance.
- d. The Branch shall have the absolute right to refuse membership to any applicant without giving any reason(s) for the refusal.
- e. Membership fees are gratis.

## **7. ORDINARY MEMBERSHIP**

- a. Ordinary membership is open to current or former members of the Royal Australian Army Medical Corps who have served in the Corps, full-time or part-time.
- b. All Ordinary Members shall be of equal status within the Branch without regard to service rank or title.
- c. The number of Ordinary Members shall be unlimited.

## **8. SPECIAL MEMBERSHIP**

- a. The Branch Committee may grant Special Membership to persons who have been posted to or attached to the RAAMC or an RAAMC Unit. This includes members of another Corps or Service.
- b. A Special Member may serve on sub-committees, but is not allowed to nominate for an executive position. They may vote, however, if a vote is

tied then votes of Special Members shall be subtracted from the total vote.

**9. ASSOCIATE MEMBERSHIP**

- a. The Branch Committee may grant Associate Membership to persons who have an interest in the objectives of the RAAMC.
- b. These persons can be anyone that has served in the armed forces and may include members of the Health Service of the ADF or an Allied Country who have not been posted or attached to the RAAMC or an RAAMC Unit.
- c. They may be persons who have actually given of their time and skills to support The Association, or they are spouses, widows or widowers who have given long and/or dedicated service to The Association.
- d. An Associate Member shall enjoy the privileges of membership prescribed by this Constitution except the right to vote at meetings or hold office.

**10. LIFE MEMBERSHIP**

Life membership shall only be granted to Ordinary members. Life membership may only be granted to an Ordinary member by the National Committee following a recommendation by a Branch Committee. Life membership shall only be granted for outstanding contribution to The Association. Monetary consideration shall never be a criterion for consideration for life membership.

**11. HONORARY LIFE MEMBERSHIP**

- a. A Branch Committee may recommend to the National Committee that Honorary Life Membership be granted to a member other than an Ordinary Member who has rendered The Association long and dedicated service of an outstanding nature.
- b. Where such Honorary Life Membership is approved a certificate pertaining to such is issued by the National Executive.
- c. Such member shall be entitled to membership of that Branch and shall have the same rights and obligations as an Ordinary Member of that Branch.

**12. REGISTER OF MEMBERS**

- a. The National Secretary and the relevant Branch Secretary shall establish and maintain a register of members, specifying the name and address and relevant details of each member together with the class of membership. This may be maintained on a computer data base.

- b. The register of members is to be kept at the nominated office of the National Secretary and Branch Secretary and the membership information is to be maintained in such a manner as it does not breach Australian or State privacy laws.

### **13. RESIGNATION, EXPULSION AND SUSPENSION**

- a. A member may leave the Association at any time by sending a notice of resignation to his Branch Secretary.
- b. Upon resignation, the Branch Secretary shall remove the members name from the membership register and notify the member's resignation to the next meeting of the Branch Committee and National Secretary.
- c. The Association has the right to suspend or expel a member regardless of class of membership. Grounds for expulsion or suspension could include but are not limited to: bringing the reputation of The Association into disrepute; conviction of a criminal offence; and vexatious or disruptive behaviour at meetings or in the offices of The Association.
- d. In the event of the conditions of above becoming a matter for consideration, the procedure is as follows:
  - i. The member shall be advised that his suspension is to be considered by a meeting of the Branch Committee, which may, direct the suspension of the member pending consideration of expulsion, by the National Committee.
  - ii. The member shall have the opportunity to put his case to the Branch Committee. If the Branch Committee considers there is a case for expulsion the matter shall be referred to the National Committee and the member concerned shall be given a reasonable opportunity to attend or be represented at a meeting convened to consider his case and to speak or have representation made on his behalf. If three quarters of those voting and entitled to vote at the meeting, concur in the proposal for the removal of the member, he shall thereupon cease to be a member and his name shall be removed from the register;
  - iii. Correspondence to a member concerning his suspension or expulsion hearings, his right at each of these hearings and the results of each of the hearings shall be signed by the appropriate Secretary and sent by registered mail.
  - iv. in each case of the hearings, the member is to be afforded 28 days notice and be so advised by registered mail.

### **14. SUBSCRIPTIONS**

All classes of membership are gratis. Subscriptions of any nature may not be imposed on any member.



**15. NATIONAL COMMITTEE**

- a. The National Committee shall comprise:
  - i. National President
  - ii. National Vice President
  - iii. National Secretary
  - iv. National Treasurer
  - v. National Promotions and Marketing Officer
  - vi. Branch Presidents
  - vii. Branch Representatives
- b. Branches may appoint and provide representatives on the basis of their membership numbers, with one representative from a membership where it exceeds 20, and one additional representative for each 100 members thereafter.
- c. In the event of the Ordinary Members of a Branch falling below six in number, the Branch will forfeit its right to be represented or vote at National Committee meetings.

**16. NATIONAL COMMITTEE – ELECTION OR APPOINTMENT**

- a. The Branch Presidents and Branch Representatives shall elect the positions of National President, National Vice President, National Secretary, National Treasurer and National Marketing and Promotions Officer at the AGM of the National Committee.
- b. No person shall hold the positions of National President, National Vice President, National Secretary, National Treasurer and National Marketing and Promotions Officer on the National Committee, unless he is an Ordinary Member or Life Member, in good financial standing, and provided he is not subject to proceedings under Clause 13c for expulsion or suspension.
- c. Should the National President, National Vice President, National Secretary, National Treasurer or National Marketing and Promotions Officer be unable to carry out the duties of their role in accordance with Clause 17c in any respect, they shall be deemed to have vacated the position and action shall be taken to fill the vacancy so created.
- d. The National President, National Vice President, National Secretary, National Treasurer and National Marketing and Promotions Officer shall be elected for a period of three years after which they must stand down from office. They and any other member can nominate for election subject to them being a Ordinary Member or Life Member of good standing.
- e. The National President, National Vice President, National Secretary and the National Treasurer may hold a position as office bearer within a Branch concurrently.

**17. NATIONAL COMMITTEE – CASUAL VACANCIES**

- a. Should a casual vacancy occur on the National Committee, the National President shall appoint a member to fill the vacancy and to hold that position until the next meeting of the National Committee.
- b. In the event of any of the issues listed in clause c (below) being applicable to the National President, the National Vice President will fulfill the role of National President until the next meeting of the National Committee.
- c. For the purpose of this Constitution a casual vacancy on the National Committee occurs if the member:
  - i. dies;
  - ii. ceases to be a member or is suspended from membership of The Association;
  - iii. resigns from office by notice in writing given to the National Secretary;
  - iv. is removed from office by a special resolution of the National Committee;
  - v. becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - vi. is absent, without the consent of the National Committee from all meetings, in a period of one year.
- d. If a casual vacancy occurs in the offices of National Vice President, National Secretary, National Treasurer or National Marketing and Promotions Officer, the National President shall co-opt an Ordinary Member of The Association in good standing to fill the vacancy. They shall hold office as 'Acting' with full powers and responsibilities of that position until the next meeting of the National Committee.

**18. NATIONAL EXECUTIVE**

- a. The National Executive shall comprise:
  - i. National President
  - ii. National Vice President
  - iii. National Secretary
  - iv. National Treasurer
- b. The National Executive:
  - i. shall carry out the day to day administrative tasks required for the efficient functioning of The Association within the general policy guidelines as determined by the National Committee.
  - ii. shall be responsible for the preparation of and administrative arrangements for meetings of the National Committee and meetings with Government officials and other organisations.

- iii. may co-opt other members of The Association to help it or its office bearers carry out specific duties as required
- iv. shall provide to the National Committee the following at each meeting of the National Committee
  - report by the National President on overall association activities
  - report by the National Secretary on national activities
  - report by the National Treasurer
  - reports from any sub-committee formed under Clause 23 of this Constitution

## **19. NATIONAL MEETINGS**

- a. The National Committee shall meet at least once in each calendar year and within the period of five months after the expiration of each financial year at such place or means as determined by the National Executive.
- b. One meeting of the National Committee each year shall be deemed to be the Annual General Meeting of the National Committee.
- c. The quorum for all meetings of the National Committee is six members, at least three of which shall be Branch Presidents or Branch Representatives.

## **20. BRANCHES**

- a. A Branch may be established in each State, Territory or Region.
- b. Each Branch shall be responsible for its own administration and for the proper conduct of its activities in accordance with the objectives of the Association.
- c. All Branches are responsible to the National Association.
- d. Each Branch shall elect a Branch Committee, comprising a President, Secretary, Treasurer and three Ordinary members, elected by its members.
- e. The duties of the Branch Committee shall be prescribed by the Constitution or rules of the respective Branch.
- f. Financial statements shall be provided to the National Committee as soon as practicable after the Branch AGM.

## **21. BRANCH MEETINGS**

- a. Each Branch shall meet at least once in each calendar year and within the period of five months after the expiration of each financial year and at such place or means as determined by the Branch Executive.

- b. One meeting of each Branch shall be deemed to be the Annual General Meeting of the Branch.
- c. Branch Committees shall meet regularly throughout the year.
- d. The quorum for a Branch AGM shall be six members of which three must be members of the Branch Committee.
- e. The quorum for a Branch Committee Meeting shall be three members of the Branch Committee.

## **22. RULES OF PROCEDURE – MEETINGS**

- a. At AGMs, all resolutions to be made shall be in writing to the Secretary 40 days before the AGM with the name of proposer and seconder and signed by both.
- b. All meetings shall be called by notice (electronically or postal), to all members entitled to vote at that meeting, at least 21 days prior to the date on which it is to be held.
- c. An agenda shall be distributed with the notice convening the meeting.
- d. In the case of all meetings any resolutions put forward are to have a proposer and seconder.
- e. Voting at meetings shall be by a show of hands and by simple majority by those entitled to vote at that meeting.

## **23. SUB COMMITTEES**

The National Committee or Branch Committee may appoint a sub-committee to enquire into, and report on, any matter before it and within its jurisdiction, subject to the provisions of the Constitution.

## **24. TRUSTEES**

- a. Would like to acknowledge the trustees for laying the foundations of the Association. The position of trustee no longer exists.

## **25. PATRONS**

- a. The National Committee may invite one or more distinguished Australians to be Patron of The Association. Selection of proposed patrons will be made by the National Committee.
- b. The Patron/s of the Association will be appointed for a period of five years.

- c. Branches may also appoint Patrons.

## **26. ALTERATION OF THE CONSTITUTION**

- a. The Statement of Objectives and this Constitution may be altered, rescinded or added to only by a special resolution of the National Committee.
- b. Special resolutions which relate to altering the Constitution of The Association require at least 21 days notice of intention to propose as a special resolution.
- c. All resolutions shall be decided on by a two thirds majority of the attending members entitled to vote at such meeting.

## **27. ACCOUNTS AND RECORDS**

- a. The National Treasurer and Branch Treasurers are to ensure that true accounts are kept of the sums of money received and expended by The Association or Branch.
- b. The financial year of The Association shall conclude on the 30th day of June in each year.
- c. The Treasurer shall cause proper books of accounts to be kept with respect to:
  - i. all sums of money received and expended by the Association or Branch and the matter in respect of which the receipt and expenditure takes place;
  - ii. all sales and purchases of goods by the Association or Branch;
  - iii. the assets and liabilities of the Association or Branch.
- d. All financial records, books, accounts and related documents relevant to the Association or Branch shall be kept in the custody of the National Treasurer or Branch Treasurer.

## **28. ASSOCIATION FUNDS**

- a. Association funds may be collected by way of donations, income from other sources and/or sponsorship. Sponsorship may only be approved by the National Committee.
- b. All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- c. The income and property of the Association shall be applied solely towards the objectives of the Association and no portion shall be paid or transferred directly or indirectly, by way of profit, to the membership of the Association.

- d. Donations specifically designated for the use of National Committee, together with donors' details, shall be passed to the National Treasurer who will acknowledge and receipt accordingly.
- e. New membership donations shall be passed to the National Treasurer who will acknowledge and receipt accordingly.
- f. Donations specifically designated for the use of each Branch, together with donors' details, shall be passed to the Branch Treasurer who will acknowledge and receipt accordingly.
- g. Members of the Association shall not receive remuneration for any office or position held in the Association.
- h. The Association may apply for registration as Deductible Gift Recipients so that tax deductibility may be afforded to donors.
- i. Sponsorship from organisations may be conducted as a commercial venture by a delegate authorised by National Committee.
- j. Branches are responsible for the proper management of their funds and are not to exceed more than \$3000 in accounts. Monies in excess of \$3000 should be spent as soon as practicable to the benefit of Branch members.
- k. All funds belonging to The Association shall be deposited in one or more bank accounts in the name of the RAAMC Association Incorporated. Funds may be withdrawn from such accounts signed by two office bearers authorised by the National Executive. The names of such authorised officers shall be recorded in the minutes of the appropriate meeting.

## **29. BY-LAWS**

- a. The National Committee shall have power to make from time to time such by-laws as are in its opinion necessary and desirable for the proper control, administration and management of The Associations affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such by-laws.
- b. Such by-laws shall be made by a resolution of the National Committee.
- c. A by-law shall not be inconsistent with this Constitution.
- d. All by-laws will be promulgated to all Branches.
- e. By-laws may also be in the form of a Policy Handbook or Statement.

## **30. DISPUTE RESOLUTION**

- a. Should disputes arise between members (in their capacity as members) of The Association, and between members and The Association

(including Branches), the parties must endeavour to settle any dispute by mediation.

- b. Such mediation is to be conducted by a mediator who is independent of the parties and appointed by agreement of the parties.

### **31. DISSOLUTION**

- a. The liability of a member of The Association to contribute towards the payment of the debts and liabilities of The Association or the cost, charges and expenses of the winding up of The Association is nil.
- b. If, upon the winding up of The Association, there remains after satisfaction of its debts and liabilities any property, such property shall, subject to any trust affecting it or any part of it, vest in another association (whether incorporated or not) and which, prior to the winding up of The Association, has been nominated by special resolution of the National Committee to be the donee of such property.
- c. If, upon the winding up of a Branch, there remains, after satisfaction of its debts and liabilities, any property, such property shall, subject to the relevant law governing the winding up, vest in The Association and the Constitution of each Branch shall provide accordingly.
- d. If, after a Branch has been wound up, it is subsequently re-established, the National Committee may approve a monetary grant to that Branch, the amount of such grant not to exceed the value of the property vested in The Association on the earlier winding up of that Branch, unless the National Committee by special resolution approves a grant of a larger amount.

### **32. COMMON SEAL**

The Common Seal shall be kept in safe custody by the National Secretary. It is not to be affixed to any instrument except by the authority of the National Executive and the affixing of the Common Seal shall be attested by the signatures of two members of National Executive.

Constitution of the RAAMC Association Incorporated



Association

RAAMC ASSOCIATION INCORPORATED

Extracted from ASIC's database at AEST 16:50:52 on 05/08/2012

Association Summary
Name: RAAMC ASSOCIATION INCORPORATED
ABN:
Registration Number: INC9888774
Registered State: New South Wales
Registration Date: 25/01/2008
Status: Registered
Company Type: Associations
Regulator: Office of Fair Trading, New South Wales



## **Annex A**

### **EXECUTIVE COMMITTEE MEMBERS**

Committee members shall be elected for a period of two years after which they must stand down from office. They and any other member can nominate for election subject to them being a member of good standing. Ideally half of the committee should stand down every year.

#### **PRESIDENT: The President shall:**

- a. take such general action as may be necessary to ensure the proper and effective management of The Association;
- b. direct the calling of meetings of the Committee and preside at all such meetings at which he is present;
- c. exercise a deliberative, and where necessary, casting vote on any motion before the meeting to ensure its resolution;
- d. ensure that the decisions of the Committee are carried out expeditiously;
- e. shall assign branch representatives, subject to membership numbers, to attend the state AGM;
- f. ensure that The Association policy is promoted effectively and adhered to by The Association members, delegates and representatives;
- g. allot duties to office bearers to ensure the proper and efficient conduct of the affairs of The Association and ensure that they are carried out effectively;
- h. keep the association property in good repair and in a secure place, a list of property shall remain in his/her care, an audit of association property shall be conducted; and

#### **SECRETARY:**

The Secretary is responsible to the state Committee for the general administration of The Association. **The Secretary shall:**

- a. keep minutes of the meetings of the Committee and such other records as the Committee may decide;
- b. maintain the register of members;
- c. keep the Constitution current and have available a copy for inspection by members;
- d. ensure that the privacy requirements of the Zone membership is adhered to in line with Privacy Legislation;
- e. notify members of planned meetings and/or resolutions within the required time frames of the Association ;

- f. on a monthly basis liaise with the National Secretary to advise of new membership;
- g. manage incoming outgoing correspondence with external clients i.e members, other clubs, association, the RAAMC etc.

**TREASURER:** The Treasurer shall:

- a. keep the accounts of the Association and be responsible for the prompt banking of all monies received and for such disbursements as the Committee may from time to time approve;
- b. as soon as possible after 30 June each year, prepare a Statement of Accounts and Balance Sheet as at that date and shall submit them and such other records as may be required to the Secretary;

**SOCIAL MEMBER:** The Social Member shall:

- a. manage, organise and conduct the social activities of the association ;
- b. manage the Social Sub-Committee that shall consist of the Social Member and at least two other members;
- c. assist in raising funds for the Association by means of selling Association Corps items, raffles; and other activities;
- d. develop a social events calendar at least every six months.

**Welfare Officer:** The Welfare officer shall:

- a. Promote the welfare of the association's members;
- b. Liaise with or visit sick and injured members;
- c. Assist with Claims and compensation matters;
- d. Other duties as required for the welfare of the associations members.