



Women Veterans Network Australia (WVNA) Incorporated

CONSTITUTION

As adopted by Special Resolution at General Meeting: 7th May 2023.

Australian Registered Body Number (ARBN) [615 786 680]
Australian Business Number (ABN) [31 615 786 680] – Registered 8 November 2016

Table of Contents

Table of Contents	2
Preliminary	3
Association objectives	3
Members.....	4
Dispute resolution.....	8
Executive Committee	8
General and Annual General Meetings (Meetings).....	12
Voting at General Meetings and Annual General Meetings.....	15
Minutes and records	16
Notice	16
Financial year	17
Indemnity, insurance and access	17
Winding up.....	18
Definitions and interpretation	19
WVNA Constitution version history.....	20

Preliminary

1. Name of the association

- 1.1 The name of the of the incorporated association is Women Veterans Network Australia Inc (abbreviated as WVNA) (***the association***).
- 1.2 The **association** was incorporated in Queensland on the 5th August 2016
- 1.3 The **association** became an Australian Registered Body on 8th November 2016

2. Type of association

- 2.1 The **association** is a not-for-profit registered charitable association. Our charitable registration is due to the following subtypes:
 - (a) Advancing social or public welfare
 - (b) Advancing the security or safety of Australia or the Australian public
- 2.2 GST. The **association** has not registered for GST
- 2.3 DGR. The **association** has applied for tax-deductible gift registration

Association objectives

3. WVNA Mission

- 3.1 The mission of the WVNA is: ***Connecting past and present women who have served in the Australian Defence Force with social support, resources & information***

4. Objective

- 4.1 The objectives of the association are to connect past and present women who have served in the Australian Defence Force with social support, resources and information, more specifically:
 - (a) **Connection.** WVNA is a network helping women military veterans connect with each other to share information and access services. Focusing on social connection activities and events, we provide a network of support for women military veterans to communicate with each other, establish and maintain social relationships, maintain connections within the military ethos; and learn about accessing support services as required.
 - (b) **Support.** WVNA supports all organisations who help women military veterans. We work together with all applicable ex-service organisations (ESO's) to establish peer support networks focused on the specific health and wellbeing needs of women military veterans to ease transition issues as our members leave military service, whilst providing opportunities for long-term social bonding and peer networking and relieve isolation/transition issues relevant to leaving military service.
 - (c) **Resources.** We are committed to empowering and sharing information and resources with current serving military women, and women military veterans so that they can access networking and support opportunities and improve their transition and reintegration outcomes.

5. Aims

- 5.1 The aims of the WVNA are to:
 - (a) Assist women veterans in Australia to socially connect and support each other - by sharing information and assisting access to support services.
 - (b) Provide a safe environment where women veterans can network and connect in local activities and social groups, and social media.

- (c) Liaise with veteran organisations to focus on the specific health and wellbeing needs of our members by identifying specific issues relating to the unique aspects of military service that create problems or challenges for women veterans.

6. Mission Statement

- 6.1 To achieve our aim, WVNA has established a network of groups as an efficient means for women veterans to join and make connections via social media and face-to-face gatherings both nationally and in various regions around Australia. WVNA operates by core values to define how we interact with one another, our partners and those we serve as follows:
- (a) **Respect.** We honour everyone's unique service experience and operate in a spirit of cooperation, compassion and understanding.
 - (b) **Connection.** We provide a network of support for women military veterans to socialise, share information and access services to help ease transition, reduce the risk of isolation and assist with integration outside of the military challenges.
 - (c) **Support.** We are building a strong community of women who have previously served in the military: where sharing information and ideas is encouraged and can be met with safe and supportive responses.
 - (d) **Resources.** We are committed to empowering and sharing information and resources with current serving military women, and women military veterans so that they can access networking and support opportunities, deal with challenges and improve their transition and employment outcomes.
 - (e) **Integrity.** We are honest, transparent and ethical in our relationships and service to the women veteran's community and other ex-service organisations.
 - (f) **Inclusion.** Our community is inclusive of all women who have served, and we support all organisations who assist veterans with equality and compassion.
 - (g) **Encouragement and Empowerment.** We provide encouraging support which will empower confidence for women veterans within a cohesive and engaging environment on social media, and in local networking groups.

7. Not-for-profit

- 7.1 The **association** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 7.2 and 54.
- 7.2 Clause 7.1 does not stop the **association** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **association**, or
 - (b) making a payment to a member in carrying out the **association's** charitable purpose(s).

8. Amending the constitution

- 8.1 Subject to clause 8.2, the members may amend this constitution by passing a **special resolution** at a **General Meeting**.
- 8.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **association** to no longer be a charity.

Members

9. Membership and register of members.

- 9.1 The members of the **association** are:
- (a) **ordinary members**, and

- (b) **honorary members.**
- 9.2 The number of ordinary members is unlimited.
- 9.3 The number of honorary members is unlimited. Honorary members are nominated and approved by an Annual General Meeting. Honorary membership does not allow the member to vote or be eligible for election to management committees (unless they convert to ordinary membership).
- 9.4 The **association** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member, their:
- i. full name,
 - ii. postal or residential address, any alternative address nominated by the member for the service of notices,
 - iii. their contact e-mail and phone number, and
 - iv. the date the member was entered on to the register.
- 9.5 Subject to privacy considerations, the association will if formally requested provide current members inspection of the register of members as required. (If provided: for confidentiality reasons – this will be limited to include the first name and surname and state/territory of each member.)
- 9.6 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of all members. A member of the association must not:
- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes.
- 9.7 The association may, withhold information about the member (other than the members full name) from the register available for inspection if the Executive Committee has reasonable grounds for believing the disclosure of their information would put the member at risk of harm.

10. Who can be a member?

- 10.1 The **association** is principally designed to support women veterans of the Australian Defence Force. Only women who currently serve, or who have served as a women in the Australian Defence Force (Either as military members, or as reservists) may apply for membership of the association.
- 10.2 Applicants for membership of the association must agree to support the objectives of the **association**.

11. How to apply to become a member

- 11.1 A person (as defined in clause 10) may apply to become a member of the **association** by submitting a completed membership form. The form must include accurate confirmation that they individually:
- (a) want to become a member,
 - (b) are currently serving (either enlisted or commissioned) or have previously served (either enlisted or commissioned) as a woman in the Australian Defence Force,
 - (c) support the purpose(s) of the **association**, and

- (d) agree to comply with the **association's** constitution.
- (e) Pay the yearly membership fee.

12. Membership Fees

- 12.1 The membership fee for each ordinary member is the amount decided by the members during an Annual General Meeting. The amount and payment details will be detailed on the membership application form.
- 12.2 The membership fee for an ordinary member is to be paid annually.
- 12.3 Annual memberships commence on 01 Jan and expires on 31 Dec of each year, with existing ordinary members provided with a one-month grace period to renew their membership.
- 12.4 New membership applications can be received at any time of the calendar year.
- 12.5 No subsidised fees are available for those joining late in a calendar year.

13. Executive Committee decides whether to approve membership

- 13.1 The executive committee must consider an application for membership within a reasonable time after the application is received.
- 13.2 Applications received on the fortnight preceding an Annual or General Meeting will not be approved until the next business day after the meeting, and they are therefore not eligible to vote at either those Annual or General Meetings.
- 13.3 If the application is approved, the secretary must enter the new member on the register of members as soon as possible:
- 13.4 If there is a contention regarding a membership application, membership will be decided by a vote of the executive committee. If the executive committee rejects an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

14. When a person becomes a member

- 14.1 Other than **honorary members**, an applicant will become a member when they are entered on the register of members.

15. When a person stops being a member

- 15.1 Other than honorary members, a person immediately stops being a member if they:
 - (a) do not renew their financial membership as required by Clause 12,
 - (b) Die,
 - (c) resign, by writing to the secretary,
 - (d) are expelled under clause 17, or
 - (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

16. Honorary Membership

- 16.1 WVNA Honorary Membership is the highest award the recognises the exceptional contribution and dedication of an individual to the organisation over a long and specified period. The granting of Honorary Membership is a significant recognition, and it is not treated lightly. On average, one or less Honorary Memberships are likely per year.
- 16.2 Granting Honorary Membership is a balancing exercise. Criteria are provided for guidance, but it is the overall contribution of the nominee that must be evaluated. There is necessarily some subjectivity in the granting of Honorary Membership. Nominees' strengths against the various criteria will vary. Some nominees will be extremely strong in some criteria but weaker in others, while other nominees will be more rounded. The general criteria for Honorary Membership are as follows:

- (a) While there is no minimum period of membership, a period of no less than five non-continual years as an ordinary member is an indicator of a long-term commitment.
 - (b) Nominees may have made a significant contribution to the organisation while holding a position on the Executive Committee, General Committee and/or a Regional Group.
 - (c) Nominees may have provided a significant contribution to the organisation in a national or regional capacity as a volunteer to a much greater extent than the average member.
- 16.3 Honorary Membership may be presented by the WVNA Executive Committee and ratified by the Annual General meeting in recognition of services rendered to the organisation.
- 16.4 Any ordinary member may nominate another ordinary member for consideration for Honorary Membership.
- 16.5 The nominator is to provide a written submission to the Secretary addressing how the nominee measures up against the criteria listed at Clause 16.2
- 16.6 The Executive Committee is to determine and vote on the nomination against the criteria considering general principles. In considering the nomination, members of the sub-committee are not to be influenced by any personal relationship with the nominee and are not to make direct comparisons with other Honorary Members, nominees or persons not nominated.
- 16.7 Life Memberships are then to be voted upon and awarded at the WVNA Annual General Meeting.
- 16.8 If the nominee is a member of the Executive or General Committee, responsible for considering the nomination, the nominee is to stand aside from deliberations and decision making.
- 16.9 The Honorary Members must be recorded in the organisation's official records.

17. Termination of membership

- 17.1 The executive committee may terminate a member's association membership if the member:
- (a) Is convicted of an indictable offence, or
 - (b) Has breached this constitution, or
 - (c) Provides false or misleading information in their membership application form, or
 - (d) Conducts themselves in a manner which is injurious or prejudicial to the values, aims and interests of the association.
- 17.2 At least 14 days before the executive committee's meeting at which a resolution under clause 17.1 **Error! Reference source not found.** will be considered, the secretary must notify the member in writing:
- (a) that the executive committee is considering a resolution to warn, suspend or expel the member,
 - (b) that this resolution will be considered at an executive committee meeting and the date of that meeting,
 - (c) what the member is said to have done or not done,
 - (d) the nature of the resolution that has been proposed,
 - (e) that the member may provide an explanation to the executive committee, and
 - (f) details of how to provide such an explanation.
- 17.3 Before the executive committee passes any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the executive committee a written explanation before that meeting, and/or
 - (b) speaking at the meeting.
- 17.4 After considering any explanation provided under clause 17.3 the executive committee may:

- (a) take no further action,
 - (b) warn the member,
 - (c) suspend the member's rights as a member for a period of no more than 12 months,
 - (d) expel the member,
 - (e) refer the decision to an unbiased, independent person on conditions that the executive committee considers appropriate (however, the person can only make a decision that the executive committee could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 17.5 The secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.6 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.7 There will be no liability for any loss or injury suffered by the member because of any decision made in good faith under this clause.

Dispute resolution

18. Dispute resolution

- 18.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or executive committee member and:
- (a) one or more members,
 - (b) one or more executive committee members, or
 - (c) the association.
- 18.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 18.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 18.4 If those involved in the dispute do not resolve it under Clause 18.3, they must within 10 days:
- (a) tell the executive committee about the dispute in writing,
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.

Executive Committee

- 18.5 The Executive Committee comprises of the following positions as elected at an Annual General Meeting:
- (a) the President,
 - (b) the Vice-President,
 - (c) the Secretary,
 - (d) the Treasurer, and
 - (e) the National Coordinator.
- 18.6 The Executive Committee's role is to control, direct and manage the affairs of the Association.
- 18.7 The Executive Committee has the powers to undertake actions necessary for the effective management of the association. This includes:
- (a) any actions to meet the associations mission, aims, objectives and purpose,
 - (b) changes to the association's objectives,
 - (c) amending the Constitution,

- (d) changing the Association's name,
 - (e) the presentation of reports and financial statements, and
 - (f) voluntarily winding up the Association.
- 18.8 All Executive Committee members must be association members, over the age of 18.
- 18.9 Members are eligible to be elected if they conform with the requirements of section 61(A) of the Act. This restricts election of members who have been declared bankrupt and have been convicted on indictment.
- 18.10 All Executive Committee members are to:
- (a) Be elected by the members via the Annual General Meeting,
 - (b) Hold term for 12 months, or the period between Annual General Meetings,
 - (c) Be eligible for re-election for an unspecified number of terms.

19. Duties of executive committee

The executive committee must comply with their duties as executive committee under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **association**,
- (b) to act in good faith in the best interests of the **association** and to further the charitable purpose(s) of the **association** set out in clause 2.1,
- (c) not to misuse their position as a committee member,
- (d) not to misuse information they gain in their role as an executive committee member,
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 20,
- (f) to ensure that the financial affairs of the **association** are managed responsibly, and
- (g) not to allow the **association** to operate while it is insolvent.

20. Conflicts of interest

- 20.1 An executive committee member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of executive committee (or that is proposed in a circular resolution):
- (a) to the other executive committee, or
 - (b) if all of the executive committee have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 20.2 The disclosure of a conflict of interest by a executive committee member must be recorded in the minutes of the meeting.
- 20.3 Each executive committee member who has a material personal interest in a matter that is being considered at a meeting of executive committee (or that is proposed in a circular resolution) must not, except as provided under clauses 20.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 20.4 An executive committee member may still be present and vote if:
- (a) their interest arises because they are a member of the **association**, and the other members have the same interest,
 - (b) their interest relates to an insurance contract that insures, or would insure, the executive committee member against liabilities that the executive committee member incurs as a director of the **association** (see clause 50),

- (c) their interest relates to a payment by the **association** under clause 49 (indemnity), or any contract relating to an indemnity that is allowed under the Associations Incorporation Act 1981,
- (d) the executive committee members whom do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the specific executive committee member, the nature and extent of the that member's interest in the matter and how it relates to the affairs of the **association**, and
 - ii. says that those other executive committee members are satisfied that the interest should not stop that specific executive committee member from voting or being present.

21. Electing the Executive Committee

- 21.1 The Secretary is responsible for preparing the nomination papers for Executive Committee positions no less than two weeks before the date of the Annual General Meeting. Nomination papers, including signed and scanned papers from the member's recognisable electronic mail account, can be received up to one day prior to the election being held.
- 21.2 A member of the Executive Committee may only be elected as follows:
 - (a) any two members of the association may nominate another member (the candidate) to serve as a member of the Executive Committee;
 - (b) the nomination is to be in writing, and signed by the nominator and the nominee;
 - (c) if no written nominations are received, then members can be nominated by the floor noting that the nominee must verbally agree prior to the nomination being accepted; and
 - (d) each member of the association present and eligible to vote may vote for one candidate for each vacant position.
- 21.3 At each Annual General Meeting, the Executive Committee members due for re-election are to retire from office, but are eligible, on nomination, for re-election. An elected member of the Executive Committee holds office from the conclusion of the meeting at which she is elected up to the point of retiring from position under this Constitution.

22. Meetings and quorum of the executive committee

- 22.1 The Executive Committee is to conduct meetings at least quarterly in each calendar year at a time and place nominated by the President or Vice-President.
- 22.2 The Executive Committee may meet as often as required to administratively manage the Association, however on occasions where a vote is required by a quorum of the Executive, one weeks written notice is to be provided from the Secretary.
- 22.3 At meetings of the Executive Committee:
 - (a) the President or Vice President is to preside as Chairperson at meetings of the Executive Committee,
 - (b) the President is entitled to exercise a casting vote but has no deliberate vote, and
 - (c) all other members of the Executive Committee are entitled to vote.
- 22.4 At meetings of the Executive Committee, 3 members of the committee are a quorum. Attendance can include the use of technological means if all meeting and voting proceedings can be clearly heard. If there is no quorum at the time of meeting commences, then the meeting lapses.
- 22.5 Secret voting is not authorised for Executive Committee decisions.
- 22.6 Unless authorised by the President, only Executive Committee members are authorised to attend meetings.

- 22.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting. If votes are equal, the question is to be decided in the negative, or the President may exercise a casting vote to determine a positive or negative decision.
- 22.8 A member of the Executive committee cannot vote on a question about a contract or proposed contract with the association if the member has a financial interest in the contract or proposed contract.
- 22.9 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Committee meeting are retained.
- 22.10 To ensure the accuracy of the minutes, the minutes of each Executive Committee meeting must be agreed by the chairperson of the meeting.

23. Circular resolutions of the executive committee

- 23.1 The executive committee members may pass a circular resolution without an executive committee meeting being held.
- 23.2 A circular resolution is passed if all the executive committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 22.
- 23.3 Each executive committee members may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
 - (c) The agreement/signature may be accepted in electronic format, (aka e-mail), as long as it clearly communicated to all members and refers specifically to what they are agreeing.

24. When an executive committee member stops being an executive committee member

- 24.1 An executive committee member stops being an executive committee member if they:
- (a) give written notice of resignation to the Secretary (including at the commencement of each Annual General Meeting). The resignation takes effect at:
 - i. the time the notice is received by the secretary, or
 - ii. if a later time is stated in the notice—the later time;
 - (b) die,
 - (c) are removed as an executive committee member by a resolution of the members at a General Meeting:
 - i. A member may be removed from office at a general meeting (annual or special) of the association if a majority of the members present are eligible to vote at the meeting vote in favour of removing the member.
 - ii. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
 - (d) cease being an ordinary member of the association, or
 - (e) are absent for [3] consecutive executive committee meetings without approval from the President.

25. Vacancies on the Executive Committee

- 25.1 If a casual vacancy happens on the Executive Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

- 25.2 The continuing members of the Executive Committee may act despite a casual vacancy on the Executive Committee.
- 25.3 However, if the number of committee members is less than the number fixed under rule 23.4 (50 per cent) as a quorum of the Executive committee, the continuing members may act only to:
- (a) increase the number of Executive Committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

26. General Committee members

- 26.1 The Executive Committee is supported by appointed general committee members. General committee members are not elected but are appointed by the Executive Committee as and when required. This provides the executive committee with a level of flexibility to adapt the general committee to meet the needs and development of the organisation.
- 26.2 A general committee member must be an ordinary member and will:
- (a) be appointed by the Executive Committee for a period not less than 12 months;
 - (b) be eligible to re-nominate for a general committee member position for an unspecified number of terms.
- 26.3 If a general committee member position becomes vacant for any reason, that position can remain vacant for an unspecified amount of time as long as a minimum of one general committee position is occupied.
- 26.4 A general committee member will be appointed to a particular function in accordance with the requirement. The specifics of the general committee member appointed will be specified in writing by the Executive Committee and are to be agreed by the appointed member prior to commencing their role.
- 26.5 General committee members may be invited to Executive Committee meetings as per Clause 22.6.

General and Annual General Meetings (Meetings)

General and Annual General meetings of members

27. Notice of meetings

- 27.1 Notice of a **meeting** must be given to:
- (a) each ordinary member.
- 27.2 Notice of a **meeting** must be provided in writing:
- (a) at least 14 days before the meeting.
- 27.3 Notice of a **meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature/proposed agenda of the meeting's business; and
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution.

28. Using technology to hold meetings

- 28.1 The **association** may hold a **meeting** at two or more venues using any technology that gives the members a reasonable opportunity to participate, including to hear and be heard.
- 28.2 Anyone using this technology is taken to be present in person at the meeting.

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:

- (a) written notice to the **association** of a resolution they propose to move at a **meeting** (members' resolution), and/or
 - (b) a written request to the **association** that the **association** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have is to be worked out as at midnight before the request or notice is given to the **association**.
- 29.6 If the **association** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Association must give notice of proposed resolution or distribute statement

- 30.1 If the **association** has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **association's** cost, or
- 30.2 The **association** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if the Executive Committee determine that:
- (a) it is more than 1000 words long;
 - (b) the executive committee consider it may be defamatory;
 - (c) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

31. Circular resolutions of members

- 31.1 Subject to clause 31.2, the executive committee may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 31.2 Circular resolutions cannot be used:
- (a) for passing a **special resolution**, or
 - (b) where this constitution requires a meeting to be held.
- 31.3 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.4.
- 31.4 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.5 The **association** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

General meetings of members

32. General meetings called by the Executive Committee

- 32.1 The executive committee may call a **General Meeting (GM)**.

33. Quorum for, and adjournment of a General Meeting

- 33.1 The quorum for a general meeting is at least 3 members of the Executive Committee plus 10% of ordinary members.
- 33.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 33.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week,
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 33.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

34. General meetings called by members

- 34.1 If at least 25% of the total number of ordinary members that may vote at a **general meeting** make a written request to the **association** for a **general meeting** to be held, the executive committee must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 34.2 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting,
 - (b) sign the request, and
 - (c) give the request to the **association**.
- 34.3 30 minutes after the starting time set for that meeting, the meeting is cancelled.

Annual General meetings (AGM) of members

35. Annual General Meeting (AGM)

- 35.1 A general meeting, called the Annual General Meeting (AGM), must be held:
- (a) at least once in every calendar year - within 13 months of the last AGM.
- 35.2 Even if these items are not set out in the notice of meeting, the business of the **annual general meeting** may include:
- (a) a review of the **association's** activities,
 - (b) a review of the **association's** finances,
 - (c) any auditor's or external communications or reports, and
 - (d) the election of executive committee members.
- 35.3 Before or at the annual **general meeting**, the executive committee must give information to the members on the **association's** activities and finances during the period since the last annual **general meeting**.
- 35.4 The chairperson of the annual **general meeting** must give members a reasonable opportunity at the meeting to ask questions or make comments about the management of the **association**.

36. Quorum for, and adjournment of an Annual General Meeting

- 36.1 The quorum for an **annual general meeting** is at least 3 prior members of the Executive Committee plus 20% of ordinary members.
- 36.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 36.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of the **annual general meeting**, the **annual general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified – the same day in the next week,
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 36.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

Voting at General Meetings and Annual General Meetings

37. How many votes a member has

- 37.1 Each member has one vote.

38. Challenge to member's right to vote

- 38.1 A member or the chairperson may only challenge a person's right to vote at a **meeting** at that meeting.
- 38.2 If a challenge is made under clause 38.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

39. How voting is carried out

- 39.1 Voting must be conducted and decided by:
 - (a) a show of hands,
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 39.2 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 39.3 The chairperson and the meeting minutes **must state** the number or proportion of the votes recorded in favour or against on a show of hands.

40. When and how a vote in writing must be held

- 40.1 A vote in writing may be demanded on any resolution instead of/ or after a vote by a show of hands by:
 - (a) at least five **members present**, or
 - (b) the chairperson.
- 40.2 A vote in writing must be taken when and how the chairperson directs, unless clause 40.3 applies.
- 40.3 A vote in writing must be held immediately if it is demanded under clause 40.1 or clause 40.1:
 - (a) for the election of a chairperson, or
 - (b) to decide whether to adjourn the meeting.
- 40.4 A demand for a vote in writing may be withdrawn.

41. Appointment of proxy

41.1 The **association** does not allow proxy votes. A member may not appoint a proxy.

Minutes and records

42. Minutes and records

42.1 The **association** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of **general meetings and annual general meetings**,
- (b) minutes of circular resolutions of members,
- (c) a copy of a notice of each **general meetings and annual general meetings**, and
- (d) a copy of any members' statement distributed to members under clause 29.

42.2 The **association** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of executive committee' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of executive committee.

42.3 To allow members to inspect the **association's** records:

- (a) the **association** must give a member access to the records set out in clause 42.1, and
- (b) the executive committee may authorise a member to inspect other records of the **association**, including records referred to in clause 42.2 and clause 43.1.

42.4 The executive committee must ensure that minutes of a **general meetings, annual general meetings** or an executive committee' meeting are signed within a reasonable time after the meeting by:

- (a) the chairperson of the meeting, or
- (b) the chairperson of the next meeting.

42.5 The executive committee must ensure that minutes of the passing of a circular resolution (of members or executive committee) are signed by the President within a reasonable time after the resolution is passed.

43. Financial and related records

43.1 The **association** must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited as required.

43.2 The **association** must also keep written records that correctly record its operations.

43.3 The **association** must retain its records for at least 7 years.

43.4 The executive committee must take reasonable steps to ensure that the **association's** records are kept safe.

Notice

44. What is notice

44.1 Anything written to or from the **association** under any clause in this constitution is written notice and is subject to clauses 45 to 47, unless specified otherwise.

45. Notice to the association

Written notice or any communication under this constitution may be given to the association, the executive committee or the secretary by:

- (a) delivering it to the **association's** registered office,

- (b) posting it to the **association's** registered office or to another address chosen by the **association** for notice to be provided,
- (c) sending it to an email address or other electronic address notified by the **association** to the members as the **association's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **association** to the members as the **association's** fax number.

46. Notice to members

- 46.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person,
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices,
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any),
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 46.2 If the **association** does not have an address for the member, the **association** is not required to give notice in person.

47. When notice is taken to be given

- 47.1 A notice:
- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered,
 - (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs,
 - (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
 - (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

48. Association's financial year

- 48.1 The **association's** financial year is from 1 July to 30 June (to meet the Australian Charities and Not-for-profits Commission's requirements)

Indemnity, insurance and access

49. Indemnity

- 49.1 The **association** indemnifies each officer of the **association** out of the assets of the **association**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **association**.
- 49.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 49.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **association** is not precluded by law (including the Associations Incorporation Act 1981) from doing so, and

- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 49.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **association**.

50. Insurance

- 50.1 To the extent permitted by law and if the executive committee consider it appropriate, the **association** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **association** against any liability incurred by the person as an officer of the **association**.

51. Executive committee' access to documents

- 51.1 A director has a right of access to the financial records of the **association** at all reasonable times.
- 51.2 If the executive committee agree, the **association** must give a director or former director access to:
 - (a) certain documents, including documents provided for or available to the executive committee, and
 - (b) any other documents referred to in those documents.

Winding up

52. Surplus assets not to be distributed to members

- 52.1 If the **association** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **association**, unless that member or former member is a charity described in clause 54.1.

53. Deductible Gift recipient assets

- 53.1 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus gifts, deductible contributions and money received shall be transferred to another ex-service organisation to which income tax deductible gifts can be made, this includes:
 - (a) gifts of money or property for the principal purpose of the organisation
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - (c) money received by the organisation because of such gifts and contributions

54. Distribution of other surplus assets

- 54.1 Subject to the Associations Incorporation Act 1981 and any other applicable Act, and any court order, any other **surplus assets** that remain after the **association** is wound up must be distributed to one or more ex-service organisation charities:
 - (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **association**.
- 54.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up.

Definitions and interpretation

55. Definitions

55.1 In this constitution:

- (a) **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)
- (b) **Act** means the Associations Incorporation Act 1981, Queensland.
- (c) **Association** means the **association** referred to in Clause 1
- (d) **Constitution** means this Constitution as amended from time to time and a reference to a particular rule is a reference to a rule of this Constitution.
- (e) **Executive Committee** means the Executive Committee elected in accordance with clause 18.5
- (f) **Financial Statement** means a statement containing the following particulars—
 - i. the association's income and expenditure during the financial year to which the statement relates;
 - ii. the association's assets and liabilities as at the end date of the financial year to which the statement relates;
 - iii. the mortgages, charges and securities affecting the association's property as at the end date of the financial year to which the statement relates.
- (g) **Financial Year** means the year starting on the 1st July, and ending on 30 June.
- (h) **General meeting** means a meeting of members and can refer to the annual **general meeting**,
- (i) **General Committee Member** means the person elected as a Committee Member under Clause 26
- (j) **Member** means an admitted ordinary member of WVNA under clause 10.
- (k) **Member present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting
- (l) **Registered charity** means a charity that is registered under the **ACNC Act**
- (m) **Regulations** means the Associations Incorporation Regulations.
- (n) **Surplus assets** means any assets of the association that remain after paying all debts and other liabilities of the association, including the costs of winding up.
- (o) **Woman veteran** means a woman who is currently enlisted or commissioned – or a women whom had been enlisted or commissioned in the Royal Australian Navy, Australia Regular Army or Royal Australian Air Force, either in a full time or reserve capacity, without regard to warlike service or operational deployment.

56. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

WVNA Constitution version history

1. Rules – August 2016
2. Constitution – 2020, drafted and approved by General Meeting, but not registered for unknown reasons.
3. Constitution – Passed by Special Resolution at General Meeting 7th May 2023
4. Constitution – (4 Dec 2023) As amended by Executive Committee circular resolution, from advice by the Australian Charities and Not-for-profits Commission (Current document)