



## ROYAL SOUTH AUSTRALIA REGIMENT ASSOCIATION INCORPORATED

### CONSTITUTION AND RULES

#### 1. NAME

- 1.1. The Association shall be known as the *Royal South Australia Regiment Association Incorporated* and is hereinafter referred to as *The Association*.
- 1.2. The short title of The Association shall be "RSARA".
- 1.3. The name "Royal South Australia Regiment Association" has not been registered as a trade mark with IP Australia, therefore The Association cannot and does not claim an exclusive right to use that name.

#### 2. OBJECTIVES

- 2.1. The objectives of The Association are:
  - (a) To perpetuate the Royal South Australia Regiment (RSAR), hereinafter referred to as *The Regiment*.
  - (b) To cultivate and maintain the comradeship created during service with The Regiment.
  - (c) To provide enjoyment for members and their wives or partners through social activity.
  - (d) To provide whatever tangible support for the active units of The Regiment as may be within the capability and resources of The Association.
  - (e) To provide and present special awards to Serving Members of The Regiment to acknowledge outstanding achievement.
  - (f) To raise the funds necessary to achieve the objectives of The Association.
  - (g) To acquire any property that may be required to meet the objectives of The Association.
  - (h) To provide support for the Royal South Australia Regiment Historical Collection (RSAR Historical Collection).

#### 3. BRANCHES

- 3.1. The Association may determine to establish branches to reflect the geographic location where meetings normally take place.
- 3.2. Branches established under the provisions of Clause 3 may determine to operate independently to the extent that none of their rules or methods of operation are contrary to the Constitution and Rules set out herein.

#### **4. POWERS OF THE ASSOCIATION**

- 4.1. The Association shall have all the powers conferred by section 25 of *The Associations Incorporation Act 1985*.

#### **5. COMMITTEE OF MANAGEMENT**

- 5.1. The management and control of The Association shall be vested in a Committee of Management, hereinafter referred to as The Committee, consisting of up to twelve (12) but no less than six (6) members of The Association, who shall be elected at the Annual General Meeting or at any other General Meeting. The Immediate Past President together with any branch representatives shall be included when arriving at the figure of up to twelve (12) members on The Committee.
- 5.2. A candidate for election as an office bearer or member of The Committee at an Annual or other General Meeting must be an Ordinary, Life, Honorary Life or Serving Member of The Association and must be nominated by a member who has been an Ordinary, Life, Honorary Life or Serving Member of The Association for at least one full year and the nomination must be seconded by an Ordinary, Life, Honorary Life or Serving Member of The Association who has been a member of The Association for at least one full year.
- 5.3. Branches established under the provisions of clause 3 may determine to be represented on The Committee by electing a representative from their branch or by appointing any member of The Committee to represent their branch. A person so appointed is able to vote on behalf of the branch.
- 5.4. The tenure of The President, Office Bearers and Members of The Committee shall commence at the conclusion of the General Meeting during which they were elected and end at the conclusion of the next Annual General Meeting, when they may nominate for re-election.
- 5.5. Votes shall be counted by one returning officer and two scrutineers as elected by the members present.

#### **6. CASUAL VACANCIES ON THE COMMITTEE**

- 6.1. Should a vacancy exist on The Committee for any reason other than because the period for which a member of The Committee was elected has expired, the vacancy shall be filled by an eligible financial member of The Association elected by The Committee
- 6.2. If a member of The Committee fails to attend three (3) consecutive meetings without notice to The Secretary, that Committee member shall forfeit his/her position on The Committee. The vacancy caused shall be filled, if need be, by an eligible financial member elected by The Committee.
- 6.3. A member of The Committee who for personal reasons is absent for a period of 3 months or more, may apply to The Committee for leave of absence from The Committee. The Committee may fill the vacancy temporarily caused by such leave by appointing a financial member to the position for the period of the leave granted.

#### **7. POWERS AND DUTIES OF THE COMMITTEE**

- 7.1. The Committee shall control and manage the affairs of The Association.

7.2. The President, Vice President, Treasurer and Secretary shall comprise the Executive of The Committee. Each member of the Executive shall individually have the power to manage day to day affairs of The Association within their area of responsibility with the exception of matters where this Constitution and Rules stipulate that formal approval of the full Committee is required.

## 8. DUTIES OF OFFICERS

8.1. The office bearers of The Association and their duties are:

(a) **President.**

- The President shall preside at all meetings at which he/she is present and shall be entitled to vote, and in the case of an equality of votes shall have a casting vote.
- The President shall decide all questions or order, enforce due obedience to the rules and shall sign the Minutes of proceedings of all meetings of The Association.

(b) **Immediate Past President.**

- The retiring President shall be known as the Immediate Past President and may if he or she so desires, and subject to the approval of The Committee, serve on The Committee with full voting rights, and act as an advisor to The President without being subject to election until such time as he or she is superseded as Immediate Past President, at which time he or she may nominate for election as an ordinary Committee member.

(c) **Vice President.**

- The Vice President shall understudy The President and carry out the duties of The President in his/her absence.

(d) **Secretary.**

- The Secretary shall attend all meetings and take note of all proceedings, prepare and present a true record of all meetings, conduct all correspondence, take all necessary steps to carry out the directions of The Committee and of the assembled members.
- The Secretary shall hand over all books, documentation and other property in his/her possession belonging to The Association when required by The President or on the decision of any meeting of The Association.
- The Secretary shall also be responsible for duties associated with applications for membership as set down in Clauses 13.2, 13.3, 13.4.
- The Secretary shall be the Public Officer of The Association.

(e) **Treasurer.**

- The Treasurer's duties shall include:

- The charge and custody of all monies belonging to The Association and the immediate payment of such monies into the current banking account of The Association.
- The charge and custody of the bank cheque, deposit and passbook of The Association.
- The keeping of correct account of all monies received and expended.
- The making of all payments by cheque or petty cash.
- The Treasurer shall furnish to The Committee at each meeting, a statement showing the financial position of The Association.
- The Treasurer shall furnish to The Committee prior to the Annual General Meeting of The Association, a detailed report of The Association's financial position for the previous year, accompanied by a properly drawn up balance sheet duly certified by the auditor.
- The Treasurer shall produce all financial institution statements for inspection within a reasonable time when demanded by The Committee or auditor.
- The Treasurer shall not pay, lend or otherwise appropriate any funds of The Association for any cause or purpose whatsoever, unless authorised by The Committee
- No disbursement shall be made by The Treasurer or by any member of the committee directly out of the monies received before being paid into the bank account.

8.2. Office Bearers shall assume their roles immediately after the General Meeting at which they are elected.

## **9. COMMITTEE MEETINGS**

9.1. The Committee shall meet for the transaction of business at least once every quarter and on other occasions as may be determined by The Committee. At such meeting four (4) Committee Members shall constitute a quorum. The conduct and procedure of the meeting shall follow standing orders as may from time to time be determined by The Committee.

9.2. Branches established as provided for in Clause 3 may meet as determined by their membership and are to advise The Committee in writing of decisions taken and proposals affecting the operation of The Association. No branch is to enact any decision or proposal contrary to this Constitution and Rules.

## **10. DISBURSEMENT OF FUNDS.**

10.1. The current account shall be kept at a financial institution authorised by The Committee.

10.2. The President, Secretary and Treasurer will authorise all payments to creditors electronically via the Bendigo Bank account. Any two (2) of three (3) to authorise.

**10.3.** Funds may be expended for all purposes of The Association by resolution of a majority of the members at any meeting of The Committee.

**10.4.** A statement of accounts paid and certified by The Treasurer, shall be presented to The Committee at each ordinary meeting for approval by The Committee.

## **11. AUDITOR**

**11.1.** An auditor shall be appointed by the Annual General Meeting.

**11.2.** Immediately after the expiration of each financial year, all books, papers, deeds, documents and accounts of The Association shall be examined and the correctness of the balance sheet and the statements of receipts and expenditure shall be ascertained and certified by The Auditor. The audited documents shall be presented to members at the following AGM for endorsement.

**11.3.** The Auditor shall:

- (a) Have access to and examine all books, papers, deeds, documents and accounts of The Association at any time. The Auditor shall satisfy themselves as to the number of banking accounts used by The Association.
- (b) Furnish a written certificate that all documentation is in accordance with law and with the rules of The Association. If they are unable to certify to the correctness of any of the documentation they shall report to the members of The Association in what respect the documentation is incorrect.
- (c) Have power to place before The Committee any suggestions they may wish to make concerning the financial matters of The Association.
- (d) Shall, in addition to the annual audit, make such audit as may from time to time be directed by The Committee.

## **12. GENERAL MEETINGS**

**12.1.** The Annual General Meeting shall be held in the month of July in each year, or as close to that date as feasible. Ordinary general meetings may be called at any time by The Committee.

**12.2.** Business to be transacted at the Annual General Meeting includes:

- (a) Consideration of accounts, report of The Auditor and reports of The Committee.
- (b) Consideration of a resolution setting the annual fees of The Association.
- (c) Consideration of any special resolutions presented by The Committee.
- (d) Election of officer bearers under this constitution.
- (e) Election of Committee members under this constitution.
- (f) Appointment of an auditor.

- 12.3. A Special General Meeting of members may be summoned by the President within twenty one (21) days of receipt by him/her of a written request for such a meeting which shall state the business to be transacted, and which shall be signed by not less than fifteen (15) financial members.
- 12.4. Annual General Meetings, Ordinary General Meetings and Special General Meetings shall be held within the Adelaide Metropolitan Area.
- 12.5. Members shall be informed of the date, time and location of an Annual General, Ordinary General or Special General meeting at least twenty one (21) days prior to the meeting.
- 12.6. A quorum of fifteen (15) financial members at any Annual, Special or ordinary general meeting is required before any formal business shall be transacted.
- 12.7. A member shall be entitled to appoint in writing a natural person who is also a financial member of The Association to be their proxy, and attend and vote at any general meeting of The Association. Members who have appointed a proxy may be included if necessary to arrive at the quorum stipulated in sub-clause 12.6.

### 13. MEMBERSHIP

13.1. The Association has the following categories of membership:

(a) **Ordinary Members**

- All serving members or ex-serving members of The Regiment or its antecedent units shall be eligible for Ordinary Membership of The Association:

For the purpose of this sub-clause The Regiment and its antecedent units are:

10/27 Battalion Royal South Australia Regiment (10/27 RSAR)  
 Any unit amalgamated with or under command of 10/27 RSAR  
 10 Battalion Royal South Australia Regiment (10RSAR)  
 43 Battalion Royal South Australia Regiment (43RSAR)  
 27 Battalion Royal South Australia Regiment (27RSAR)  
 1 Battalion Royal South Australia Regiment (1RSAR)  
 27 Battalion South Australian Scottish Regiment  
 10<sup>th</sup> and 2/10<sup>th</sup> Infantry Battalions  
 27<sup>th</sup> and 2/27<sup>th</sup> Infantry Battalions  
 43/48<sup>th</sup> Infantry Battalion  
 43<sup>rd</sup> and 2/43<sup>rd</sup> Infantry Battalions  
 48<sup>th</sup> and 2/48<sup>th</sup> Infantry Battalions  
 50<sup>th</sup> Infantry Battalion  
 Any corps, unit, or individual attached to any of the above units

- The committee may also approve the application for Ordinary Membership of any person who has served with a like regiment.

(b) **Serving Members**

- Any person who is a Serving Member of The Regiment on full time or part time duty or a serving member of any unit attached to The Regiment shall be entitled to become a Serving Member of The Association.
- Fees for Serving Members will be waived for the first year of their membership, and thereafter their fee will be half of the fee for Ordinary Members.
- These concessional fee arrangements for Serving Members will continue to apply until the Serving Member is no longer on Full Time or Part Time duty in the military, at which time normal fees will apply.

(c) **Associate Members.**

- Wives, partners, or other family members of Ordinary or Serving Members have the right to apply for Associate membership.
- The membership fee for a wife or partner of a Serving Member who is accepted into The Association as an Associate Member will be waived for the first year of their associate membership and thereafter their fee will be half of the usual fee set for Associate Members. This concessional fee will continue to apply until the Serving Member is no longer on Full Time or Part Time duty in the military, at which time normal fees will apply.
- Selected members of ex-servicemen's associations and other persons approved by The Committee may also, on application to The Committee, become Associate Members.
- Associate Members will not be eligible to serve on The Committee and will have no voting powers.

(d) **Honorary Members**

- Senior members (for example the CO., XO, Adjutant and RSM) of any active battalion of The Regiment and the Colonel-Commandant of The Regiment may be invited to become Honorary Members of The Association for the term of their posting.
- Honorary Members will not be required to pay fees and will have no voting rights.

(e) **Life Members**

- An Ordinary or Associate Member wishing to become a Life Member shall pay a fee of \$100 or \$200 as applicable, or any other fee the Committee of Management may from time to time set. After payment they will become an Associate Life Member or a Full Life Member, and will no longer be required to pay annual fees.

(f) **Honorary Life Members**

- The Committee of Management may, at its discretion, designate as an Honorary Life Member, any member who has made a significant long term contribution to The Association.
- No more than one additional Honorary Life Member may be designated in any financial year.
- Honorary Life Members will not be required to pay fees.
- Honorary Life Members will have full voting rights and will be eligible to serve on The Committee.

13.2. All applicants for membership of The Association shall forward or cause to be forwarded to The Secretary, an application form signed by such applicant stating full name and address together with details of military service.

13.3. Upon receipt by The Secretary of such application and the appropriate fees, the applicant shall, subject to verification by The Secretary that eligibility criteria has been met, be deemed a member of The Association with effect from the date the application is received by The Secretary. The Secretary may, if an applicant's eligibility is uncertain, refer the application to The Committee for consideration and decision.

13.4. On admitting any person to membership The Secretary shall enter the name, address and contact details of the new member in a Roll of Membership.

13.5. A member may resign from membership of the association by giving written notice to the secretary of The Association. Any resigning member shall be liable for any outstanding fees.

**14. FEES**

14.1. All members whose application for membership is accepted shall pay to The Association such annual subscription fee and other imposts as is determined from time to time for the category of membership to which they are admitted.

14.2. Fees and other imposts shall be set at the Annual General Meeting.

14.3. Branches established under the provisions of clause 3 may determine the annual fees and imposts applicable to the members of their branch, and the branch shall maintain appropriate membership records, financial records and bank accounts for their branch.

**15. SUSPENSION AND EXPULSION**

15.1. A member of The Association shall cease to be a member upon any of the following conditions

- (a) By retirement upon giving written notice to The Secretary of the intention to retire;



- (b) By death;
- (c) By non-payment of dues;
- (d) By expulsion by a decision of The Committee. The Committee shall not expel any member unless that member has been advised in writing of The Committee's intention to do so together with the reasons for this action, and unless the member has failed to lodge with The Secretary within twenty one (21) days of receiving such notice, objection to the actions of The Committee and The Committee has upheld that objection.

15.2. No person, whose Ordinary, Serving or Associate Membership of The Association or Branches has been previously terminated, shall be re-admitted to membership, except in the case of non-payment of dues whereby the person may be readmitted on payment of outstanding amounts.

15.3. The widow or widower of a deceased member will be entitled to Associate Membership for the remainder of his or her life, and will not be liable for any Annual fees.

## **16. REPEAL OR ALTERATION OF CONSTITUTION AND RULES**

16.1. The rules of The Association may be amended or repealed and the new rules passed at any Annual General Meeting, or at a Special General Meeting called for the purpose, provided that notice of any proposed alteration shall be forwarded to The Secretary at least twenty eight (28) days prior to it being considered.

16.2. A notice of the meeting shall be sent to all members at least fourteen (14) days prior to the AGM, stating the nature of the proposed repeal or alteration and such repeal or alteration shall not take effect unless supported by the majority of financial members present, or represented by proxy, and voting at the meeting.

## **17. DISBANDMENT**

17.1. If at any time The Committee considers that The Association should be dissolved, it shall present its reasons to a Special General Meeting of The Association.

17.2. All assets and monies held by The Association at that time shall be dispersed in accordance with the decision of  $\frac{3}{4}$  of the members present at the Special General Meeting. Such dispersment shall be to a like minded organisation and will not be to the advantage of any member of The Association. Any such dispersment will be notified to the members at least 21 days prior to the Annual General Meeting.

## **18. SEAL**

18.1. The Committee shall provide a common seal and shall provide for the safe custody thereof.

18.2. Any instrument or document required by law to be under seal may be executed under the Common Seal of The Association

18.3. There shall be two (2) seal holders who shall be The President and The Secretary while in office.

18.4. The seal shall not be affixed to any deed, instrument or document except under and by virtue of a resolution of The Committee, and in the presence of one (1) member of The Committee who shall attest every instrument or document to which the seal is affixed, and every such instrument or document shall be signed by one (1) seal holder in the following form

*The Common Seal of the Royal South Australia Regiment Association Incorporated was hereto affixed by a Seal Holder therefore in my presence*

Example Only - Insert Seal Here

.....

Seal Holder

19. **ADOPTION OF THIS CONSTITUTION**

19.1. The previous version of the Royal South Australian Regiment Association Incorporated Constitution and Rules adopted on 3rd August 2014 is hereby repealed.

19.2. This Constitution and Rules were adopted by the members of The Association present at the Annual General Meeting held on 4<sup>th</sup> August 2019

Signed .....  
Rodney Beames  
President

*The Common Seal of the Royal South Australia Regiment Association Incorporated was hereto affixed by a Seal Holder therefore in my presence*

Signed .....  
David Laing  
Seal Holder