

Associations Incorporations Act 1981

39th Australian Infantry Battalion (1941-43) Association Inc.

Statement of Purposes

Rules

Certificate of incorporation.

39TH AUSTRALIAN INFANTRY BATTALION (1941-43) ASSOCIATION INCORPORATED

STATEMENT OF PURPOSES

The purposes of the Association are:

1. to perpetuate the ties of comradeship created by mutual services in the 1939-45 War;
2. to honour the memory of those who suffered and died for Australia by laying a wreath in the name of the Association at the Shrine of Remembrance Melbourne on an appropriate day annually.
3. to perpetuate the name, history and deeds of the 39th Australian Infantry Battalion (1941-43) in World War 2 in the defence of Australia.

Solely for the purpose of furthering the purposes set out above the Association shall have power;

- (a) To take over the funds and other assets and the liabilities of the present unincorporated Association know as **39th Battalion (1941-43) Association.**
- (b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.
- (c) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
- (d) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- (e) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (f) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (g) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated

39th Australian Infantry Battalion (1941-43) Association Inc.

directly or indirectly to advance the Association's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- (i) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (k) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (e).
- (q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (r) To print and publish any newspaper, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (s) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules.
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.

39th Australian Infantry Battalion (1941-43) Association Inc.

- (u) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (v) To make donations for patriotic, charitable or community purposes.
- (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

RULES

1. The name of the incorporated association is 39th Australian Infantry Battalion (1941-43) Association Incorporated (in these rules called “the Association”).

INTERPRETATION

2. 1. In these rules, unless the contrary intention appears:
“Committee” means the Committee of Management of the Association.
“Financial year” means the year ending on ~~30th June~~ 31st December (as amended 23/4/2003).
“General Meeting” means a general meeting of members convened in accordance with Rule 11.
“Member” means a member of the Association.
“Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 21.
“The Act” means the Association Incorporation Act 1981.
“The Regulations” means regulations under the Act.
2. In these Rules, a reference to the secretary of an Association is a reference:
(a) Where a person holds office under these Rules as secretary of the Association – to that person: and
(b) In any other case, to the public officer of the Association.
3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

MEMBERSHIP

3. 1. A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules. **Persons whose subscriptions have lapsed may have their membership cancelled by the Committee.**
- 1A. *Life Membership:(Inserted 23/4/2003)*
- a) Any member of the Association whom the committee, by resolution, declares to have rendered conspicuous service to the Association and recommends for Life Membership of the Association, may be elected a Life Member by a majority of two-thirds of the members present at any General Meeting of the Association.
 - b) Effective from the date of the election, a Life Member shall be relieved from the payment of personal annual subscription, but not relieved of other fees or levies.
 - c) There shall not be more than fifteen (15) Life Members at any one time.
2. A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
 - a) unless he/she is nominated as provided in sub-clause (3); and
 - b) his/her admission as a member is approved by the Committee.
 3. A nomination of a person for membership of the Association:
 - a) shall be made in writing in the form set out in appendix 1; and
 - b) shall be lodged with the secretary of the Association.
 4. As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee.

5. Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
6. Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he/she is approved for membership of the association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
7. The secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him/her and, upon the name being so entered, the nominee becomes a member of the Association.
8. A right, privilege, or obligation of a person by reason of his/her membership of the Association:
 - a) is not capable of being transferred or transmitted to another person;
 - b) terminates upon the cessation of his/her membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. 1. The entrance fee **will be set by the Committee at a sum of at least \$1.**
2. The annual subscription is **an amount to be set annually by the Committee** and is payable in advance on or before the 1st day of ~~July~~ *January* (as amended 23/4/2003) in each year.

REGISTER OF MEMBERS

5. The secretary, **or other Committee member so delegated**, shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer. **The Secretary or other Committee member so delegated shall be responsible for pursuing overdue fees.**

RESIGNATION OF MEMBER

6. 1. A member of the Association who has paid all moneys due and payable by him/her to the Association may resign from the Association by first giving one months notice in writing to the secretary of his/her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
2. Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

DISCIPLINE OF MEMBER

7. 1. Subject to these rules, the Committee may by resolution:
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) fine a member in accordance with The Regulations, if the Committee is of the opinion that the member –
 - (i) has refused or neglected to comply with these rules; or

39th Australian Infantry Battalion (1941-43) Association Inc.

(ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

2. A resolution of the Committee under sub-clause (1):
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
3. Where the Committee passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he/she may do one or more of the following –
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he/she wishes to appeal to the Association in general meeting against the resolution.
4. At a meeting of the Committee held in accordance with sub-clause (2), the Committee:
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
5. Where the secretary receives a notice under sub-clause (3), he/she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
6. At a general meeting of the Association convened under sub-clause (5):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
7. If at the general meeting:
 - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

DISPUTES AND MEDIATION
(Inserted by law change 2003)

39th Australian Infantry Battalion (1941-43) Association Inc.

- 7A.**
1. The grievance procedure set out in this rule applies to disputes under these Rules between –
 - (a) a member and another member, or
 - (b) a member and the Association.
 2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
 3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
 4. The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 5. A member of the Association can be a mediator.
 6. The mediator cannot be a member who is a party to the dispute.
 7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 8. The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 9. The mediator must not determine the dispute.
 10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

ANNUAL GENERAL MEETING

- 8.**
1. The Association shall in each calendar year convene an annual general meeting of its members.
 2. The annual general meeting shall be held on such day as the Committee determines.
 3. The annual general meeting shall be specified as such in the notice convening it.
 4. The ordinary business of the annual general meeting shall be:
 - (a) To confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
 - (b) To receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) To elect officers of the Association and the ordinary members of the Committee; and

39th Australian Infantry Battalion (1941-43) Association Inc.

- (d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

5 The annual general meeting may transact special business of which notice is given in accordance with these rules.

6. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETINGS

9. All general meetings other than the annual general meeting shall be called special general meetings.
10. 1. The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
2. The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
3. The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
4. If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
5. A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

CONVENING OF GENERAL MEETINGS

11. 1. The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his/her **email address or** address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
3. A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

12. 1. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in

39th Australian Infantry Battalion (1941-43) Association Inc.

these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

2. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
 3. Five members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 4. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
- 13.**
1. The President, or in his/her absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
 2. If the President and the Vice-President are absent from a general meeting the members present shall elect one of their number to preside as Chairman at the meeting.
- 14.**
1. The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 2. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 3. Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 15.**
- A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 16.**
1. Upon any question arising at a general meeting of the Association, a member has one vote only.
 2. All votes shall be given personally or by proxy.
 3. In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 17.**
1. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

2. A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

18. A member is not entitled to vote at any general meeting unless all moneys due and payable by him/her/ to the Association has been paid, **including** the amount of the annual subscriptions payable in respect of the current financial year.

19. 1. Each member shall be entitled to appoint another member as his/her proxy by notice given to the secretary not later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

2. The notice appointing the proxy shall be on the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

20. 1. The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21.

2. The Committee:

- (a) shall control and manage the business and affairs of the Association.
- (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

21A (inserted 23/4/2003)

1. *The Association may elect a Life Patron.*

2. *The Association may have only one Life Patron at any time.*

3. *The Life Patron:*

- (a) *shall have attendance and voting rights at all or any meeting of the Association;*
- (b) *be invited to join the President in leading any march of members;*
- (c) *should be active in recruiting new members.*

21. 21B (amended 23/4/2003)

1. The officers of the Association shall be:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary
- (f) **the immediate past President**

2. The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

3. Each officer of the Association shall hold office until the annual general meeting next after the date of his/her election but is eligible for re-election for a maximum of 3 consecutive years in the case of the President and for 4 consecutive years for the other officers.

39th Australian Infantry Battalion (1941-43) Association Inc.

4. In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his/her appointment.
5. Subject to section 23 of the Act, the Committee shall consist of:
 - (a) the officers of the Association: and
 - (b) 7 ordinary members (as amended 11/4/1990)each of whom shall be elected at the annual general meeting of the Association in each year.
 - (c) **The Committee has the power to co-opt people and co-opted members have full voting rights on the Committee.**
6. Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his/her election but is eligible for re-election.
7. In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his/her appointment.

ELECTION OF COMMITTEE

22. 1. Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
 - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
22. 2. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
5. The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
6. A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

VACANCY OF COMMITTEE MEMBERSHIP

23. For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member;
 - (a) ceases to be a member of the Association;

39th Australian Infantry Battalion (1941-43) Association Inc.

- (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
- (c) resigns his/her office by notice in writing given to the secretary.

PROCEDURE OF COMMITTEE

- 24.**
1. The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
 2. Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
 3. Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
 4. **At least half of the** members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
 5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
 6. At meetings of the Committee:
 - (a) The President or in his/her absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
 7. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
 8. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 9. Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him/her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him/her at his/her usual or last known place of abode at least two business days before the date of the meeting.
 10. Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

DUTIES OF SECRETARY

- 25.** The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings. **Records may be kept electronically provided that there is an external back up.**

DUTIES OF TREASURER

- 26.**
1. The treasurer of the Association:

39th Australian Infantry Battalion (1941-43) Association Inc.

- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - (c) may elect to keep the accounts electronically provided that there is an external back up.
2. The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

26A OTHER DUTIES TO BE PERFORMED

1. The Committee may appoint Association members to carry out the following roles: Public Officer, Welfare Officer, History Co-ordinator, Events Co-ordinator, Memorabilia Officer, Editor of 'The Good Guts', Membership Secretary, and Publicity Officer.

REMOVAL OF COMMITTEE MEMBER

27. 1. The Association in general meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.
2. Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES ETC.

28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two **nominated** members of the Committee.

COMMON SEAL

29. 1. The Common Seal of the Association shall be kept in the custody of the secretary.
2. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

30. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

31. 1. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post, **fax or email** to the member at his/her address, **fax number, or email address** as shown in the Register of Members.
2. Where a document is properly addressed pre-paid and posted to a

person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post. **Similarly, electronic mail will be deemed to have been received unless proved to the contrary.**

DISPOSAL OF ASSETS

- 32.** If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Association, and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of this rule such institution or institutions to be determined in accordance with a special resolution of the members of the Association or in the absence of a special resolution by the Registrar.

CUSTODY OF BOOKS

- 33.** Except as otherwise provided in these Rules, the secretary shall keep in his/her custody or under his/her control all books, documents and securities **and electronic records** of the Association. **The Treasurer shall keep in his/her custody all financial books, documents, securities and financial electronic records of the Association.**

SOURCE OF FUNDS

- 34.** The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines **and may be kept in accounts outside the supervision of the Victorian Veterans Council in a proportion set by the Committee.**