

# THE CONSTITUTION OF THE ASSOCIATION OF TOTALLY AND PERMANENTLY INCAPACITATED EX-SERVICE MEN AND WOMEN (SOUTH AUSTRALIA) INCORPORATED

## PART 1 – THE ASSOCIATION

### Introduction

1. a. The name of the Association is “The Association of Totally and Permanently Incapacitated Ex-Service Men and Women (South Australia Branch) Incorporated”. The short title is “TPI Association, SA”.
- b. The headquarters of the TPI Association, SA, shall remain within the State of South Australia.
- c. Where this Constitution is in conflict with the TPI Federation Constitution the Federation Constitution shall prevail.
- d. The Constitution shall be binding upon the Association, and its members. The Constitution may be amended in accordance with the provisions outlined herein, whereupon the Constitution as amended shall be binding.
- e. Members of the Association are entitled to view the Constitution at the Associations office during office hours, or purchase a copy on the payment of a fee, as set by management from time to time.

### Definitions

2. a. Where in this Constitution and By-Laws, reference is made to the following terms and words used herein the meanings as indicated are to be applied:

**Association:** Means the “TPI Association, SA”.

**Badge:** Means the official badge, issued on loan by the Association to a member. The badge is only to be worn by financial members.

**Constitution:** Means this Constitution and By-Laws.

**Executive:** Means the Executive Committee of the Association.

**Federation:** Means the Australian Federation of Totally and Permanently Incapacitated Ex-Service Men and Women Limited.

**Federation Directors:** Means the two members elected at a General Meeting to represent the Association as a member of the Federation.

**Management:** Means the Management Committee of the Association.

**Member:** Means a financial Ordinary Member, Life Subscriber, Life Member, Associate Member and Honorary Member of the Association.

**Membership Card:** Means the card issued by the Association to members.

**Office:** Means the registered office of the Association located at TPI House.

**Policy Manual:** Means the TPI Policy Manual approved by Management and binding on members.

**Secretary:** Means the Secretary of the Association.

**TPI House:** Means the building and grounds owned by the TPI Association SA, situated at 169-171 Richmond Road, RICHMOND SA 5033.

- b. Unless expressly provided to the contrary in this Constitution reference to:
- (1) The masculine gender also includes the feminine.
  - (2) The singular includes the plural and vice versa.
  - (3) Headings in this Constitution are for reference only and do not affect the construction or interpretation of this Constitution.
  - (4) Clause means a clause within this Constitution.

### **Objectives of the Association**

3. a. To raise funds by subscription or other means and to apply such funds to safeguarding the interests of and towards securing just and equitable treatment for members and dependants.
- b. To maintain the TPI Benevolent Fund for the purpose of relieving distress among members and their dependants.
- c. To maintain TPI House and its facilities for:
  - (1) The benefit of members and dependants.
  - (2) The use by other ex-service organisations.
  - (3) The use by community based organisations.
- d. To alleviate, when possible, distress, poverty, sickness and provide comforts and benefits for the care and welfare of members and their dependants. Management will assess each individual case on its merits.

- e. To liaise with other ex-service organisations on matters of mutual interest.
- f. The Association shall be non-political and non-sectarian.
- g. To purchase, lease or otherwise acquire, sell or exchange any real or Association property, privileges and rights necessary to achieve the Objectives of the Association subject to the limitations imposed by Clauses 4b (3) and 4b (4).
- h. To publish and circulate such papers, periodicals and circulars which contribute to these Objectives.

### **Powers of the Association**

- 4. a. The Association shall be administered by Management which shall have such powers as conferred by this Constitution to do that which is necessary, incidental or conducive to the attainment of the Objectives of the Association.
- b. For the purpose of carrying out its objects, the Association, subject to the Associations Incorporation Act 1985 its Regulations and Rules may:
  - (1) Acquire, hold, deal with, and dispose of, any real or Association property.
  - (2) Administer any property on trust; and
    - (a) Open and operate ADI accounts.
    - (b) Invest its money:
      - i. in any security in which trust moneys may, by Act of Parliament, be invested; or
      - ii. in any other manner authorised by the rules of the Association.
  - (3) Borrow any sum of money, with or without security, and enter into any lease or contract binding the Association and its funds. All such borrowings and any such lease or contract pursuant to which the Association incurs or may incur a liability to any person or entity, to pay to that person, entity or other person or entity, a sum of money up to the delegated amount as set out in Clause 4b (4).

- (4) Notwithstanding Clause 4b (3) above members at a General Meeting may approve a delegated amount of expenditure to Management from time to time. Any such delegation shall be entered in the Authority to purchase Section of the TPI Policy Manual together with the date of the General Meeting at which such delegation was approved.
- (5) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.
- (6) Appoint agents to transact any business of the Association on its behalf.
- (7) Enter into any contract it considers necessary or desirable.

---

***(Left blank for future amendments to PART I)***

## PART II – MEMBERSHIP

### Ordinary Member

5.
  - a. Any person who served in the Australian Defence Force or a member of a Peacekeeping Force and as a result thereof, is at the time of applying for membership, classified under the relevant Federal Government legislation as being in receipt of the Special Rate Disability Pension, shall be eligible to apply for membership.
  - b. Each application for membership shall be accompanied by evidence of eligibility as supplied by the appropriate authority, and shall be ratified by Management.
  - c. An applicant from an interstate branch seeking membership shall not be accepted for membership until particulars of his membership have been obtained from his former branch.
  - d. Where Management rejects an application the Secretary shall give notice in writing, to the applicant.

### Associate Member

6.
  - a. Any person being eligible for Associate Membership may apply by lodging with the Secretary, an application, in writing, on the form prescribed by Management. Any such application shall be ratified by Management.
  - b. Eligibility:
    - (1) Member of the Extremely Disabled Association (EDA).
    - (2) A veteran on a general rate pension of 100% from the Department of Veterans Affairs
    - (3) The spouse or de-facto, widow, parents or children of a TPI member.
    - (4) Any person serving with the New Zealand armed forces under “ANZAC” and who is in receipt of a disability pension at 100% of the general rate or above may also be eligible.
  - c. Fees: As determined by Management.
  - d. Membership Age: The minimum age for Associate membership shall be 18 years.
  - e. Associate Members shall be entitled to attend any General Meeting and participate in discussion and vote on general domestic matters of the Association, but an Associate Member shall not be eligible to:

- (1) Hold the Office of President, Vice President, Secretary, Treasurer, Deputy Secretary, Deputy Treasurer or a General Member of the Management Committee.
- (2) Be a Federation Director or a Delegate to a Federation Conference.
- (3) Vote for the election of President, Vice President, Secretary, Deputy Secretary or Deputy Treasurer.
- (4) Vote for an appointment of a Federation Director.
- (5) Vote on matters pertaining to the TPI Federation.
- (6) Vote on disciplinary matters involving members other than Associate members.

### **Life Subscribers**

7. A member who has previously paid a life membership subscription. This arrangement is no longer available to members.

### **Life Member**

8. a. A member will only be considered by Management for a "Life Membership" award, if he has:
  - (1) Been a member of the Association for a minimum of seven years.
  - (2) Rendered outstanding service to the Association throughout that period of time.
- b. Life Membership shall only be awarded to those members who have previously received a TPI Meritorious Service Award as described in Clause 14.
- c. On recommendation of Management, and provided that at least a two-third majority of those attending a General Meeting vote in favour, a member who has rendered outstanding service to the Association shall be granted Life Membership.
- d. Life membership of the South Australian Branch is not transferrable to other States.

### **Honorary Membership**

9. a. On recommendation of Management, and provided that at least two third majority of those attending a General Meeting vote in favour, an Honorary Membership may be granted to:

- (1) Those persons who have been awarded the Victoria Cross, the Cross of Valour or the George Cross.
  - (2) Non-members who have significantly contributed to the aims and objects of the Association.
- b. An Honorary Member shall not be eligible to hold any office of the Association nor shall an Honorary Member be eligible to vote on any Association matter.

### **Patrons**

10. Management shall seek the approval of a General Meeting prior to inviting a person to fill the appointment of Patron or Vice Patron.

### **Badge of Membership**

11. a. On joining the Association and paying the current subscription fee; a member shall be given an official receipt for his subscription fee, a membership card, and shall receive the official badge of the Association.
- b. The design of the badge is a registered design and is the sole property of the TPI Federation.
- c. A life member shall be issued with a life membership badge.
- d. Any member who loses his badge shall immediately report to the Secretary stating the circumstances surrounding the loss, and the steps taken to recover the badge. A fee as specified in the Policy Manual shall be charged for the replacement badge.
- e. Any person unlawfully using the badge shall be liable to prosecution.
- f. Proof of membership shall be a current membership card issued by the Association and bearing the receipt number for the membership fee paid.

### **Termination, Suspension and Cessation of Membership**

12. a. All resignations shall be in writing and addressed to the Secretary.
- b. Upon termination of membership, ex-members shall return to the Secretary, the official badge and their membership card.
- c. After the death of a member; the official badge must be returned to the Secretary unless permission to retain the badge has been approved by Management.
- d. Any member who is un-financial at Feb 28<sup>th</sup> shall automatically have their membership terminated.

- e. Any member desiring to resign and who is not in arrears with their annual subscription shall give notice in writing to that effect. Upon such notice being lodged with the Secretary and accepted by Management he shall cease to be a member. No members' resignation shall be accepted until outstanding financial and/or disciplinary action against the member has been finalised.
- f. Any member may be suspended immediately from all appointments and duties by a least three members of the Executive, pending further investigation. This action must be ratified at the next Management Meeting or depending on the nature of the alleged offence a Special Management Meeting may be convened.
- g. Should, in the opinion of Management, a member of the Association be found guilty of conduct unbecoming, or subversive to the objectives or policies of the Association, Management may resolve to recommend to a General Meeting of the Association that the member be reprimanded, or suspended, or their membership of the Association be terminated at the pleasure of the General Meeting, subject to Clause 12i.
- h. The Association in General Meeting may resolve to reprimand, or suspend or terminate the membership of the member referred to in Clause 12g.
- i. A resolution passed pursuant to Clause 12g shall not be of any force or effect unless:
  - (1) The Association shall have given not less than a twenty-one day notice, in writing, to the member referred to in the resolution of Management, of the date, time and place of the meeting at which it is proposed to consider the recommendation of Management, such notice to be served by registered post at the last known address of the member.
  - (2) The Association shall furnish to the member at the time of giving him notice, copies of all papers and documents which were before Management and which gave rise to it passing a resolution referred to in Clause 12g.
  - (3) The Association, in General Meeting shall have given the member every opportunity to oppose the recommendation of Management.
  - (4) It was passed by a two-third majority of the members of the Association present and voting at the meeting.
- j. Within seven days after a General Meeting has passed a resolution pursuant to Clause 12g, the Secretary shall notify the member concerned in writing, of the precise terms of the resolution of the Association.
- k. A member on whom a notice is served, may appeal against the suspension or termination to a Special Management Meeting and shall provide all relevant information and documents to be considered by the Management, by delivering or sending them by registered post to the Secretary of the



Association, within twenty-one days after the service of the notice, a requisition in writing requesting the convening of such a meeting for the purpose of hearing his appeal.

- l. Upon receipt of the request under Clause 12k, the Secretary shall notify the Management of its receipt and the Management shall cause a Special Management Meeting to be held. The member shall be given not less than twenty-one days notice of the date and time of the meeting. The member shall be invited attend such meeting to present his reason for his appeal.
- m. At this Special Management Meeting, no business other than the question of the suspension or termination shall be transacted.
- n. If, after considering the appeal, Management recommends that the reprimand, suspension or termination should stand, or be rescinded, the member shall be informed of the decision, which shall be reported to the next General Meeting.
- o. At the General Meeting, once Management has provided the member with details concerning the reprimand, suspension or expulsion, the member shall be given the opportunity to put his case.
- p. The decision as to whether the reprimand, suspension or termination should be lifted or confirmed shall then be at the discretion of the members. This shall be ascertained by a ballot and the results shall be determined in accordance with Clause 12i (4).
- q. The Federation and all other Branches shall be informed of any expulsion.
- r. Every member ceasing to be a member of the Association shall forfeit all privileges, all rights to claim upon the Association, its property and funds, and shall not be entitled to recover any portion of the subscription paid.

#### **Re-Admission of a Previously Expelled Member**

13. a. No person who has been expelled from membership of the Association shall be re-admitted as a member except with the approval of a General Meeting, where such a motion has been passed by a two-third majority of members present and voting.

### **TPI AWARDS**

#### **TPI Meritorious Service Award**

14. The Management Committee may grant a "TPI Meritorious Service Award" to a member providing:
  - a. He has been a member of the Association for a minimum of five years and during that time given meritorious service to the Association.

- b. The decision to grant the award shall be based on information provided to Management, in writing, indicating that the member has provided meritorious service to the Association.

**Life Membership**

- 15. Life Membership may be awarded in accordance with Clause 8.

---

*(Left blank for future amendments to Part II)*

## **PART III – ASSOCIATION MANAGEMENT**

### **Executive Committee & Disclosure Requirements**

16. a. The Executive Committee shall consist of:
- President
  - Immediate Past President
  - Two Vice Presidents
  - Secretary
  - Treasurer
- b. No member holding an Executive Office in another Ex-Service Organization shall be eligible to hold a position on the Executive Committee of the Association, unless approved by members at a General Meeting.

### **Management Committee**

17. a. The Management Committee shall consist of:
- President
  - Immediate Past President
  - Two Vice Presidents
  - Secretary
  - Treasurer
  - Deputy Secretary
  - Deputy Treasurer
  - Six General Members
- b. Members elected to the Management Committee may also be required to serve in other administrative duties of the Association.

### **Term of Management Positions**

18. a. Members of Management, with the exception of the Immediate Past President, are elected to office for a period of two years, commencing immediately the ballot is declared, and are eligible for nomination at all future ballots.
- b. The Immediate Past President shall act only for the period of one year commencing immediately following him vacating the Office of President at the Biennial Election.
- c. Where an incumbent President is re-elected, the position on Immediate Past President shall not be filled.
- d. The newly elected officers shall assume their roles immediately upon election.

### **Nominations for Management Positions**

19.
  - a. Nominations for office must be writing on the appropriate Association Nomination Form, signed by the nominee, the nominator and seconder, and all must be financial members at the time of nomination.
  - b. Any member nominated for the position of President must have served at least one year on the Management Committee at the time of nomination.
  - c. Nominations, with the exception of the Immediate past President, are to be received by the Returning Officer, at TPI House, no later than the close of business on the first Friday in November.
  - d. If after the closing of nominations there are insufficient written nominations, then verbal nominations may be accepted from the floor, at the November General Meeting to fill any vacancies remaining.
  - e. The Returning Officer shall inform the November General Meeting of the names of candidates, and then draw the order in which those names shall appear on the ballot paper.
  - f. Subject to the restriction imposed by Clause 19b a member may nominate for more than one Management position but may only be elected to one position, determined in accordance with the "Procedures for Management Election" issued by Management.
  - g. Members standing for office at Biennial Election may submit a statement for publication in the December issue of the TPI Newsletter.

### **Management Vacancies**

20.
  - a. A resignation from office must be in writing addressed to the Secretary and presented at the next Management meeting.
  - b. Any office bearer who has tendered his resignation may withdraw it at any time before it is dealt with by Management.
  - c. A position shall be declared vacant once it has been accepted by Management.
  - d. Filling Casual Vacancies:
    - (1) Should any Executive position become vacant, Management shall appoint a member of Management to the vacant position until an election is held.
    - (2) Should any Management position become vacant, that position shall remain vacant until an election is held.

- (3) Nominations for a vacant position will be called for at the General Meeting following the vacancy occurring.
  - (4) An election will be held at the 2<sup>nd</sup> General Meeting after the vacancy occurs.
  - (5) A member of Management may be a candidate for another position and, if elected, he automatically vacates his former position.
  - (6) A member resigning from Management does so for the remainder of that term.
- e. If a Management vacancy occurs within three months of the next Biennial Election, no replacement need be made.
  - f. All appointments made by reason Clause 20, shall stand until the next Biennial election.

#### **Dismissal of Management Committee**

- 21. a. A Motion of “No confidence” in Management may be passed by a two-third majority of members at a Special General Meeting called for the purpose, provided that the notice of the motion, in writing and stating the reason, is given to the Secretary at least twenty-one days prior to the Special General Meeting.
- b. Members are to be notified of the motion, by the Secretary in writing, at least fourteen days prior to the Special General Meeting, in accordance with Clause 34c.
- c. Before the motion is put to a ballot, members of Management may exercise the right of reply.
- d. Should a motion of “No confidence” be passed, all positions automatically become vacant at the close of the meeting.
- e. An interim Management Committee of five members shall be appointed by the meeting until an election for a new Management Committee can be held.

#### **Dismissal of a Member of the Management**

- 22. a. Any member may address a letter of complaint in a member of the Management Committee to Management. Such a letter shall be sent to the Secretary at least twenty-eight days prior to a Management meeting and shall set out the reason for complaint.
- b. The aggrieved member shall be notified of the letter of complaint twenty-one days prior to the Management meeting.

- c. The complainant shall be invited to attend the next Management meeting to substantiate his case and the aggrieved shall have the right to defend himself. Both parties may produce written evidence and/or witness if they consider it beneficial
- d. This part of the Management meeting shall be held in camera.
- e. The decision of Management shall be determined by ballot. Should the matter not be resolved by Management it must be referred to a Special General Meeting for resolution.
- f. Should the complainant or the aggrieved member choose to present his case to the Special General Meeting outlined in Clause 22e above, he shall give at least twenty-one days notice, again setting out in writing the same reasons as presented to Management.
- g. All members are to be notified of the motion, by the Secretary, at least fourteen days prior to the Special General Meeting, in accordance with Clause 34c.
- h. The aggrieved member shall have the right of reply, the vote shall be by ballot, carried by a two-third majority of members at the Special General Meeting, and the decision shall be final.
- i. Should the Management member be removed from office, the vacancy shall be filled in accordance with Clause 19.
- j. Any member of Management who fails to attend three consecutive meetings, and who fails to satisfy Management that there was a reasonable excuse for non-attendance, shall be deemed to have vacated his office and the vacancy shall be filled in accordance with Clause 19.

### **Sub-Committees**

- 23. a. Management shall establish the following sub-committees
  - Finance
  - Constitution
  - Building and Grounds
  - Social and Catering
- b. Management may appoint other sub-committees as required.
- c. Management or a General Meeting with a two third majority vote may delegate any of its powers to sub-committees, who will report back to Management for further instruction before continuing any action on Management's behalf.
- d. A sub-committee shall have a chairman, who shall be a member of Management.

- e. A sub-committee shall keep minutes of all meetings and provide a copy to Management.
- f. Management may authorise any member of Management to execute any act, document or thing on behalf of, and as an act of Management subject to the provisions of Clause 54c.
- g. Management has the right to co-opt members, with the appropriate expertise, to a sub-committee.

### **Federation Directors**

- 24. a. Nominations from members for the position of Federation Director are to reach the Management Committee for consideration at the April Management Committee meeting following the Biennial Election.
- b. Management shall put their recommendation for the appointment of a Federation Director to the April General Meeting following the Biennial Election for the approval by members.
- c. The rescission of an appointment of a Federal Director may be recommended by Management to members at a General or Special General Meeting.
- d. A Federation Director shall put before the Federation such matters as directed by members at a General Meeting.

### **Federation Director – Vacant or Absent**

- 25. a. In the event that a Federation Director is unable to attend a meeting of the Federation, he may exercise his voting power by written proxy in accordance with the TPI Federation Constitution..
- b. Should the position of Federal Director become vacant, a new Federation Director shall be appointed, by Management, to hold office until the next election of a Federation Director.

### **Elections**

- 26. a. With the exception of filling casual vacancies, voting at all elections shall be by ballot.
- b. Biennial Elections will be conducted using postal voting. Ballot papers will be posted to members and will also be available at the TPI House once the nominations of candidates have been received in accordance with Clause 19c.
- c. The method of voting shall be in accordance with the “Procedures for Management Election” issued for the election by the Secretary.

- d. Ballot Papers must be received by the close of business on the Friday immediately preceding the General, Special General or Annual General meeting at which the ballot will be declared.

#### **Returning Officer**

- 27.
  - a. A Returning Officer and an Assistant Returning Officer shall be appointed by Management for a period of two years. The Returning Officer shall be responsible for the conduct of the Elections.
  - b. The Returning Officer may seek the advice of Management on any matter concerning the election.
  - c. In the case of any dispute the Returning Officer's decision shall be final.
  - d. Each candidate may from time to time, by notice to the Returning Officer in writing, appoint a scrutineer to represent him at the counting of the ballot papers, and such notice shall be signed by the candidate and shall give the name and address of the scrutineer. The candidate may also appoint different scrutineers to represent him at the counting of ballot papers from time to time but only one such scrutineer at a time may attend the count.

---

*(Left blank for future amendments to Part III)*



## ***PART IV – MEETINGS***

### **Notice of Meetings by TPI Newsletter**

28. Members shall be deemed to have been served notice of an Annual General Meeting, when notification of such is published in the TPI Newsletter.

### **Chairing of Meetings**

29. The President, or in his absence, one of the Vice-presidents shall chair the Annual General, General, and Special General meetings. In the event of all three being absent, the members present shall elect a Chairman for the meeting.

### **Revoking of a Previous Resolution**

30. No resolution passed at a properly constituted meeting of any status may be revoked, unless a two-third majority of members present at a meeting decide to revoke the resolution made by a previous meeting.

### **Quorums**

31. a. At Annual General, General and Special General meetings, thirty members shall constitute a quorum for that meeting.
- b. At Executive meetings, three members shall constitute a quorum.
- c. At Management meetings, seven members shall constitute a quorum.
- d. Any person not entitled to vote, cannot be counted when determining a quorum.
- e. Should a quorum not be present, the business of the meeting may continue, but any recommendations made can be implemented only after ratification by a meeting at which a quorum is present.
- f. If during a meeting a quorum is lost then the meeting may continue, but any recommendations made after the quorum was lost can be implemented only after ratification by a meeting where a quorum is present.

### **Annual General Meeting**

32. The Annual General Meeting shall be held in March, at a date and time determined by Management.

### **General Meetings**

33. General Meetings shall be held on the second Tuesday of at least ten months in each year. When the second Tuesday is a public holiday, the meeting shall be held on the second Wednesday.

### **Special General Meeting**

34. a. On instructions from Management or on the written request, signed by forty financial members and stating the reason for such, a Special General Meeting shall be convened by the President.
- b. At least twenty-one days notice of a Special General Meeting shall be given to members, and such meeting shall state the business for which it is called and no other business shall be discussed.
- c. Such notice may be given by publication in the Public Notice section of "The Advertiser" newspaper.

### **Management Meetings**

35. a. With the exception of January, meetings shall be held at least monthly on a date determined by Management.
- b. A resolution in writing, signed by all members of Management shall be as valid and effectual as if it had been passed at a meeting of Management duly called and constituted. Such a resolution becomes operative from the last day of signing.

### **Special Management Meetings**

36. a. The President may at any time, giving notice of reasons, convene a Special Management Meeting.
- b. Three members of Management, on written request stating the reasons for calling such, shall have a Special Management Meeting convened.
- c. Upon request as outlined in Clause 36b the President shall convene a Special Management Meeting.
- d. Should the President fail to call such a meeting, the three members may send a notice to all members of Management, stating that the President was requested to call a meeting and failed, therefore they may now do so. This notice shall give the reason for their request.

### **Adjournment of Meetings**

37. a. The Chairman may adjourn a meeting for the purpose of maintaining order, or for the taking of a ballot, otherwise the adjournment must be by resolution. An adjournment must be to a definite date, and may be to another place or, an adjournment may be for stated length of time within the same date.

### **Voting at Meetings**

38. a. A member present may vote at any meeting of the Association. A member shall have only one vote per motion.
- b. Except where specifically stated otherwise all resolutions shall be carried by a simple majority of votes by show of hands, or by ballot if requested.
- c. The Chairman at meetings shall not have a deliberative vote but shall have a casting vote only. When exercising such casting vote it is customary that the status quo be maintained.
- d. Voting shall not be compulsory.
- e. The result of a vote or ballot, other than when a Returning Officer has been appointed, shall be declared by the Chairman and entry in the Minutes of the meeting shall be prima facie evidence of that vote.
- f. At an Executive or Management Meeting, all members must vote on every motion except where the Chairman agrees that a member's personal interest may embarrass him.

### **Conflict of Interest**

39. a. A member at an Executive or Management Meeting who considers that he has a conflict of interest with an item for discussion shall declare such conflict and leave the meeting until the item for discussion has been finalised.
- b. The Chairman may declare that there is no conflict of interest and the member may take part in the discussion of the item.
- c.. Where a conflict of interest has been raised by or in relation to a member it is to be recorded in the Minutes of the meeting together with the decision of the member or Chairman in relation to the member's presence at the meeting during the discussion of the said item.

---



---

*(Left blank for future amendments to Part IV)*

## ***PART V – FINANCIAL MATTERS***

### **Financial and Membership Year**

40. a. The Associations financial year shall be 1<sup>st</sup> of January to 31<sup>st</sup> of December.
- b. The Associations membership year shall be 1<sup>st</sup> of January to 31<sup>st</sup> of December.

### **Subscriptions**

41. a. The Annual Subscription shall be determined by Management and shall be notified to members at the General Meeting immediately following the decision.
- b. Subscriptions shall be due and payable on the 1<sup>st</sup> of January.
- c. Subscriptions not paid by the 28<sup>th</sup> of February, shall render that person un-financial and his membership shall be terminated.
- d. It shall be sufficient that the notice of the requirement to pay subscriptions on or by the 1<sup>st</sup> of January, by a notice published in the TPI Newsletter.
- e. New members joining after the 30th of April will be charged at a pro-rata fee, as set by Management.

### **Banking**

42. a. Monies received shall be paid into an account of an approved institution in the name of the Association.
- b. Monies shall be banked within a week of receipt.
- c. Any interest Free Loan Account or other special fund account shall be opened in the name of Association with an approved institution and with the authority of Management.
- d. Monies received, except for direct credits, shall be entered on the Association's official receipt book, which shall be numbered and include a duplicate copy. Each receipt will have the name of the Association thereon.

### **Payments**

43. a. Accounts shall be passed for payment by the Treasurer or Deputy Treasurer and confirmed by Management.
- b. Payments may be made by direct debit to any organisation holding an Australian Business Number (ABN).

- c. Payments may be made by cheque, which shall be paid 'to order' and marked 'Not Negotiable'.
- d. Cheques and withdrawals against the account shall be signed by the Treasurer or in his absence the Deputy Treasurer and either the President or Secretary. In the absence of any of these officials, the Vice-Presidents or Deputy Secretary shall be signatory.
- e. The signature of either the Treasurer or Deputy Treasurer must appear as one of the two signatories, on all cheques.
- f. No cash advances shall be made without the approval of the Treasurer.
- g. All payments must be verified by a tax invoice or a docket displaying the companies Australian Business Number (ABN).
- h. Management may make financial expenditure delegations to certain members. Such delegations are to be recorded in the 'Authority to Purchase' section of the Policy Manual. Delegations are only to be made within the limit of the members delegation made under Clause 4b (4).

#### **Remuneration and Donations**

- 44. a. Any income or property of the Association shall be applied solely towards the Objectives of the Association. No portion of the income or property shall be paid, transferred, or distributed, directly or indirectly to the members of the Association; provided that nothing shall prevent the payment in good faith of remuneration to any member, or non-member, in return for services rendered to the Association or in reimbursement of expenses incurred on behalf of the Association. Such applications shall be accompanied by appropriate documentation.
- b. Management shall approve all remunerations.
- c. Wages to be paid by the Association to a person employed in any approved capacity shall be agreed to between Management and the employee, and reviewed annually.

#### **Audit**

- 45. a. A Professional Auditor, who is not an Ordinary, Associate, Life Subscriber or Life Member of the Association shall be appointed annually at the Annual General meeting. Their duty shall be to audit the books immediately after the end of the Association's financial year.
- b. The Auditor shall, at all times have access to all books, accounts and documents, relating to the finances of the Association.

- c. A printed copy of the Balance Sheet and a Statement of Income and Expenditure for the financial year, signed by the Auditor, shall be submitted to the Annual General meeting.

*(Left Blank for future amendments to Part V)*

## ***PART VI – GENERAL***

### **Public Statements**

46. a. Other than the President (or in his absence, the Acting President) no member is authorised to make public statements, speak on behalf of the Association or write letters in the name of the Association without first having the permission of Management.
- b. No member, or section of members, shall take any action in the name of the Association without the consent of Management.

### **Collection of Money**

47. a. Collection of money in the name of the Association shall not be made without the written authority signed by the Secretary.
- b. The written authority must be returned to the Secretary within seven days of the completion of the activity for which it was issued.

### **Property of the Association**

48. a. Management may request any member to immediately deliver to Management all money, books or other property of the Association held by them.
- b. All property of the Association shall remain the responsibility of the President and shall not be disposed of unless directed by Management.
- c. The House Manager shall administer the property of the Association on behalf of the Management.

### **Amendments**

49. a. This Constitution shall be amended only on a two-third majority vote of members present at a General meeting or a Special General meeting, called for that sole purpose.
- b. A motion to amend or rescind a clause in this Constitution must be submitted in writing, and lodged with the Secretary at least twenty-eight days prior to a General Meeting or Special General Meeting called for that sole purpose.

### **Amendments to By-Laws**

50. By-Laws shall be amended only by a majority vote of members present at a General Meeting or Special General Meeting called for that sole purpose, and shall become binding as from the date of such General or Special General Meeting.

### **Office of Consumer and Business Affairs**

51. a. The Association shall furnish periodic returns to the Office of Business and Consumer Affairs of South Australia in accordance with the Associations Incorporation Regulations 2008 Schedule 1.

### **Common Seal**

52. a. The Association shall have a Common Seal, which shall be in the custody of the Secretary and shall bear the words: "The Association of Totally and Permanently Incapacitated Ex-Service Men and Women (South Australia Branch) Incorporated".
- b. The Common Seal shall be affixed to any deed, instrument or document only by direction of Management.
- c. The signatories to the Common Seal shall be the President, a Vice-President and the Secretary or a member temporarily occupying such positions.

### **Dissolution of the SA Branch**

53. a. In the event of the Association becoming a non-viable organisation a Special General Meeting of members shall be called upon to discuss and determine wind-up action and procedures to ensure that the welfare of TPI members is protected.
- b. The Branch may be dissolved only by a resolution at a Special General Meeting called for such a purpose.
- c. Notification of such Special General Meeting shall be in writing to every member of the Association and promulgated in accordance with Clause 34.c.
- d. Such Dissolution shall be decided by a three-quarter majority of members attending the meeting.
- e. Dissolution shall take effect immediately the decision has been made, and shall be in the hands of the last President, Secretary and Treasurer, or in the event of any of these people not being available, any three members of the last Committee of Management.
- f. If upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, such property shall be distributed to another body or bodies having similar objectives and which prohibits the distribution of its income and property among its members. Such dissolution shall be in accordance with the Associations Incorporation Act, 1985.



*(Left blank for future amendments to Part VI)*

## ***PART VII – ASSOCIATION BY-LAWS***

### **Duties of the Management**

1. In addition to attending Management meetings, the duties of the Management members are:

#### **President**

- a. The President is responsible to the Management for:
  - (1) Overall management of the Association and any employees.
  - (2) Co-ordinating the duties of Management members.
  - (3) Presiding at all meetings of the Association with the exception of sub-committees.
  - (4) Conduct the business of the Association in accordance with this Constitution and its By-Laws.
  - (5) Projecting a favourable public image of the Association.
  - (6) The release of public statements relative to the Association.

The President without voting rights; may attend sub-committee meetings in an ex-officio capacity.

#### **Immediate Past President**

- b. The Immediate Past President shall assist the President in undertaking his duties for the period set down in Clause 18b.

#### **Vice Presidents**

- c. The Vice President shall be responsible to:
  - (1) Understudy the duties of the President.
  - (2) In the absence of the President, when appointed, conduct the business of the Association on the Presidents behalf.
  - (3) Assist the President in fulfilling his duties.
  - (4) Act as hosts, attending to the welcoming of members and guests.
  - (5) Chair or oversee such sub-committees as determined by the President.

- (6) One Vice-President shall be the Vice President Administration and oversee the administration of the Association.
- (7) One Vice-President shall be Vice President Welfare and oversee the welfare function of the Association.

### **Secretary**

d. The Secretary shall:

- (1) Conduct the administration procedures of the Association as it affects members, including volunteers, and any employees.
- (2) Maintain the TPI Policies and Procedures Manual.
- (3) Report to the President and/or the Vice President Administration regularly on matters relating to the administration of the Association.
- (4) Convene and attend the meetings of the Management and in conjunction with the President prepare the agenda, and cause Minutes of such meetings to be recorded, kept and copies distributed to members of Management.
- (5) Maintain a register of members showing their full name and, as far as possible, correct address.
- (6) Be the Public Officer of the Association and hold secure its Common Seal.

### **Treasurer**

e. The Treasurer shall:

- (1) Maintain books, records and accounts as accepted by the Association's Auditors for all the recording of financial business.
- (2) Check all monies received with copies of receipts given.
- (3) Ensure that the amounts banked reconcile with monies received.
- (4) Present to each monthly Management meeting and General meeting a statement or receipts and payments of the Association for the preceding month supported by a Bank Reconciliation statement.
- (5) Check and sign as correct all accounts for payment.
- (6) Oversee the banking of all monies.

- (7) Prepare the annual budget of income, expenditure and cash flow.
- (8) Be responsible for overseeing the duties of Bar Manager.
- (9) Control the stock of saleable items held by the Association.

#### **Deputy Secretary**

- f. The Deputy Secretary shall:
  - (1) Assist the Secretary and during the absence of the Secretary assume his duties.
  - (2) Record the Minutes of Association meetings.

#### **Deputy Treasurer**

- g. The Deputy Treasurer shall assist the Treasurer and during the absence of the Treasurer, assume the duties of the Treasurer.

#### **Committee Members**

- h. Committee Members are to be responsible for such duties as allocated to them by the President.

## 2. **Members Assisting Management**

#### **Welfare Officers**

- a. Welfare Officers shall be appointed by Management to:
  - (1) Assist with welfare activities
  - (2) Assist members who are permanently confined either to their own home or to a nursing home.
  - (3) Provide information on the services and benefits available to members.
  - (4) Conduct visits to Country centres as approved by Management.

#### **Tyler**

- b. The duties of the Tyler appointed by the Management shall be to prepare the Attendance Book, occupy a seat adjacent to the main entrance of the hall and see that all members attending meetings sign the Attendance Book. The Tyler shall advise the Chairman of the meeting of the numbers in attendance.

**Concessions Officer**

- c. Concessions Officer shall be appointed by Management, and shall report at the meetings of Management. The Concessions Officers role is to obtain and advise of discounts, concessions and benefits available to members.

**Bar Manager**

- d. The Bar Manager shall be appointed by Management and is required to:
- (1) Effectively manage the bar.
  - (2) Purchase of stock.
  - (3) Maintain records of stock.
  - (4) Balance takings against stock sold at the end of the trading for each day.
  - (5) Conduct a physical stock take as detailed in the Policy Manual.
  - (6) Submit a report on the months trading to the Treasurer for presentation to Management.
  - (7) Maintain the cleanliness of the bar area.
  - (8) Be responsible to the Treasurer for the financial viability of the bar.
  - (9) Ensure that the Bar General Code of Practice as set out in the Policy Manual is complied with.
- e. Bar staff shall be approved by Management.

**Hospital Visitation Coordinator**

- f. The Hospital Visitation Coordinator shall be appointed by and report to Management.

The Hospital Visitation Coordinator shall:

- (1) Recruit hospital volunteers as required.
- (2) Maintain a roster of hospital volunteers.
- (3) Advise Management on hospital/welfare matters.

## House Manager

- g. The House Manager shall be appointed by Management and report to the Vice President Administration and is required to:
- (1) Ensure TPI House and grounds are maintained in good condition.
  - (2) Oversee maintenance contracts.
  - (4) Maintain the Property Register.
  - (5) Maintain and display the Associations memorabilia.

## Detailed duties of Management

- i. More detailed duties for Management and Members Assisting Management are detailed in the Policy Manual.

### Complaints

3. Complaints must be submitted to Management in writing within twenty-one days of a Management meeting for investigation by Management. The complaint and Management findings shall be reported at the next monthly General meeting.

### Supply and Sale of Liquor

4. a. Liquor shall be sold or supplied for consumption in those areas designated as the licenced area on the plans approved by the Office of the Liquor and Gaming Commissioner.
- b. Liquor shall be sold or supplied only during such hours and in accordance with such Conditions as may be imposed by any licence, permit or other document authorised by the Office of the Liquor and Gaming Commissioner.
- c. No liquor shall be sold or supplied to any person under eighteen (18) years of age.
- d. The consuming of intoxicating liquor, purchased from another place, shall not be permitted at TPI House.
- e. Liquor purchased at TPI House shall not be removed from the licenced premises.

### Visitors to TPI House

5. a. Any member shall be allowed to introduce visitors to the TPI House subject to such Rules as the Management shall from time to time determine, providing that no person shall be introduced as a visitor, who has been expelled from the

membership of another club, or whose conduct or presence shall be considered objectionable to the interests of the Association.

- b. A visitor shall not be supplied with liquor unless in the company of the introducing member and no member shall introduce more than five visitors on any one day, or such other number as may be fixed by the Office of the Liquor and Gaming Commissioner.
- c. The date, name and address of visitors shall be entered in the Visitors Book and the introducing member shall sign their name opposite the name of the visitors.

### **General Regulations**

- 6.
  - a. Members should carry their Financial Membership Card whenever they are attending TPI House.
  - b. Members must sign their Financial Membership Card.
  - c. Members attending General meetings must sign the Attendance Book.
  - d. The Executive may grant special permission for the wearing of a hat inside TPI House on production of a doctor's certificate, on proven religious grounds, or the legal requirement by virtue of a specific occupation.
  - e. The possession or use of illegal substances shall not be permitted at TPI House.
  - f. Any member entering TPI House whilst under the influence of intoxicating liquor and/or illegal substance must leave immediately when instructed to do so by any member of Management, or in their absence, the House Manager.
  - g. Correspondence shall be addressed to The Secretary, TPI Association SA, 171 Richmond Road, Richmond, except for mail addressed to the Returning Officer or Welfare Officer.
  - h. The Association office shall be open for a minimum of three (3) hours per day Monday to Friday inclusive, at times determined by Management.
  - i. A member supplying transport for approved official business of the Association may be granted a fuel allowance upon presentation of a receipt for such expenditure.
  - j. A copy of the Association's Constitution may be obtained at the office for a prescribed fee set by Management.
  - k. No member or section of members is to accept any favours or remuneration, from any business or organisation granting any concessions to the TPI Association. Any breach of this clause will result in immediate suspension until the matter is resolved in accordance with Clause 12g.

- l. Mobile telephones shall be turned off or made silent prior to the commencement of any meeting of the Association.
- m. Smoking shall not be permitted inside the building of TPI House.

*(Left Blank for future amendments to Part VII)*



## ***PART VIII – MEETING PROCEDURES***

### **Agenda for a General Meeting**

1. Opening – Attendance – Departed Comrades – Last Post – Recital of the Ode – Reveille.
2. Apologies and Welcome to new members and invited guests.
3. Minutes of the previous General Meeting to be received.
4. Business arising from Minutes and conformation thereof.
5. Correspondence – inward.
6. Correspondence – outward.
7. Business arising from Correspondence.
8. Adoption of Inward Correspondence and endorsement of Outward Correspondence.
9. Recommendations from the Management.
10. Treasurer’s Report.
11. Welfare Officers Report.
12. Other Reports.
13. By-elections.
14. Announcements.
15. General Business.
16. Close of Meeting.

### **Agenda for an Annual General Meeting**

1. Opening – Attendance – Departed Comrades – Last Post – Recital of the Ode – Reveille.
2. Apologies.
3. Minutes of previous Annual General Meeting to be received.
4. President’s Report.
5. Treasurer’s Report and Financial Statement.
6. Declaration of Returning Officer at the Biennial Election.
7. Election of Auditor.
8. Election of Solicitor.
9. Notice of Motions.
10. Close of Meeting.

***(Left Blank for future amendments to Part VIII)***

## ***PART IX – RULES OF DEBATE***

### **Rules of Debate**

1. The Chairman shall see that the rules of the Association are expeditiously, fairly and impartially administered.
2. The Chairman desiring to speak to any motion with the intent to influence the vote shall appoint a qualified member to act in his stead, and then vacate the chair.
3. It shall be the duty of the Chairman to call to order any member who violates any rule of debate. A member who is called to order shall take his seat until the point of order is determined.
4. A member violating the Rules of Debate or refusing to retract a statement deemed offensive by the Chairman may be suspended for the rest of the meeting.
5. A member may ask a question to clarify a point on the matter in debate.
6. A member may, without notice, ask the President, Secretary or Treasurer a question relative to Association policy or financial matters.
7. A member, except an Associate member, may ask a question of the Federal Director relative to Federal policy.
8. There can be no discussion on any matter unless preceded by a motion properly moved and seconded.
9. A member may move a motion, at any General meeting. Any motion relating to Administration or Management matters may be referred to the Management Committee for decision or recommendation, as appropriate.
10. Members when speaking, must stand, state their name and address the Chair, except when permission to remain seated is granted by the Chairman.
11. When a Notice of Motion has been submitted in writing and the proposer is absent, any member may take up the motion as if he were the original proposer.
12. When a motion is before the meeting, no other motion shall be received unless it is a motion:
  - a. To adjourn the debate.
  - b. That the question be now put.
  - c. To proceed to the next business.
  - d. That the speaker not be heard further.

- e. To postpone the debate.
  - f. To refer or amend the motion.
  - g. To adjourn the meeting.
  - h. To lie on the table.
13. Discussion on one matter shall not exceed thirty minutes, unless an extension of the time is allowed by the meeting.
  14. The mover shall be allowed five minutes to discuss the motion and three minutes for the right of reply. All successive speakers shall be allowed three minutes. Extension of time may be granted to any speaker by consent of the meeting. There shall be no debate on a motion for an extension of time.
  15. Members seconding a motion without remark cannot be regarded as having spoken to the motion.
  16. After the mover and seconder have spoken, and discussion For and then Against the motion has taken place, discussion shall cease and the motion put to the vote.
  17. No member (except the mover) shall speak more than once on any motion. The mover has the right of reply, when exercised the mover's right of reply will close the debate and motion shall be put.
  18. No member shall interrupt another while speaking unless on a point or order or to ask the Chairman permission to explain.
  19. A member raising a point of order shall state his case and resume his seat. No debate is allowed until the Chairman has decided and given his ruling on the point of order.
  20. Motions submitted cannot be withdrawn once debate has begun except with approval from the mover and seconder.
  21. Only one amendment shall be entertained at a time, though amendments to amendments are permitted.
  22. No member may move more than one amendment to a motion and the mover may not propose an amendment.
  23. Finally, the Chairman shall state the motion as it stands in its original form or as amended, and with no further discussion being allowed, he shall put the question and declare it 'Carried' or 'Lost'.
  24. When a decision is doubted, the Chairman shall direct the Tyler, or in his absence a person or persons appointed by him, to count the votes and report the results to him.

- 25. A division can only be granted upon a call being made by the mover and seconder supported by at least twenty-five percent (25%) of the members present. A member shall not be allowed to enter or leave the room while the count is being taken.
- 26. Any member may move a motion of dissent from the ruling of the Chairman. On the motion being seconded, the Chairman shall leave the Chair. Immediately after the new Chairman has been appointed he shall give the former Chairman the right to explain his ruling and then take a vote without further debate.

This is the Annexure Marked A referred to in the statutory declaration of Les Walker made on the 28th day of November 2013

Before me (Justice of the Peace) .....Peter Balazs 2339.....