



WAR WIDOWS' GUILD of AUSTRALIA Incorporated

CONSTITUTION

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CONSTITUTION
of the
WAR WIDOWS' GUILD OF AUSTRALIA Incorporated

1. INTERPRETATION

1.1 In this Constitution unless the contrary intention appears:

- (a) **Act** means the *Associations Incorporation Act 1991*.
- (b) **Constitution** means this Constitution as amended from time to time and a reference to a particular rule is a reference to a rule of this Constitution.
- (c) **Financial Year** means the year ending on 30 June in each year.
- (d) **Great Britain** includes any of the Dominions, Colonies or Dependencies of Great Britain.
- (e) **Executive Committee** means the Executive Committee constituted in accordance with rule 13.
- (f) **Guild** means the War Widows' Guild of Australia Incorporated.
- (g) **Member** means a State Guild admitted as a Member under rule 2.2.
- (h) **National Council** means the National Council of the Guild constituted in accordance with rule 8.
- (i) **President** means the person elected as President under rule 15.
- (j) **Regulations** means the *Associations Incorporation Regulations*.
- (k) **Secretary** means the person elected as Secretary under rule 17.
- (l) **Senior Vice President** means the person holding office as such under rule 16.
- (m) **Vice President** means the person holding office as such under rule 16.1.
- (n) **Immediate Past President** means the last previously elected President then living.
- (o) **State** means a State of the Commonwealth of Australia.
- (p) **State Guild** means a State Guild accredited under Rule 2.
- (q) **State President** means the person holding office for the time being as president of a Member.
- (r) **Territory** means the Northern Territory or the Australian Capital Territory.
- (s) **Treasurer** means the person elected as Treasurer under rule 14.
- (t) **war widow** means:
 - (i) the widow of any man who has lost or who loses his life through enemy action, wounds, injury, accident, illness or other disability whilst serving or as a result of having served in the armed forces of Australia or of Great Britain or in the armed forces of any ally of Great Britain during –
 - (A) the world war of 1914 – 1918;
 - (B) the world war of 1939 – 1945; or
 - (C) any subsequent war or hostilities in which armed forces of the British Commonwealth of Nations have been or become engaged;and whose death has been or is accepted by the Department of Veterans' Affairs of the Commonwealth of Australia or by the equivalent authority of Great Britain as being due to war service; and

- (ii) Defence Widows (as defined by the Department of Veterans' Affairs of the Commonwealth of Australia); and
- (iii) war widowers who are recognised by a Member as eligible for membership of that Member; and
- (iv) War Widows (as defined by the Department of Veterans' Affairs of the Commonwealth of Australia) who are the widows of former Prisoners of War, widows of former EDA and TPI pensioners,

and includes a war widow who remarries.

1.2 In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a law includes regulations and instruments made under the law;
- (d) a reference to a law or provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth of Australia or otherwise; and
- (e) a power, an authority or a discretion reposed in a member of the National Council, the Executive Committee or a sub-committee, the Guild in National Council or a Member may be exercised at any time and from time to time.

PART I: MEMBERSHIP

2. ACCREDITATION

- 2.1 An organisation established or to be established in any State or Territory may apply to the National Council for accreditation as a State Guild.
- 2.2 The National Council may accredit an applicant as a State Guild if, in its absolute discretion, it considers that:
- (a) the membership of the applicant is confined to war widows;
 - (b) the object of the applicant is to watch over and protect the interest of war widows;
 - (c) the rules of the applicant are not inconsistent in any material respect with the provisions of this Constitution.
- 2.3 Upon accreditation as a State Guild and payment of the quarterly capitation fee referred to in Rule 3, the State Guild becomes a Member.
- 2.4 A State Guild may have its accreditation withdrawn by the National Council if:
- (a) it ceases at any time to comply with the provisions of Rule 2.2; or
 - (b) its activities in any way contravene a provision of this Constitution; or
 - (c) the National Council reasonably considers that its activities may be detrimental to the interests of the Guild.

3. CAPITATION FEES

- 3.1 Each Member must pay a quarterly capitation fee to the Guild in accordance with the requirements of By-Law 3.
- 3.2 The capitation fee payable under Rule 3.1 will be the amount determined by the National Council from time to time as set out in By-Law 3.

4. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Guild or the costs, charges and expenses of the winding-up of the Guild is limited to the amount, if any, unpaid by the Member in respect of membership of the Guild as required by rule 3.

5. CESSATION OF MEMBERSHIP

A Member ceases to be a Member if:

- (a) it resigns that membership; or
- (b) its accreditation is withdrawn under Rule 2.4; or
- (c) it fails to pay the capitation fees required by Rule 3.

6. AUTONOMY

Subject to the provisions of this Constitution, each Member is autonomous and the National Council has no power to discipline a Member except as provided in Rule 2.4.

PART II: OBJECTS AND AIMS OF THE GUILD

7.1 OBJECTS

The objects of the Guild are:

- (a) to advise on the general policy of Members;
- (b) to determine and deal with to such extent and in such manner as it shall think fit all questions and matters which may from time to time be referred to the Guild by any Member;
- (c) without in any way limiting or affecting the generality of the foregoing objects, to control and deal exclusively with –
 - (i) such of the activities of the Member as can only be carried on or in the opinion of the Guild can best be carried on with the consent or approval of or in co-operation or association with the Government of the Commonwealth of Australia or any minister, department, officer or instrumentality thereof provided that:
 - (A) the Guild may at any time and from time to time and to any extent which it may think fit expressly delegate to any Member authority to deal with any such activity and may at any time revoke that delegation; and
 - (B) nothing in this Constitution is to be construed as preventing a Member from negotiating directly with any Commonwealth instrumentality for the purpose of obtaining finance or subsidy towards the erection of any buildings by the Member;
 - (ii) the transmission of money or goods to any place beyond the limits of the Commonwealth of Australia;
 - (iii) such of the activities of the Members as extend beyond the limits of the Commonwealth of Australia; and
 - (iv) such of the activities of the Members as the Guild determines to be of a national character and to require unified control provided not less than one calendar month's notice is given to each Member of any meeting at which the making of such a determination is to be discussed specifying the nature of the activity concerned.

7.2 AIMS

The aims of the Guild are:

- (a) To protect the interests of War Widows.
- (b) To identify and promote all those matters which will contribute to the general welfare and wellbeing of War Widows and their children.
- (c) To provide avenues for fellowship by encouraging gatherings and reunions of members.

PART III: MANAGEMENT

8. CONSTITUTION OF THE NATIONAL COUNCIL

- 8.1 The National Council represents Members of the Guild and comprises:
- (a) the President, the Secretary and the Treasurer for the time being;
 - (b) the President for the time being of each Member; and
 - (c) one delegate elected by each Member.
- 8.2 If the President is also the president of a Member, that Member is entitled to one additional delegate to the National Council.
- 8.3 Members of the National Council hold office until their office is vacated under this Constitution.
- 8.4 The National Council will be supported by the National Secretariat.

9. POWERS OF THE NATIONAL COUNCIL

Subject to this Constitution, the National Council may exercise all such powers and functions as are required by the Act, the Regulations or this Constitution to be exercised at a meeting of the Members, including:

- (i) any change to the Guild's objects;
- (ii) amending the Constitution;
- (iii) changing the Guild's name;
- (iv) the presentation of reports and audited accounts; and
- (v) voluntarily winding up the Guild.

10. MEETINGS AND QUORUM OF THE NATIONAL COUNCIL

- 10.1 The National Council must meet at least once in each calendar year at a place nominated by the President or the Executive Committee, as the case may be, as the annual general meeting of the Guild.
- 10.2 Meetings of the National Council are to be called by the President or the Executive Committee.
- 10.3 Written notice of a meeting of the National Council must be given by the Secretary to each member of the National Council at least two months (or such other period as may be unanimously agreed upon by the members of the National Council) before the time appointed for the holding of the meeting.
- 10.4 Notice of a meeting given under Rule 10.3 is to specify the general nature of the business to be transacted at the meeting and if a special resolution is to be proposed the notice must also specify the intention to propose the resolution as a special resolution. No business other than that business may be transacted at the meeting, except business which the National Council members present at the meeting unanimously agree to treat as urgent business.
- 10.5 One-fourth of the members of the National Council are a quorum at a meeting of the National Council. However, the members present must include the representatives of not less than four Members.

10.6 At meetings of the National Council:

- (a) each Member is entitled to exercise one vote, subject to Rule 10.6(g);
- (b) the President is entitled to exercise a casting vote but has no deliberative vote;
- (c) the Secretary and the Treasurer are not entitled to vote;
- (d) Vice Presidents are not entitled to vote in their capacity as Vice Presidents. However a person holding the office of Vice President is entitled to exercise her right to vote as the holder of another, voting, office;
- (e) if a member of the National Council is unable to attend a meeting, the State Guild which appointed her has the right to appoint an alternate member to the National Council. An alternate member is entitled to exercise the same rights that the member would have been able to exercise if the member had been able to attend. An alternate member must be a member of a Member;
- (f) decisions reached at a meeting of the National Council by a majority of the votes of Members present and voting shall be binding upon all Members (with the exception of decisions for which a special resolution is required under the Act, or a different majority is required under this Constitution); and
- (g) Members are not entitled to vote at any National Council meeting if they have not paid their capitation fees to the end of the previous June quarter.

10.7 In addition to any other business which may be transacted at a National Council meeting, the business of a National Council meeting is to:

- (a) confirm the minutes of the last preceding National Council meeting;
- (b) receive from the National Council reports on the activities of the Guild during the last preceding Financial Year;
- (c) receive and consider the audited statement of accounts and the reports that are required to be submitted to Members under section 73(1) of the Act; and
- (d) appoint an auditor for the forthcoming financial year.

PART IV: EXECUTIVE COMMITTEE AND MEETING PROCEDURES

11. EXECUTIVE COMMITTEE

- 11.1 The Executive committee comprises:
- (a) the President;
 - (b) the Immediate Past President;
 - (c) the Secretary;
 - (d) the Treasurer; and
 - (d) the President of each State Guild.
- 11.2 The Executive Committee is to control and manage the affairs of the Guild and has the power to perform such acts and do such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Guild.
- 11.3 At meetings of the Executive Committee:
- (a) the President is entitled to exercise a casting vote but has no deliberative vote;
 - (b) the Secretary and the Treasurer are not entitled to vote; and
 - (c) the Immediate Past President is not entitled to vote.
- 11.4 The Executive Committee is to meet at such times and places as the President determines.
- 11.5 At meetings of the Executive Committee one-half of the members eligible to attend are a quorum. However, a quorum must include representatives of not less than one-half of the Members.

12. DELEGATION BY THE EXECUTIVE COMMITTEE

- 12.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees any of the duties and functions of the Executive Committee, other than this power of delegation.
- 12.2 A sub-committee is to consist of at least one member of the Executive Committee and such other persons as the Executive Committee thinks fit.
- 12.3 A sub-committee to which any powers have been delegated under rule 12.1 must exercise those powers in accordance with any direction of the Executive Committee. A power so exercised is taken to have been exercised by the Executive Committee.
- 12.4 A delegation under this rule may be made subject to such conditions or limitations as specified in the instrument of delegation.
- 12.5 Despite any delegation under rule 12.1, the Executive Committee may continue to exercise any function delegated.
- 12.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under rule 12.1.
- 12.7 Sub-committees are to meet at such times and places as the Chairman of the sub-committee determines.
- 12.8 At meetings of sub-committees each member present is entitled to exercise one vote.
- 12.9 At meetings of any sub-committee, one-half of the members eligible to attend are a quorum.

13. GENERAL

- 13.1 The President is entitled to preside at all meetings of the National Council at which she is present and desirous of presiding. In her absence or if being present she is unwilling to preside the meeting must elect a chairman from amongst its members.
- 13.2 The National Council may regulate its affairs as it thinks fit and must cause minutes to be kept of all meetings of the National Council.
- 13.3 Whenever in the opinion of the President it is necessary in the interests of the Guild to take some immediate action such action may be taken by the President after consultation with all State Presidents and with the approval of the majority of such State Presidents. All Members must be notified by the President as soon as practicable of any such action. Such action must be ratified at the next meeting of the National Council.
- 13.4 The National Council may act notwithstanding any vacancy in its membership.
- 13.5 No business is to be transacted at a meeting of the National Council unless a quorum is present. If within 30 minutes of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 13.6 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting is dissolved.

PART V: OFFICERS

14. OFFICE BEARERS

The office-bearers of the Guild are:

- (a) the President;
- (b) the Vice-Presidents;
- (c) the Treasurer; and
- (d) the Secretary.

15. PRESIDENT

The President must be an Australian War Widow and a member of a State Guild and will:

- (a) be elected by the National Council;
- (b) hold office for a term of two years; and
- (c) be eligible for re-election for two additional consecutive terms of 2 years.

16. VICE PRESIDENTS

- 16.1 A person appointed as a State President, by virtue of that appointment, becomes a Vice President for the term of her appointment.
- 16.2 The person who has served the longest continuous period as a State President will be the Senior Vice President.
- 16.3 If the office of Senior Vice President becomes vacant for any reason, the next longest serving State President will become Senior Vice President.
- 16.4 In the absence from Australia of the President or for such time and for such purposes as the President may request her to do so, the Senior Vice-President is entitled to exercise and enjoy all the functions and privileges of the President.
- 16.5 If the office of the President becomes vacant for any reason the position of President will be occupied by the Senior Vice-President who will be known as Acting President. An Acting President holds office only until the conclusion of the next meeting of the National Council but is eligible for election at that meeting. Her term as Acting President is not counted as a term for the purposes of Rule 15.

17. SECRETARY AND TREASURER

- 17.1 The position of Secretary may be undertaken by the National Executive Officer of the Guild.
- 17.2 The position of Treasurer must be held by a member of the Guild.
- 17.3 The positions of Secretary and Treasurer of the Guild may be held by the same person, unless the role of Secretary is undertaken by the National Executive Officer.
- 17.4 If the positions of Secretary and Treasurer of the Guild are to be held by a member of the War Widows Guild, she/they:
 - (a) will hold office for a term of two years; and
 - (b) will be eligible for re-election for a second term;

(AL 6 dated 15 October 2015) (AL 3 dated 12 October 2012)

effective as at 19 October 2005

- 17.5 If the position of Secretary is also to be undertaken by the National Executive Officer, then she will hold that office during the term of the incumbent National President and will be eligible for reappointment.
- 17.6 If the office of the (Guild member) Secretary and/or Treasurer becomes vacant for any reason, the National Council will appoint a person to that role who will be known as Acting Secretary and/or Treasurer. Such person shall hold that position until the conclusion of the next meeting of the National Council but is eligible for election at that meeting.

18. ELECTIONS

- 18.1 The Secretary will prepare nomination papers for the positions of President, Secretary and Treasurer and distribute the papers to members of the National Council three months before the date of the annual National Council meeting at which elections are to be held.
- 18.2 (a) The President is to be nominated by a Member.
- (b) The nominees for President will nominate the persons to stand for the positions of Secretary, Treasurer and/or Secretary/Treasurer.
- 18.3 Nominations signed by the nominee and nominator must be returned to the Secretary at least two months before the National Council meeting.
- 18.4 Ballot papers prepared in accordance with nominations received will be distributed to members of the National Council and returned to the Secretary at least one day before the annual National Council meeting.
- 18.5 An elected member of the National Council holds office from the conclusion of the meeting at which she is elected to the conclusion of the meeting at which she vacates office under this Constitution.

19 VACANCIES

The office of an Office Bearer becomes vacant if the Office Bearer:

- (a) dies;
- (b) ceases to be a member of a State Guild;
- (c) resigns from office;
- (d) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cwlth)*;
- (e) is disqualified from office under subsection 63(1) of the Act; or
- (f) is absent without the consent of the National Council from three consecutive meetings of the National Council.

PART VI: ADMINISTRATION

20. SOURCES OF FINANCE

The finances of the Guild will be derived from:

- (a) annual capitation fees of Members;
- (b) grants from State Guilds the nature and amount of such grants being determined from time to time by the National Council. The grants so determined shall be in similar proportion to that determined for the membership fee;
- (c) government or other grants, subsidies for which application may be made; and
- (d) any other income which may be derived, including donations and investments.

21. ADMINISTRATION

21.1 The Funds of the Guild are to be administered by the National Council.

21.2 The National Council is entitled to:

- (a) control bank accounts under the signature of any two of the Office Bearers;
- (b) invest funds on behalf of the Guild in non speculative investments;
- (c) grant an honorarium to such officers of the Guild as it thinks fit;
- (d) remunerate any servant of the Guild;
- (e) pay travelling and other expenses properly incurred by any person whilst engaged in the affairs of the Guild; and
- (f) make such grants as it thinks fit to any person or to any Member for the furtherance of the objects of the Guild.

21.3 Proper accounts must be kept and audited annually of all funds administered by the National Council.

22. COMMON SEAL

22.1 The common seal of the Guild is to be kept in the custody of the Secretary.

22.2 Every document to which the common seal is affixed must be signed by the National President and either the National Secretary or National Treasurer.

23. CUSTODY AND INSPECTION OF BOOKS

23.1 Subject to the Act, the Regulations and these Rules, all records, books and other documents relating to the Guild are to be kept in the custody of the National Secretariat established under By-Law 6.

23.2 The records, books and other documents of the Guild are to be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of the National Council at any reasonable hour.

24. WINDING-UP

If any property remains on the winding up or dissolution of the Guild and after satisfaction of all its debts and liabilities, that property but must be given or transferred to another institution or institutions which:

- (a) have objects similar to the objects of the Guild;
- (b) are not carried on for the object of trading or securing pecuniary gain for their members; and
- (c) have a provision in their constitutions requiring any surplus property on a winding up or dissolution to be given or transferred to another institution or institutions which -
 - (i) have objects similar to the objects of the Guild; and
 - (ii) are not carried on for the object of trading or securing pecuniary gain for their members.

The institution or institutions are to be determined by special resolution of Members (as defined in the Act) at or before the time of dissolution.

25. BY-LAWS

The National Council has power from time to time to make such by-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Guild's affairs, operations, finances, interests, effects, and property and the treatment, welfare and benefit of war widows and to amend and repeal those by-laws from time to time.

The Guild in National Council may amend or repeal the by-laws from time to time.

A by-law:

- (a) must be subject to this Constitution;
- (b) must not be inconsistent with any provision contained in this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as this Constitution.

26. ALTERATION TO CONSTITUTION

This Constitution may be added to, amended or repealed by the Members:

- (a) at any National Council meeting of which not less than three months' written notice has been given to each Member specifying the nature of the proposed addition or amendment; and
- (b) if the resolution is passed by a majority of at least 75% of Members present in person.

27. HISTORY AND FUTURE OF THE GUILD

- (a) When the National President, National Secretary, National Treasurer or President of a member of the National Council (as described in section 8 of the Constitution) retires, all significant Guild items, paperwork, manual and electronic are to be transferred to the incoming member in the same position or in the event that the position is made redundant, transferred to the National President.
- (b) In the event that a State Guild winds up, every effort should be made to transfer all historical items and paperwork, manual and electronic, to that State's State Library for cataloguing, or if there is not a State Library then transfers should be forwarded to the National Library or other collecting or archival institution.
- (c) In the event that a State or National Guild winds up, and it is the only remaining Guild, that all historical paperwork be forwarded to the National Library or other collecting or archival institution.

(AL 3 dated 12 October 2012)