



Constitution of the Royal Australian Regiment Corporation

**The CONSTITUTION of
The Royal Australian Regiment CORPORATION LTD,
a Company Limited by Guarantee
ACN TBA**

Constitution

1. This Constitution shall be binding on all Members of The Royal Australian Regiment Corporation.

Definitions

2. In this constitution:

(1) “Members” means the Members eligible to be Members under clause 4 of this Constitution who have joined the Corporation.

“This Act” or “the Act” means the Corporations Act 2001 of the Commonwealth of Australia and all terms defined in the Act have the meaning given to them by the Act in this Constitution.

“The board” means the board of directors of The Company.

“The Company” means The Royal Australian Regiment Corporation Ltd.

“The Council” means a general meeting of The Company.

“This constitution” or “the constitution” means the constitution of The Royal Australian Regiment Corporation Ltd.

“A rule” means an individual section of this constitution and includes a section of the Act imported into this constitution by the Act.

(2) In this constitution:

(a) Where a rule is headed “Corporations Act 2001 – section” followed by a number that indicates that the rule is the section of the Act bearing that number and that section is not a replaceable rule and that the Act is the authoritative version and the rule is published in this constitution only for ease of reference.

(b) Where a rule that is headed “Corporations Act 2001 – section” followed by a number that indicates that the rule is the section of the Act bearing that number and where that section contains the words “replaceable rule see section 135” that indicates that the rule is a replaceable rule within the meaning of section 135 of the Act and that rule of this constitution shall take effect with any modification made by this constitution.

(c) Where there is a section of the Act that is headed “Corporations Act 2001 – section” followed by a number that contains the words “replaceable rule see section 135” and that section of the Act does not appear in these rules then that section of the Act has been not excluded from these rules.

(d) Where a rule of this constitution has taken effect as a replacement for a replacement rule of the Act, the rule taking effect takes effect under the terms of section 140 of the Act.

Purpose of The Company

3. The purpose of The Company is to provide co-ordination on a National basis for the activities of the Members when such co-ordination is necessary.

Membership of The Company

4. Any organisation constituted as an organisation where the control of the organisation is in the hands of ex-Members of the Royal Australian Regiment (including those who have served in the Regiment who were not of the Royal Australian Infantry Corps) is eligible to become a Member.

5. The Board may admit as affiliate members such organisations as the Board deems fit.

6. The person appointed as the Colonel Commandant of the Royal Australian Regiment shall ex-officio be the Colonel Commandant of the Company who shall be entitled to attend all meetings of the Company, be entitled to advise and guide but shall not be entitled to vote on any issue.

7. The board shall consist of a number of directors, up to a maximum of 12 directors as determined by the board.

8. Any resolution to alter rules 3, 4, 5, 6, 7, 8 and 10 shall not be effective unless it is carried at a general meeting of the majority of Members where the Members of the Members entitled to vote at that meeting have served on the posted strength of a Battalion of the Royal Australian Regiment, as a special resolution in the same form of words in each meeting, such meetings to be called and held within a period of sixty days.

9. The Secretary of each Member shall certify to The Company that the requirements of Rule 8 have been adhered to in the meeting of

the Member.

Election of the Board

10. The board shall consist of a number of directors, up to a maximum of 12 directors as determined by the board. One third of directors shall retire at each annual general meeting but if they are eligible may offer themselves as candidates for re-election.

11. Four months prior to the Annual General Meeting the Secretary of The Company shall invite Members to nominate persons who have served on the posted strength of the Royal Australian Regiment to stand for election to the Board of The Company.

12. If the Board is satisfied each person nominated as a Director of The Company has served on the posted strength of the Royal Australian Regiment the Board will circulate the nomination of every person with whom the Board is satisfied that the person nominated has served on the posted strength of the Royal Australian Regiment to the Members and shall invite the Members to elect such number of Directors to The Company as The Company has determined that there is vacancies on the Board.

13. The Secretary of the Member casting a vote under Rule 10 shall certify that a vote was taken at a general meeting of the Member where the majority of Members of the Members voting were members who had served on the posted strength of a Battalion of the Royal Australian Regiment.

Guarantee

14. All Members of The Company guarantee to contribute up to \$10.00 in Australian currency to the winding up of The Company should The Company be insolvent upon winding up.

Dividends

15. The Company is forbidden to pay any dividend to its Members but shall apply all its property to its purpose.

Payment of Fees to Directors

16. The Company shall not pay fees to its Directors.

Any Payment to a Director

17. The Board must approve all payments made to any Director.

Excess of assets on winding up

18. (1) If the endorsement of The Company as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which income tax deductible gifts can be made – any surplus:

(a) gifts of money or property for the principal purpose of the organisation

(b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and

(c) money received by the organisation because of such gifts and contributions.'

(2) Should The Company have a surplus of assets upon a winding up those assets shall not be distributed to Members but shall be donated to an entity that has a similar purpose to The Company.

Achievement of the Purpose of The Company

18. (1) Nothing in the rules of The Company prevents The Company from setting up and operating associated entities where The Company is the sole shareholder in the associated entity.

(2) The Company, if it sets up an associated entity for the purpose of achieving its purpose, may make rules for that associated entity that allow it to operate as if persons desirous of using the associated entity were Members of the associated entity and the associated entity was a propriety limited company with those using the associated entity being Members of the associated entity, but at all times the associated entity remains the associated entity of The Company with The

Company as the sole shareholder.

19. Nothing in these rules shall prevent The Company making such investments, as The Company deems desirable.

20. All Members undertake to uphold the purposes of The Company and not advocate any matter contrary to the purposes of The Company.

21. Should a Member not abide by these rules or any rules made in accordance with these rules the board may take such action against the Member or affiliate Member as the circumstances require.

22. The board may delegate any power conferred on it by these rules, except this power of delegation, to such person or persons, for such period under such terms, as it in its absolute discretion it deems fit.

23. Subsections 1 and 2 of section 201K of the Act shall not apply to The Company but rule 25 shall apply in lieu thereof.

24. If the Board of Directors gives a director leave of absence the Board may appoint another member of the Member to be alternate director during the absence of the director so given leave. The alternate director shall be entitled to all notices of meetings as a director whilst so appointed.

25. Section 203A shall not apply to The Company but a [director](#) of a [company](#) may resign as a [director](#) of the [company](#) by giving a written [notice](#) of resignation to the [company](#) at its [registered office](#) or by notice in writing addressed to the secretary of The Company.

26. Section 247D of the Act shall not apply to The Company but the board of [directors](#) of The [company](#) may authorise a [Member](#) to inspect books of The [company](#).

27. Section 248C of the Act shall not apply to The Company but a [directors'](#) meeting may be called by the secretary giving reasonable [notice](#) individually to every other [director](#).

28. Section 248E of the Act only applies to The Company if the Chairman and Deputy Chairman are not present or willing to act.

29. Section 249C of the Act shall not apply to The Company but the secretary as authorised by the board shall call a Council Meeting of the [company's](#) [Members](#).

30. Section 249U(1) shall not apply to The Company but the Chairman shall chair all Council Meetings at which the Chairman is present. Section 249U of the Act shall only apply if the Chairman refuses to act.

Section 250E(2) of the Act shall not apply to The Company.

31. Subject to rule 28, Members shall have one vote whether on a show of hands or on a ballot.

32. Section 250K(2) does not apply to The Company as a poll cannot be demanded on any [resolution](#) concerning:

- (a) the election of the chair of a meeting; or
- (b) the adjournment of a meeting.

33. (1) As The Company is a company established to provide for the welfare of Members and ex-Members of the Royal Australian Regiment The Company is forbidden to expend any moneys except on the welfare of Members and ex-Members of the Royal Australian Regiment.

(2) In this Rule the Board will ensure that all its expenditure is not only for the welfare of Members and ex-Members of the Royal Australian Regiment, but also that it is within or incidental so as to be encompassed by the Preamble to the Imperial Act 41 Elizabeth 1 c 4 – *The Charitable Uses Act 1601*.

