



**Constitution of the
Australian Peacekeeper & Peacemaker
Veterans' Association Incorporated
National Executive**

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Constitution of Australian Peacekeeper & Peacemaker Veterans' Association

National Executive (Incorporated in Victoria)

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Naming

- 1.1 The name of this body shall be the Australian Peacekeeper and Peacemaker Veterans' Association Incorporated and it will be referred to hereafter as APPVA and/or the Association.
- 1.2 Scope. The Scope of this Constitution covers the operation of the established APPVA National Executive and Committee of Management. This Constitution revokes any previous Australian Peacekeeper & Peacemaker Association (APPA), of which the APPVA has evolved from the APPA, and/ or any previous Constitution of the APPVA.
- 1.3 There may, from time to time be the opportunity for the National Committee of Management to raise By-Laws, or Standing Operating Procedures (SOP) governing the APPVA and its respective Branches; however the Constitution is the senior document for rules of the APPVA.
- 1.4 Branches will also have their own respective Constitution as their residential State/Territory laws require for that Branch to be so incorporated.
- 1.5 Structure. The APPVA is a National Veteran, Current and Ex-Service Organisation (ESO). The APPVA is structured as follows:
 - a) The Australian Peacekeeper & Peacemaker Veterans' Association (National Executive), (Incorporated in Victoria 27 January 2004) established 24 October 1997;
 - b) Victorian Branch (Incorporated in Victoria 30 July 2006);
 - c) New South Wales Branch (Incorporated in New South Wales);
 - d) South Australian/Northern Territory Branch (Incorporated in South Australia) established 25 November 2006;
 - e) North Queensland Branch (Incorporated in Queensland 26 March 2007); established 15 December 2006;
 - f) Australian Capital Territory Branch (Incorporated in the Australian Capital Territory) established 14th September 2007;
 - g) South Queensland Branch (Incorporated in Queensland), established 5 November 2007;
 - h) Tasmania Branch, established 6th December, 2008.
- 1.6 Branches may from time to time have established Sub-Branches. These Sub- Branches are to be governed by the Branch By-Laws.

Branch Naming:

- 1.7 Branch naming shall be in the following format:
E.g. the Victorian Branch is to be named in full:

“Australian Peacekeeper & Peacemaker Veterans’ Association Victoria Branch Incorporated”. There is flexibility to allow an abbreviated version e.g. “APPVA Vic Branch Inc”.

Preliminary

- 2.1 Objectives of the Association. The objects for which the Association is established are:
- a) Provide for the sick, helpless, wounded, aged, disabled, destitute and needy among those who are serving or who have served in the Australian Defence Force, New Zealand Defence Force and members of the State and Federal Police and Government Organisations who served on operations overseas including Defence service, their dependants; including widows/ers and their families;
 - b) To assist members of State or Territory Associations of the APPVA (hereinafter called “State Branches”) and their dependants in cases where a member or a child of a member has or appears to have any disability which is or in any way may be connected with service rendered by a member in the Navy, Army, Air Force or those who are eligible for Veterans Entitlements and Military Compensation;
 - c) Without limiting the generality of the preceding sub-clause, to assist members and their dependants or descendants and guardians of children of members of State Branches (hereinafter called Members) to obtain evidence and material necessary to commence, pursue and maintain claims for Veterans Entitlements and Military Compensation for the disability or death of a member or the child of a member which is, or in any way may be, connected with eligible service rendered by the member;
 - d) To investigate, collect and collate material to:
 - i) Identify medical conditions in contemporary military operations;
 - ii) Investigate where, when and in what way these conditions were contracted through Defence service;
 - iii) Establish what effects these medical conditions may have on members directly or indirectly exposed to such medical conditions and on their children;
 - e) To promote and assist the development of all aspects of the welfare of members in pursuing any objects which now or hereinafter may be deemed to be charitable;
 - f) To provide and further co-operate in the achievements of the above objects and, to that end, bring together in committee and conference,

Authorities, Voluntary Organisations, Centre's for Higher Learning or Scientific Research or any individuals or Organisations;

- g) To promote and carry out, or to assist in the promotion or carrying out of surveys, reports and submissions related to the needs of the members and service or ex-service personnel;
- h) To develop an informed public opinion on matters related to the above objects or any of them; by promoting or arranging; or providing for; or assisting to promote; or provide for the holding of exhibitions, meetings, lectures, seminars or films consistent with the objects of the Association;
- i) To compile, print and publish; or to assist in the compilation, printing or publication of such materials as would further the objects of the Association;
- j) To provide an advisory service on matters pertaining to the health and welfare of members and to assist their dependants and descendants in such matters;
- k) To organise, prepare and collate; or to assist in the organisation, preparation and collation of information, knowledge and expertise relating to the welfare of members generally and in the furtherance of the above objects; or any of them;
- l) To maintain and coordinate the activities of State Bodies throughout Australia and any other places outside of the Commonwealth of Australia as the Association may from time to time determine;
- m) To accept capitation fees from State Branches, and donations whether of real or personal estate and devises and bequests for all or any of the purposes aforesaid; and so far as permitted by law; to dispose of; or to lease and accept surrenders of leases of and manage all real estate (including lease-holds) so received and not required or capable of being occupied for the purposes of the Association. In such case the Association shall take or hold and deal with same in such manner as allowed by law, having regard to such trust;
- n) To invest and deal with any of the monies or other assets of the Association not immediately required upon such securities and in such manner as the Association may determine;
- o) To invest and deal in real estate and to hold property for the purposes of furthering all or any of the objects of the Association;

- p) To purchase, take, or lease, or in exchange, hire or otherwise acquire, any real or personal property, or any rights or privileges, which the Association may think necessary, or convenient for any of the purposes of the Association;
- q) To borrow or raise money in such manner as the Association may think fit, for any of its objects and in particular by mortgage or other securities, up all or any of the property of the Association, present or future;
- r) To establish and accept trusts having for their object the welfare and benefit of any member of the Association and its State Branches or for any dependant or descendant of members to enable the Association to more effectively obtain the objects hereinbefore mentioned;
- s) To do all such other lawful things as are conducive or incidental to the attainment of any of the above objects;
- t) To pay out of the funds of the Association all expenses of and incidental to the formation thereof its management and the carrying out of its objects, including the payment of salaries to persons employed by it;
- u) To make By-Laws in accordance with this Constitution;
- v) Nothing in the preceding Sub Paragraphs shall prevent the Association from rendering assistance to non financial veterans, veterans of other conflicts, ex-service or serving Defence personnel or their dependants;
- w) To actively promote affiliation with groups with similar objectives; and;
- x) Commemoration. Preserve the memory and records of those who served, suffered and died for Australia, erect monuments to their valour, honour and sacrifice and provide them with suitable burial places, and establish and preserve, in their honour, commemoration days such as ANZAC Day (25th April), Australian Peacekeeper Day (14th September), United Nations Day (24th October), Remembrance Day (11th November) and International day of peacekeepers (29th May).

2.2 Application of income and property of APPVA. Subject to article 2.3, the income and property of APPVA must be applied solely towards the promotion of the objects set out above. No part of the income or property may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members.

2.3 Permitted Payments. Subject to article 10.6, nothing in this Constitution prevents the payment in good faith of remuneration to any officer or Member of APPVA or to any Member in return for:

- a) Goods supplied in the ordinary and usual way of business;
 - b) The payment of reasonable interest on moneys borrowed; or
 - c) Reasonable rent for premises leased by APPVA
- 2.4 Distribution of surplus property. If APPVA is wound up any surplus property must not be paid to or distributed amongst the members but paid or transferred:
- a) To Legacy of Australia situated in Victoria having objects similar to those of APPVA (and prohibiting the distribution of income and property amongst its or their members to a comparable extent as is imposed on APPVA) as determined by the Members at or before the time of dissolution; or
 - b) Failing any such determination; to The Victorian Veterans' Council to be used for the advancement of Veterans welfare in Victoria.
- 2.5 Replaceable Rules not to apply. The provisions of the Incorporations Act that apply as replaceable rules are displaced by this Constitution.
- 2.6 Amendment of Constitution. This Constitution may be modified or repealed by special resolution of APPVA in general meeting. A special resolution modifying or repealing this constitution has no effect unless approved in writing by the ATO which approval will not be unreasonable withheld.

Membership

- 3.1 Ordinary Members. Membership is open to any member or ex member of the Australian or New Zealand Armed Forces, Police Force, Government Organisations or Defence Civilians who have served on Warlike Operations; Peacekeeping or Peacemaking Operations; or Non-Warlike Service. In addition, Peace time serving and ex serving members of the Australian Defence Force (ADF) There is to be an initial entrance fee of Ten Dollars (\$10.00 AU) and this fee may be amended by a vote at an Annual General Meeting. There is a membership fee component (subscription), which is designated by item 3.4.
- 3.2 Affiliate Members. Affiliate membership is open to all, that have not been discharged for reasons of discipline, War Widows/ers), Defence Widows/ers, Partner(s), Parents; Children; and siblings of an APPVA Veteran, they have no voting rights. However, they may bring to the attention of their respective State Representatives items to be addressed at an AGM/QGM/EGM, both National and State.
- a) An exception to this rule is where an APPVA Committee is unable to have Ordinary members fulfilling the duties of a Key Appointment. The member must be an Affiliate Member and may hold voting rights at the

Committee Level. However, the President of the Committee must be an Ordinary Member.

- 3.3 Associate Members. Associate membership is open to members of other National Armed Forces or Police Forces who have served in War, Peacekeeping or Peacemaking Operations; they have no voting rights. In addition those people who have served with Non-Government Organisations may also be Associate Members of the APPVA. However, they may bring to the attention of their respective State Representatives items to be addressed at an AGM/QGM/EGM, both National and State Levels.
- 3.4 Life Membership. This membership would be deemed as the prestigious membership level of award in the APPVA. It will be for recognition of an individual member (Full or Affiliate) who has provided diligent service on any given committee of the APVA, for an aggregate period of 10 years, and is of the opinion of the National Executive Committee to be worthy of such recognition.
- 3.5 Honorary Membership. This membership is to be in three criteria:
 - a) dedicated to the Partners and children of those ADF of Australian Federal Police (AFP – International Deployment Group (IDG)), who have paid the supreme sacrifice for International Peace and Security, whilst serving on Operations.
 - b) dedicated to the partners and children of those ADF or AFP who have died whilst Full Members of the APPVA; and
 - c) another individual that is deemed by the APPVA National Executive Committee as providing outstanding service to the APPVA, who are not members.
- 3.6 Membership Fees. The annual membership fee for all classes of membership shall be determined at the Annual General Meeting (AGM) each year.
 - a) All new membership and annual fees are to be sent directly to the National Membership Secretary.
- 3.7 Cessation of membership. A person ceases to be a Member:
 - a) on resigning their membership by written notice to APPVA;
 - b) on death;

- c) at an APPVA general meeting, removed for; discipline, underhanded behaviour, or ethical reasons, that the person committed by the passing of a special resolution by the quorum of the meeting to that effect.
- 3.8 Limited Liability of Members. The liability of a Member is limited to their undertaking to contribute to the property of APPVA (in the event of APPVA being wound up while they are a Member or within 1 year after ceasing to be a Member) for payment of the debits and liabilities of APPVA (contracted before that person ceases to be a Member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding twenty dollars (\$20.00).
- 3.9 Register of Members. The National Membership Secretary must keep and maintain a register of members containing:
- a) The name, phone number, E-mail (where available) and postal address of each member;
 - b) The date on which each member's name was entered in the register (joining date).
 - c) The register is available for inspection by any Executive Committee member upon request. No third parties should have access to this without written approval from the President/Vice President and the National Membership Secretary.
 - d) Two (2) copies of the National Membership are to be maintained. One is to be held by the Membership Secretary and one by The National Secretary. An electric copy on disc- non-rewritable (CD-R) as off site storage to be used at meetings to check currency of membership of those attending.
 - e) Unless the member grants express permission (obtained in writing), at no time are member's details to be released to other than Members of the Executive Committee in accordance with the Privacy Act 1988.
- 3.10 State member lists are permitted to be passed onto the respective State Secretary, with regular updates from the National Membership Secretary. This is to enable the State Committees to contact their respective State membership.

General Meetings

- 4.1 Annual General Meetings. Annual general meetings of APPVA are to be held in accordance with the Incorporations Act.

- 4.2 Power to convene general meeting. The Committee must convene and arrange to hold a general meeting of APPVA when requisitioned by Members in accordance with the Incorporations Act. The Committee may also convene an EGM whenever it thinks fit.
- 4.3 Notice of Committee Meetings. Except where shorter notice is permissible under the Incorporations Act, at least 21 days notice must be given of a meeting of the Members, exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given.
- 4.4 Notice of General Meeting. A notice of a General Meeting must be given within 28 days.
- a) A General Meeting in the context of this Constitution means either an Annual General Meeting (AGM); a Quarterly General Meeting (QGM); or an Extraordinary General Meeting (EGM).
- 4.5 Notice of special resolution. If a special resolution is to be proposed, the notice of meeting must be set out an intention of purpose the special resolution and state the resolution, with rationale.
- 4.6 Consent of notice. A notice of convening a meeting of APPVA must:
- a) Specify the place, date and time of the meeting, state the general nature of the business to be dealt with at the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting;
- b) state that a Member is entitled to attend and vote is entitled to send a postal vote by both standard and electronic mail (E-mail), and
- c) state that a Committee Member who is not in Australia, is not entitled to a notice of a meeting of the Committee.
- 4.7 Auditor's right to attend General Meetings. The Auditor or an agent authorised by the Auditor in writing for the purpose, is entitled:
- a) to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Members is entitled to receive; and
- b) to be heard at any general meeting on any part of the business of the meeting which concerns the Auditor in that capacity, notwithstanding that the Auditor may retire at that meeting or a resolution to remove the Auditor from office is passed at that meeting.

- 4.8 Cancellation or postponement of General Meeting. Where a general meeting (including an AGM) is convened by the Committee it may, whenever it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by it but must give prior written or by Electronic Mail notice of cancellation or postponement to all persons entitled to receive notices of general meetings.
- 4.9 Business of postponed meeting. The only business that may be transacted at a General Meeting, which is postponed is the business specified in the notice convening the meeting as in 4.8.
- 4.10 Accidental omission. The accidental omission to give notice of meeting or of cancellation or postponement of a meeting to, or the non-receipt of any such notice by any person entitled to notice does not invalidate the meeting, cancellation or postponement or any resolution passed at a meeting.
- 4.11 Effect of adjournment or postponement on postal vote

Where:

- a) By the terms of an instrument appointing a proxy or attorney, a postal vote or attorney is authorised to attend and vote at a general meeting to be held on specified date or at a general meeting or general meetings to be held on or before a specified date; or
- b) The meeting is adjourned or the date for holding the meeting is postponed to date later than the date specified in the instrument of postal vote or power of attorney;
- c) Then, by force of this article, the later date is substituted for and applies to the exclusion of the date specified in the instrument of postal vote or power of attorney unless the member appointing the postal vote or attorney gives to APPVA at its National Secretary notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been adjourned or postponed, this can be done by both standard and electronic mail (E-mail).
- d) Refer to Voting Rights clauses 6.1 through to 6.7. Clause 6.2 refers to Special Resolutions.

Proceedings at general meetings

- 5.1 Business of Annual General Meeting. The business of an AGM is to:
- a) receive and consider the financial statements and the reports of the Committee and of the Auditor on the financial statements, and

- b) elect Committee Members in place of those retiring.
 - i) All other business which is transacted at an AGM and all business transacted at any other general meeting is special business.
- 5.2 Quorum for General Meetings. Constitution of a Quorum for the conduct of the business of a meeting must be:
- a) Any five (5) members of the Committee including at least two (2) Executive Members.
 - i) If within half an hour of the time appointed for the meeting a quorum is not present:-
 - (1) In the case of a special meeting, the meeting lapses;
 - (2) In any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 5.3 Requirement for quorum. An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting, it is to be deemed present throughout the meeting unless the President of the meeting on the President's own motion or at the insistence of a member, proxy or attorney, who is present, otherwise declares no quorum.
- 5.4 Quorum and time. If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting:
- a) if convened on requisition of Members, is dissolved; and
 - b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Committee appoints by notice to the Members and others entitled to notice of the meeting.
- 5.5 Quorum at adjourned meeting. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.
- 5.6 President. The President is entitled to preside at general meetings, but if the President is not present and able and willing to act within 30 minutes after the time appointed for a meeting or has signified an intention not to be present or inability or unwillingness to act, the following may preside (in order of Entitlement): the National Vice President and Committee Members chosen by a majority of the Committee present; a Member, proxy or attorney chosen by a majority of the Members present in person or by proxy or attorney.

- 5.7 Voting. If there is an equality of voters, whether on a show of hands or on a poll, the President of the meeting is entitled to a casting vote in addition to any votes to which the President is entitled as a member or postal vote or attorney. The president has discretion both as to whether or not to use the casting vote and as to the way in which it is used.
- 5.8 How questions are decided. Every question submitted to a meeting is to be decided by a simple show of hands, unless a poll is decided:
- a) before the vote is taken;
 - b) before the voting results on the show of hands are declared; or
 - c) immediately after voting results on the show of hands are declared;
- By:
- i) the President of the meeting; or in the absence of the President;
 - ii) an Executive Officer present in person or by postal vote, or attorney and having the right to vote at the meeting,
- 5.9 Declaration of results. On a show of hands, a declaration by the President of the meeting is conclusive evidence of the result.
- 5.10 Questions decided by majority. Subject to the requirement of the Incorporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.
- 5.11 Poll. If a poll is properly conducted and the poll is not withdrawn, it must be taken in such manner as the chairman of the meeting determines and the result of the poll is to be deemed the resolution of the meeting at which the poll was declared.
- 5.12 Adjournment. The President of a meeting may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new time, day or place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 5.13 Notice of adjournment. If a meeting is adjourned for more than 14 days notice of the adjournment must be given in accordance with article 4.3.

Votes of Members

- 6.1 **Voting rights.** At a general meeting each (Currently financial) person present as a Member, or attorney of a Member, has one vote on a show of

hands. On a poll each person present or attorney of a Member has one vote for each Member that the person represents, in addition to any vote they can exercise as a Member in their own right. This rule also applies to Postal Votes.

- 6.2 **Postal Votes** may be made using the electronic email system, as a method to provide a vote to a given matter or General Business Item. However, Postal Votes are not to be used for Special Business, in passing Special Resolutions. Special Resolutions are only voted by the members present or by Proxy.
- 6.3 **Proxy Votes.** Proxy votes may be used in the case where a Committee of Management (COM) member, for example a Branch President, is unable to attend a General Meeting, however he/she may appoint a proxy, which would be normally a member of that Branch's Executive. This is to ensure that the representation of the Branch is made at General Meetings and the opportunity exists for that Branch to exercise its power to vote.
- 6.4 Proxy Votes only provide one (1) vote per Branch or an Office Bearer who is a member of the National Executive. Other Appointed members of the COM are not able to provide Proxies for their vote at a General Meeting.
- 6.5 The Proxy Vote form is to be comprised of the following information:
- a) Branch Letterhead, including address and ABN; have the full name of the person and position of the Office Bearer handing over proxy, with signature and date; and
 - b) The full name of the person acting in the capacity as a proxy on behalf of the aforementioned person, with signature and date.
- 6.6 Proxy Vote forms may be sent via electronic means, or accompanies a person at a given General Meeting and handed to the National Secretary.
- 6.7 Right to appoint attorney. A Member may by power of attorney, appoint an attorney to act on the Member's behalf at all or any meetings of APPVA.
- a) To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation that the Committee requires must be received by APPVA at least 48 hours before the meeting.

National Committee

- 7.1 The National Committee is to consist of two (2) bodies of function:
- a) National Executive; and

b) The National Committee of Management.

7.2 National Executive Structure. The National Executive shall conduct the business management and affairs of the APPVA; National Operations of the APPVA; ensure compliance with Corporate Governance; ensure compliance with Government or independent Grant funding criteria; ensure compliance with the Veterans' Indemnity Training Association (VITA); and representation of the APPVA at National level.

a) The Executive Committee shall consist of the National President, National Vice-President, National Secretary and National Treasurer, hereafter called Office Bearers.

b) The Retiring National President shall be known as the Immediate Past President, and may be a member of the National Executive Committee and maintain that position for a period of one tenure (24 months).

c) The Immediate Past President will not hold a vote at the National Executive, and National Committee of Management, however, he/she may speak at these meetings.

d) All Office Bearers must be financial members of the Association;

e) Should any vacancy occur in the Executive or office bearers, other in the normal course of elections, the Executive shall fill such vacancy from the financial members and such member elected shall hold office for the unexpired portion of the predecessor's term;

f) The Executive shall meet as often as may be required to conduct the business of the association with a minimum of four (4) times, preferably at quarterly (three monthly intervals in a given calendar year; and

g) All notices of Executive meetings shall be in writing and posted to members of the Executive at least fourteen (14) days before the date of such meeting. The accidental omission to give any member or the non-receipt by any member, of any notice required by this constitution shall not invalidate or affect any proceedings at such meetings.

7.3 Committee of Management. The affairs of the Association shall be managed by the Committee of management.

a) The Committee of Management is to consist of the following members:

i) The National Executive, and

- ii) All established APPVA Branch Presidents.
 - b) In addition, appointed Officers shall be members of the National Committee of Management. These Appointed Officers shall be responsible for specific functions of the National Executive and The National Committee of Management, in order to enable the National Committee of Management to function efficiently. Such positions are the following:
 - i) The National Membership Secretary;
 - ii) The National Information Technology Officer;
 - iii) The National Merchandise Officer;
 - iv) The National Assistant Secretary;
 - v) The National Assistant Treasurer;
 - vi) The National Entitlements Officer.
 - vii) The National Police Liaison Officer; and
 - viii) Any management position deemed necessary by the Committee of Management.
 - c) All members of the Committee of Management shall be financial members of the APPVA.
 - d) The Committee of Management:
 - i) Shall control and manage the business and affairs of the Association;
 - ii) May, subject to these Rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Committee of Management; and
 - iii) Subject to these Rules, has power to perform all such acts and things as appear to the Committee of Management to be essential for the proper management of the business and affairs of the Association.
- 7.4 Office Holders. Office Holders of the APPVA are those mentioned in 7.2.a. In addition Branches will also have elected Office Holders.

- a) Each officer of the Association shall hold office until the expiry of his or her term up to the general meeting next after the expiry of his or her election but is eligible for re-election.
 - b) In the event of a casual vacancy by an Office Bearer referred to in 7.2.a., the Committee of Management may appoint a member to the vacant office. The member appointed may continue in office up to and including the conclusion of a meeting next following the date of the appointment.
 - c) The term of office for Office Bearers in both the National and Branch organisations shall be two (2) years.
 - d) National and Branch Presidents shall not exceed 3 consecutive full terms (six (6) years).
 - e)
- 7.5 Election of officers and ordinary Committee members. Nominations of candidates for election as officers of the Association or as ordinary members of the Committee must be:-
- a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); plus candidacy may be accepted by electronic mail (E-mail) and
 - b) delivered to the Returning Officer of the Association no less than seven (7) days before the date fixed for the holding of the annual general meeting.
 - c) a candidate may only be nominated for one office, or as a member of the Committee of Management, prior to the AGM.
- 7.6 If insufficient nominations are received to fill all vacancies on the Committee of Management, the candidates nominated shall be deemed to be elected and further nominations may be received at the AGM.
- a) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - b) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
 - c) The ballot for the election of officers and ordinary members of the Committee of Management must be conducted at the annual general meeting in such a manner as the Committee of Management may direct,

this may and does include postal votes via electronic means or the normal postal process.

7.7 Election of Committee. Nominations for each candidate for election as office bearers or Committee members shall be proposed and seconded respectively by two (2) financial members prior to the annual general meeting and must be endorsed by the candidate (the endorsement can be placed on the nomination sheet). All positions are to be in writing and shall be decided by a majority of votes placed in the ballot box, at no time is a member required to indicate to another member his or her voting choice and or postal votes, where an AGM is unable to be convened.

a) No person shall be eligible for election unless they are a financial member of the APPVA.

7.8 Vacancies. The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member:

a) ceases to be a member of the Association; or

b) becomes an insolvent under administration within the meaning of the Corporations Law; or

c) resigns from office by notice in writing given to the Secretary.

Duties and Powers of the Committee

8.1 Duties of Committee. The Committee is responsible for all activities of the APPVA as for rule 7.1 and 7.2.3. This includes the custody and control of the funds and property of APPVA.

a) The Committee shall be responsible to encourage the commemoration of ANZAC Day, Remembrance Day; Australian Peacekeeper/Peacemaker Day; The International Day of Peacekeepers; and United Nations Day. From time to time, the National Committee of Management may be required to facilitate these commemorations.

b) It is the responsibility of the Branches and local members to organise the commemorations listed in 8.1.1.

8.2 General Powers. Subject to the Incorporations Act and this Constitution, the Committee of Management may exercise all those powers and do all those things which the APPVA is authorised to exercise and do by this Constitution.

8.3 Specific Powers. Without limiting its power under article 8.2, the Committee will:

- a) Be responsible to the members of the Association for ensuring that the Committee acts on their behalf at all times, and that the meetings are conducted correctly.
 - b) The National President is to represent the APPVA at National level forums and consult directly with Government in relation to APPVA member matters. The National President is responsible for the overall conduct of the APPVA.
 - c) The National Vice President is to understudy the National President and is to carry out the Presidents' duties in his or her absence.
 - d) The Secretary is responsible to the Committee. The Secretary shall keep a true record of the minutes of all meetings, attend to correspondence, issue notice of meetings and carry out such duties as the Committee may from time to time direct.
 - e) The National Treasurer is responsible for the Business management of the Committee, Financial reporting, audit and accounting of APPVA funds and property.
- 8.4 Exercise of Powers. A power of the Committee may be exercised only by resolution of the Committee.
- 8.5 Notice of committee meetings. Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- 8.6 Written notice of special committee meetings. Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and not other business may be conducted at such a meeting.
- 8.7 Quorum for Committee Meetings. Any 5 members of the committee including 2 executive officers constitute a quorum for the conduct of the business of a meeting of the committee.
- a) No business may be conducted unless a quorum is present.
 - b) If within half an hour of the time appointed for the meeting a quorum is not present:
 - i) in the case of a special meeting – the meeting lapses;

- ii) in any other case – the meeting shall stand adjourned to the same place and the same time and the day in the following week.
 - iii) The committee may act notwithstanding any vacancy on committee.
- 8.8 Proceedings of Committees. Unless the Committee appoints the chairman of a Committee, the members of a Committee themselves must elect one of their number as chairman of their meetings. If a meeting of a Committee is held and;
- a) a chairman has not been elected; or
 - b) the chairman is not present within fifteen minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,
 - c) The members of that Committee involved may elect one of their numbers to be chairman of the meeting.
- 8.9 Meetings of Committees.
- a) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
 - b) Special meetings of the committee may be convened by the President or by any 4 members of the Committee.
 - c) A Committee may meet and adjourn as it thinks proper.
- 8.10 Decisions of Committees. Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members involved and voting. The Chairman, in addition to the chairman's deliberative vote, has a casting vote.

Books and records

- 9.1 Custody of books and records. Except as otherwise provided in the Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association:
- i) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge to any member upon request; and
 - ii) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association. The exception to this

rule is all documentation marked as “Welfare in Confidence” as this may be deemed as a breach of Privacy.

- a) The Treasurer shall receive and receipt all monies payable to the Association. All monies shall be banked in the banking account of the APPVA, the only exception to this rule are the funds provided by the respective Funding from the Department of Veterans’ Affairs, and/or any Funds provided by the respective States these funds are to be accounted for in Branch accounts.
- b) This same action is also applicable to the National Accounts. The Treasurer shall present a financial statement of the Association at each meeting and an audited statement and report at the annual general meeting. Proper books of the account shall be maintained at all times.

Duties, Interests and Remuneration of Committee Members

10.1 Conflict of Interest. Any Committee of Management Member must disclose any pecuniary gain or profit made from the APPVA at the first available meeting upon the knowledge of such conflict. It is important that the APPVA is cognisant of accountability of such interests to the members. Disclosure must also include any pecuniary gain of APPVA funding for any member’s relatives or friends. This disclosure must be accepted after provision of at least two (2) quotes of other suppliers or providers of any given goods or services in which a member’s relatives may also receive profitable gain from such funding from the Association.

10.2 Disqualification from other offices. A Committee member is disqualified from holding of the office of Auditor. Only in exceptional and agreed circumstances, by majority vote, shall a Committee of Management Member hold any place of profit in or employment by APPVA or any subsidiary. The President and Vice President are not to hold employed positions within the APPVA.

10.3 Declaration of interests. A Committee Member who:

- a) is in any way, interested in a contract or proposed contract with APPVA or any subsidiary, or
- b) holds of office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Committee Member’s duties or interests as a Committee Member must declare the fact and the nature of the interest, or nature, character and extent of the conflict at the first Committee meeting held after the relevant facts come to the Committee Member’s knowledge or after appointment as a Committee Member (whichever is later).

- 10.4 Committee Member interested in a matter of personal interest. Each Committee member must declare to being present, and voting, at a Committee meeting that considers a matter in which the Committee Member has a material personal interest.
- a) A Committee Member may be counted in a quorum at a Committee meeting that considers, and may vote on, whether APPVA enters into an agreement of proposed agreement in which that Committee Member has an interest;
 - b) APPVA may enter into the agreement and the Committee Member may participate in the execution of any relevant document by or on behalf of APPVA;
 - c) The Committee Member may be counted in a quorum at a Committee meeting that considers, and may vote on, matters involving the agreement; and
 - d) If disclosure under article 10.3 is made before the agreement is entered into:
 - i) The Committee Member may retain benefits under the agreement even though the Committee Member has an interest in the agreement; and
 - ii) APPVA cannot avoid the agreement merely because of the existence of the interest.
- 10.5 Committee Members not to receive remuneration. Subject to article 10.6, APPVA must not pay any remuneration on other benefit in money or money's worth for services as a Committee Member except by way of reimbursement of reasonable travel and out of pocket expenses incurred in the discharge or whilst otherwise engaged in the affairs of APPVA.
- 10.6 Exceptions. Nothing in this Constitution prevents payment in good faith to any Committee Member:
- a) For special services outside the ordinary course of the Committee Member's duties with the prior approval of the Committee; or
 - b) On normal arm's length terms for services actually rendered to APPVA in a professional capacity as approved by the Committee.

Accounts and Audit

11.1 Financial Period. The financial year shall be from the 1st July to 30th June.

11.2 Funds. The Treasurer of the Association must collect and receive all moneys due to the Association and make all payments authorised by the Association.

- a) The only exception to this rule is the requirement of the Membership Secretary to receive and bank both initial and annual fees. There is no requirement for a separate audit as the fees are paid into the National Account according to serial 11.2 ©, and
- b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association including:
 - i) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.
 - ii) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, Federal, State and Local Government Grants and such other sources as the Committee determine. These above payments must be deposited and transacted into an approved entity account.

11.3 Keeping Accounts. The Committee must cause true accounts to be kept of all sums of money received and expended by APPVA and the matters in respect of which such receipts and expenditure takes place and of the assets and liabilities of APPVA

11.4 Financial Reporting. At the Annual General Meeting in each year, the Committee must lay before APPVA the balance sheet and revenue account and the statements and reports thereon required by the Incorporations Act made up in respect of the last financial year of APPVA. Copies of these documents must be sent by the Committee to all persons entitled to receive them pursuant to Part 5 sections 68, 69 & 72 of the Incorporations Act, not less than 21 days prior to each such meeting.

- a) All APPVA entities (Branches and Sub-Branched) are to conduct financial reporting regularly and produce an auditor's report to the National Executive annually,
- b) Failure to comply with 11.4.1 will cease payment of any kind to the offending Committee.

- 11.5 Payments. All monies of the APPVA shall be paid into the account of the APPVA entity at such bank/credit union as directed from time to time by the Committee.
- 11.6 Cheques. No monies shall be drawn from the account unless it is by cheque and signed by two (2) of the three (3) co-signatories (Office Bearers). For further information on Banking procedures refer to the APPVA Financial Standard Operating Procedures (SOP-F) Para 7.3 Sub-Para a. Monies may be drawn and deposited utilising Electronic Banking methods, only with the approval of the National Executive. A confirmation receipt must be kept for records.
- a) This rule also applies to APPVA Branch/Sub-Branches.
- 11.7 Audit. At the completion of each Financial Year (FY), the accounts of APPVA shall be audited and the Balance sheet and revenue account reported upon by the Auditor. The Auditor shall not be a member of the Committee of Management and is to be impartial and/or a non-member of the APPVA.

President

- 12.1 Appointment of President. The Committee of Management must appoint a National President on such terms and conditions and with such powers and duties as the Committee thinks fit. Subject to the relevant contractual terms, the Committee of Management may remove the National President from office. The National President must be:
- a) A current financial member of the APPVA;
- b) A member or past member of the ADF, State or Federal Police; and
- c) A member who has served on operations overseas.
- 12.2 Responsibilities of the National President. At a minimum the National President will be responsible for the leadership and conduct of the Association, the appointment and removal of all members of Committee, the regulation of their duties and the planning of the curriculum. The National President is also responsible to the Committee of Management and the APPVA in its entirety, for the general conduct, discipline and efficiency of the Association.
- 12.3 Chief Executive Officer. The National Vice President is the Chief Executive Officer of APPVA.

Secretary

- 13.1 Appointment of Secretary. The Secretary will be required to be the Business Manager from time to time of the Association.
- 13.2 Suspension or removal of Secretary. The Committee may suspend or remove the Secretary from that office, under Part 4, s63 (Disqualification from Office) of the Incorporations Act.
- 13.3 Powers, duties and authorities of Secretary. The Committee may vest in a Secretary such powers, duties and authority to act on behalf of the APPVA as it may from time to time determine.
- a) The exercise of all such powers and authority by a Secretary is subject at all times under the control of the Committee.

Authentication of documents

- 14.1 Common Seal. The common seal of the Association must be kept in the custody of the Secretary.
- 14.2 Use of Common seal. The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal must be attested by the signatures either of the two (2) members of the Executive or, of one member of the Executive and one member of the public office of the Association.
- 14.3 Authentication. Every document to which the common seal is affixed must be signed by an Executive Member and countersigned by the Secretary or a second Committee Member or some other person appointed generally or in a particular case by the Committee for that purpose.
- 14.4 Execution of documents without the common seal. APPVA may also execute documents without using the common seal in any way permitted by the Incorporations Act.
- 14.5 Negotiable instruments. Cheques, bills or exchange, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or endorsed on behalf of APPVA in such manner and by such persons (whether Executive Members or officers of the Association or not) as the Committee of Management determines but not otherwise.

Inspection of books

- 15.1 Right of member to inspect. A Member or other person, (not being a Committee Member) has no right to inspect any of the books or documents of APPVA except as conferred by stature or authorised by the Committee of Management in a resolution at a general meeting.

Service of documents

16.1 Methods of service. A notice or other document may be delivered or served by APPVA on a Member either personally or by sending it:

- a) In the case of a Member who does not have a registered address in Australia, by:
 - i) Airmail post;
 - ii) In electronic form either being E-Mail or Fax; or
 - iii) In any other case, by ordinary post.

16.2 Service of legal process. All summonses, notices process, judgments and orders in relation to any legal proceedings by APPVA or its liquidator against a Member may be served by certified or registered post (the foregoing provisions as to notices applying with necessary changes) and that service is to be deemed personal service.

16.3 Receipt. A document sent by post is to be deemed received or served on the day next following that on which it was posted and in providing delivery or service it is sufficient to provide that the envelope or wrapper containing the document was properly addressed and stamped and was posted.

16.4 Fax or electronic transmission. A notice may be served by APPVA on a Member, Committee Member or other person receiving notice under this Constitution by sending it by facsimile or electronic transmission to that person at the person's registered address. A notice so sent is to be deemed served on the day following production of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic transmission was sent in its entirety to the person's facsimile number or E-mail Address.

16.5 Receipt and signature of notices. Subject to the Incorporations Act:

- a) If this Constitution requires or permits a notice to be given by the APPVA, the National Executive, a Committee of Management Member or the National Secretary, neither accidental omission to give the notice nor non-receipt of the notice invalidates the meeting, resolution, procedure or matter to which the notice relates; and
- b) The signature to a written notice need not be handwritten.

Indemnity

17.1 Indemnity of officers, auditors and agents. Every person who is or has been:

- a) An Executive Officer;
- b) Committee of Management;

Is entitled to be indemnified out of the property of the APPVA against;

- a) Every liability incurred by the person in that capacity (except a liability for legal costs); and
- b) All legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity;

Unless:

- a) APPVA is forbidden by stature to indemnify the person against the liability or legal costs; or
- b) An indemnity by APPVA of the person against the liability or legal costs would, if given, be made void by stature.

17.2 Insurance. APPVA may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Committee of Management Member or a an Executive Officer of the APPVA against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- a) APPVA is forbidden by stature to pay or agree to pay the premium; or
- b) The contract would, if APPVA paid the premium, be made void by stature.

Association Assets

18.1 Use and application of Association Assets. The income and property of the National Executive is to be used and applied solely in promotion of its purposes and the exercise of its powers.

- a) Subject to Rules 18.1.2 and 18.1.3, the income and property of the National Executive is not to be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to a Member.

- b) The Association may pay, in good faith, interest to a member in respect of money advanced by the Member to the National Executive or otherwise owing by the National Executive to the Member or of remuneration to an Executive Branch Officer or an employee of the National Executive or for services rendered to the National Executive by a Member
- c) The National Executive may pay or repay a Member for out of pocket expenses, money lent, reasonable and proper charges for goods hired by the National Executive from a Member or reasonable and proper rent for premises demised or let to the National Executive from a Member.

Winding Up

19.1 Contribution of Member on Winding-Up. Each National Executive Member undertakes to contribute to APPVA's property if the APPVA is wound up while they are a Member or within one year after they cease to be a Member.

This contribution is for:

- a) Payment of APPVA's debits and liabilities contracted before they ceased to be a Member;
- b) The costs of winding up; and
- c) Adjustment of the rights of the contributories among themselves
- d) But may not exceed \$20.00 in aggregate.

Amendments to the Constitution

20.1 Amendments. This shall be the only constitution of the APPVA and shall come into effect after a vote of members at the first annual general meeting, and shall not be altered, varied, added to or repealed unless 75% or $\frac{3}{4}$ of the financial members present at the annual general meeting, and must be by special resolution at meeting with no less than 21 days notice given to members convened for that purpose, are in favour of such alterations, variations or repeal. This is also the case for altering the Associations Statement of Purpose.

Discipline, Suspension and Expulsion of Members

21.1 Discipline, Suspension and Expulsion of Members. Subject to these rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the committee may by resolution:

- a) Fine the member an amount not exceeding \$500; or
- b) Suspend that member from membership of the Association for a specified period; or
- c) Expel that member from the Association

21.2 A resolution of the committee does not take effect unless:

- a) At a meeting held in accordance with sub-rule (c), the committee confirms the resolution; and
- b) If the member exercises a right of appeal to the National Executive under this rule, the National Executive confirms the resolution in accordance with this rule.

21.3 A meeting of the Committee of Management to confirm or revoke a resolution passed under sub-rule (a) must be held not earlier than 14 days, and no later than 28 days, after notice has been given to the member in accordance with rule 21.5.

21.4 For the purpose of giving notice in accordance with sub-rule (c), the National Secretary must, as soon as practicable, cause to be given to the member with written notice:

- a) Setting out the resolution of the Committee of Management and the grounds on which it is based;
- b) Stating that the member, or his or her representative, may address the Committee of Management at a meeting to be held not earlier than 14 days and no later than 28 days after the notice has been given to the member;
- c) Stating the date, place and time of the meeting;

21.5 Informing the member that he or she may do one or both of the following:

- a) Attend that meeting;
- b) Give to the Committee of Management before the date of that meeting a written statement seeking the revocation of the resolution;
- c) Informing the member that, if at that meeting, the Committee of Management confirms the resolution, he or she may, not later than 48 hours after that meeting, give the National Secretary a notice to the effect

that he or she wishes to appeal to the Committee of Management in a general meeting against the resolution.

- d) At a meeting of the Committee of Management to confirm or revoke a resolution passed under sub-rule (a), the Committee of Management must:
 - i) Give the member, or his or her representative, an opportunity to be heard; and
 - ii) Give due consideration to any written and/or oral statement or any other evidence submitted by the member; and
 - iii) Determine by resolution whether to confirm or to revoke the resolution. Sub-rule (f) if at the meeting of the Committee of Management, the Committee of Management confirms the resolution, the member may, no later than 48 hours after that meeting; give the National Secretary a notice to the effect that he or she wishes to appeal to the National Committee of Management in a general meeting against the resolution.

21.6 Reserved

21.7 If the National Secretary receives a notice under sub-rule (e) iii, he or she must notify the Committee of Management and the Committee of Management must convene a general meeting of the Committee of Management to be held within 21 days after the date on which the National Secretary receives the notice:

- a) At a general meeting of the National Executive convened as a result of (21.7):

No business other than the question of the appeal may be conducted; The Committee of Management may place before the meeting details of the grounds for the resolution and the reason for the passing of the resolution; The member, or his or her representative, must be given an opportunity to be heard; and The Committee of Management Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked. A resolution is confirmed if, at the general meeting, not less than two-thirds (2/3) of the members vote in person, or by postal vote, in favour of the resolution. In any other case, the resolution is revoked.

Disputes and Mediation

22.1 Grievance procedure.

- a) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - i) A member and another member; or
 - ii) A member and the Association.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator,
- d) The mediator must be:
 - i) A person chosen by agreement between the parties; or
 - ii) In the absence of agreement:
 - iii) In the case of a dispute between a member and another member, a person appointed by the Committee of Management; or
 - iv) In the case of a dispute between a member and the Association, a person who is a mediator appointed or for example employed by the Dispute Settlement Centre of Victoria (Department of Justice). Other State and Territory Governments will have similar Mediation Centres.
- e) A member of the Association can be a mediator.
 - i) The mediator cannot be a member who is a party to the dispute.
 - ii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - iii) The mediator, in conducting the mediation, must:
 - (1) Give the parties to the mediation process every opportunity to be heard; and
 - (2) Allow due consideration by all parties of any written statement submitted by any party; and
 - (3) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (4) The mediator must not determine the dispute.
- (5) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at Law.

Definitions and Interpretation

23.1 Definitions. The following words have these meanings in this Constitution unless the contrary intention appears:

Approved Committee Member means a person appointed to the Committee of Management with the approval or deemed approval by the Association as provided by this Constitution.

Auditor means the auditor for the time being of APPVA

Chairman means the chairman for the time being of the Committee of Management, either being the National President, or his/her delegated Executive Officer in the absence of the National President.

Constitution means this Constitution as amended from time to time.

Incorporations Act means the Incorporations Act 2001 (Commonwealth).

Committee Member means a member of the National Committee of Management from time to time.

Elected Committee member means a person elected to the National Executive by Members of the Committee of Management in a general meeting as provided by this Constitution.

APPVA means Australian Peacekeeper and Peacemaker Veterans' Association Incorporated also referred to as the Association. In this Constitution it refers to the National Executive and the National Committee of Management, ABN 59 558 194 094, Incorporated in Victoria Inc number: A0045258F.

Member means a member of APPVA, primarily a Member of the National Executive and the National Committee of Management.

National President means the person occupying the position of President of the Association in Australia. It may also be any person appointed by the National Executive to act temporarily as the President of the Association.

Seal means the common seal of The APPVA National Executive.

National Secretary means a person appointed as a secretary of APPVA National Executive, and where appropriate includes an acting secretary and a person appointed by the Committee of Management to perform all or any of the duties of a secretary of APPVA and a reference to “the Secretary” is a reference to any Secretary.

Interpretation

23.2 Interpretation. In this Constitution, unless the contrary intention appears:

- a) The word person means a natural person unless the context requires another interpretation;
- b) The singular includes the plural and vice versa;
- c) Where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- d) A reference to writing includes all modes of representing or reproducing words in a visible form;
- e) A reference to an article is a reference to one of the articles of this Constitution;
- f) A reference to a section is a reference to a section of the Incorporations Act; and
- g) An authority or discretion given to a Committee Member, the Committee, APPVA in general meeting or a Member may be exercised from time to time and at any time.

23.3 Headings. Headings are inserted for convenience and do not affect the interpretation of this Constitution.

23.4 Powers. Powers conferred on APPVA, the National Executive or a Member of the Committee of Management may be exercised at any time and from time to time.