

CONSTITUTION
NAVAL OFFICERS ASSOCIATION OF
AUSTRALIA

Table of Contents

1.	Heritage of the Naval Officers Association	3
2.	Purpose, Roles and Values	3
3.	Patron	5
4.	Membership of the Naval Officers Association	5
5.	Committee	7
6.	Roles of State and Territory Divisions	10
7.	General Meetings of the Association	10
8.	Funds	12
9.	Financial Year	13
10.	Winding Up & Distribution of Property on Winding Up.....	13

1. Heritage of the Naval Officers Association

- a. The Naval Officers Club of Australia evolved in 2024 to become the Naval Officers Association of Australia (NOA – the Association) to better reflect the aspirations of members and to better position for the future. It was established as an unincorporated association on 1st July 2024, with this Constitution.
- b. The Naval Officers Club of Australia (NOC) was formed immediately following World War II. De-mobilised reserve officers and like-minded permanent naval officers who wished to maintain personal contact, established the Club in April 1946. It had as its underlying objective; “to preserve and stimulate the spirit of comradeship that has been engendered among naval officers by their close association with the Service and, for this purpose, to arrange periodical member reunions.” Initially the Club was Sydney centric with extensive use being made of naval facilities.
- c. Membership grew rapidly in the first few years, but then fell away until the Club was revitalised in the early 1980s. The Club became nationwide over the period from the late 1980s to 2010. Each state or territory division had a chairman who managed affairs locally with support from the national Club Committee. All Divisions had active social programs which supported the needs of their local constituencies.

2. Purpose, Roles and Values

The Naval Officers Association of Australia has been established to continue to fulfil the objectives and purposes of the NOC.

a. Purpose

The purpose of the Association is to preserve, promote and foster amongst its members by such means as the Committee may from time to time deem appropriate the spirit of patriotism, loyalty and service to the nation and the Navy enjoyed by members during their service and to perpetuate the comradeship so generated.

b. Roles.

The roles of the Association are:

- To provide a social network for serving and former Australian and allied naval officers;
- Dissemination of maritime news and information relevant to members;

- To maintain engagement with the RAN community through a program of contact and collaboration;
- To sponsor prizes for professional excellence;
- To participate in seminars related to the maritime environment; and
- provide an avenue for interaction with serving naval officers, which maintains linkages to Navy and increases awareness of the NOA within Navy.

c. Values

The values of the Association are:

(i) Honour:

- Conduct ourselves at all times with flawless moral and ethical standards.
- Reflect in all events and interactions the pride we feel in ourselves and each other.

(ii) Honesty:

- Be true to ourselves.
- Be true to our colleagues.
- Support our Association with sincerity and selflessness.

(iii) Respect:

- Recognise the value of each person.
- Be respectful of role, experience and background.
- Value diversity.

(iv) Camaraderie:

- Work together to identify and achieve common purposes and objectives.
- Conduct inclusive membership activities and participate in Australian and specifically Navy commemorative events.

(v) Communication:

- Keep all members informed.
- Be clear, consistent, timely and accurate.
- Engage thoughtfully and check for understanding.
- Express and receive feedback graciously.

3. Patron

The President must invite the Chief of Navy (CN) to be the Patron of the Naval Officers Association of Australia. However, should the Chief of Navy decline to be the Patron, a distinguished Australian naval officer may be identified for the role of Patron. In this case that person's nomination should be considered by the Committee at a properly constituted meeting and if agreed by all of the Committee members present (including by proxy), then that individual should be approached by the President.

4. Membership of the Naval Officers Association

a. Membership is open to:

- An individual who has served or is serving as an officer in the RAN or an allied Navy.
- The partner of a deceased member of the NOA.

b. Membership may also be open to others who have a close association with, or interest in the purpose and roles of the Association; each such application being considered on its merits by the committee.

c. An individual is taken to be a member of the Association if:

- the individual was a Member or an Associate of the Naval Officers Club Incorporated immediately before establishment of the NOA; or
- the individual has applied for membership of the NOA and has been accepted.

d. Ordinary Membership

Ordinary members are those members who pay an annual membership fee. This category of membership includes former members of the Naval Officers Club who purchased a lifetime membership.

e. Honorary Membership

From time to time the Committee may honour individual members whose long standing and selfless commitment to the Association, the Navy and to Australia deserves special recognition. Members so honoured shall be added to the Association's Honour Roll as life members in perpetuity. The Honour Roll will be maintained by the Secretary and published on the Association website.

f. Membership Applications

- An application by a person to be a member of the Association is to be made in the form determined by the committee using either an online or paper-based form.
- The Membership Officer may approve applications which meet the

membership criteria. The Membership Officer is to advise the National Committee of new members as soon as practicable.

g. Register of Members

- The Membership Officer is to establish and maintain a database of all members of the Association.
- Members of the committee may use information from the database to undertake their roles within the committee.
- Selected contact and biographical information from the member database is to be made available to members as an online Member Directory, which is only accessible by members.
- Members may apply to have their information excluded from the Member Directory.

h. Fees and subscriptions

- The annual subscription fee for members is to be determined by the Committee.
- The annual subscription fee for renewing members for the upcoming financial year is due and payable by the last day of June each year.
- Notices of the payment requirement will be provided normally by email for all members with an email address, and by post for members without an email address.
- The committee may determine that an entrance fee is to be paid and the amount of that fee.

i. Cessation of Membership

A person ceases to be a member of the Association if the person, for any of the following reasons:

- resigns from being a member,
- a two thirds majority of the committee votes to expel a member for violating this Constitution or whose conduct is deemed detrimental to the Association and/or its members,
- fails to pay the annual subscription fee by the date that the subscription expires, or
- dies.

5. Committee

Association affairs are to be controlled and managed by an elected committee.

a. Functions of the Committee

- The general control, administration and business of the Association shall be in the hands of the Committee except as otherwise determined in General Meeting by the membership;
- The Committee may make such rules as it deems necessary to ensure the proper administration, management and control of the Association, provided such rules are consistent with this Constitution, and all such rules will be binding upon the membership.
- The Committee shall at regular intervals develop formal plans and strategies to guide the long-term furtherance of the Association's purpose and roles and should share such plans and strategies with the membership.
- The Committee shall meet at least once each calendar quarter and otherwise as it may determine. These meetings may be convened as physical meetings or conducted remotely via electronic means.
- The Committee will cause to be kept proper books of account and other records as may be necessary and will operate a bank account in the name of the Association, withdrawals from which may be made under the hand of any two or more members of the Committee authorised by it on its behalf.
- All such books of account, records and bank statements will be kept by the Treasurer. Each financial year the Treasurer will present to the Annual General Meeting a complete and proper account of the financial transactions of the Association.
- Notice of Committee meetings will be issued as the Committee determines and will include a formal agenda and supporting papers where applicable.
- At a Committee meeting, five members shall constitute a quorum.
- At a Committee meeting, votes will be taken by show of hands. A decision by a majority of the committee is the decision of the entire committee and is binding on the membership.
- Minutes are to be recorded of the proceedings of Committee meetings and resolutions adopted and made available to all members.

b. Composition of the Committee

The committee is to comprise nine (9) voting members as follows:

- President

- Vice President
- Secretary
- Treasurer
- Membership Officer
- IT Resources Officer
- News Officer
- Two (2) general committee members

c. Election of Committee Members

- Any member of the Association may nominate or be nominated as a candidate for election to any of the committee roles.
- All nominations must have the consent of the nominated member.
- In the event of a contest at an Annual General Meeting (AGM) for any committee role, the outcome must be determined by a majority vote of the members present, assuming that a quorum exists.
- Any casual vacancy on the committee may be filled by a member chosen by the committee or their State/Territory should that person be a State/Territory chairperson. A person chosen via this process is normally to hold the position until the next AGM.

d. Committee Terms of Office

- Committee members must retire after an initial term of two consecutive years but may immediately re-nominate to serve in the role for a further term even in the case where there is a nomination or nominations by others for the role.
- If there is no nomination received for any committee role which is scheduled to become vacant by the above rule, the incumbent committee member is to be eligible for re-election at the AGM for a further two years or one-year term if preferred. This process may be repeated.
- The maximum consecutive term for any one person in the office of President or Vice President must be six years.

e. Indemnity

- All office bearers must be indemnified by the Association from all losses and expenses incurred by them in or about the discharge of their respective duties and within the scope thereof except such as arise through their own wrongful act, excess of authority or willful default.
- The amount and extent of any such indemnity must be determined by the

Committee who may for this purpose allow, disallow, or settle the accounts of any such office bearer.

- No member shall be entitled to make a claim of any sort against the Association or a Committee member for loss or damage that may be sustained during the occasion of a member's attendance at any function organised by or on behalf of the Association, and members shall attend any such function at their own risk.
- Committee members are indemnified from any claims arising from approved contracts entered into on behalf of the members.

f. Duties of Committee Members

The duties of committee members are to be listed in a document agreed by the Committee and maintained by the Secretary. A copy of the document is to be posted on the Association website.

g. Delegation to Sub-committees

The committee may:

- establish one or more sub-committees to assist the committee to function, and
- appoint one or more members of the Association to be the members of a sub-committee.

h. Presiding Committee Member

The presiding committee member at each meeting of the committee is to be:

- the President, or
- if the President is absent, the person appointed as Vice-President, or
- if both the President and Vice-President are absent, one member present who has either been authorised by the President or Vice-President, or elected by the other members present at the meeting.

i. Voting

- Proxy voting is not permitted for Committee Meetings or for the meetings of any sub-committee.

j. Transaction of Business Outside Meetings

- The committee may transact its business by the prior circulation of agenda papers among all committee members. Circulation may be via electronic means.
- When the committee transacts its business by the circulation of papers, a written resolution, approved in writing by a majority of committee

members relating to those papers, is taken to be a decision of the committee.

6. Roles of State and Territory Divisions

- The Naval Officers Association of Australia (NOA) comprises members who are located within the States and Territories of the Commonwealth of Australia. In each of these regional jurisdictions where the members choose to meet in the name of this Association, a chairman is to be appointed, either by election by the local members, or by appointment by the national committee, whichever may be more appropriate for each Division.
- The divisional chairman is to engage with naval authorities in the divisional region to further the Roles of the Association.
- The meeting schedules and other activities of each division are at the discretion of each division chairman to arrange to suit local member preferences.
- Divisional chairman may attend and contribute to national committee meetings in a non-voting capacity.
- With prior approval by a General meeting of members, the national committee of the NOA may, from time-to-time, contribute funding to State or Territory divisions on an equitable basis to assist their operations, consistent with the Purpose, Roles, and Values of this Association.

7. General Meetings of the Association

a. Annual General Meetings

- The Association must hold the Association's first annual general meeting within 18 months of the day that the Association was formed. The Association must hold subsequent annual general meetings within six months of the last day of the Association's financial year.
- The annual general meeting is to be held at the place and time determined by the committee.
- Business that may be transacted at an annual general meeting includes:
 - confirmation of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting,
 - discussion and acceptance of the Association's financial report,
 - discussion and acceptance of other committee reports relating to the Association's activities of the previous financial year, and

- election of the new committee.

b. Extraordinary General Meetings

- The committee may call an extraordinary general meeting whenever the committee thinks it appropriate.
- The committee must call an extraordinary general meeting if the committee receives a request made by at least 5% of the total number of members. Such a request must be in writing.

c. Notice of General Meeting

- The secretary must give each member notice of a general meeting at least 14 days before the meeting.
- A notice is deemed to have been delivered if sent to their registered email or postal address.
- The notice must specify:
 - the place and time at which the meeting will be held,
 - the system to be used if the meeting is to be wholly or partly conducted using electronic means,
 - whether the meeting to be held is an extraordinary general meeting or an annual general meeting,
 - the nature of the business to be transacted at the meeting, and
 - if a matter to be determined at the meeting requires a special resolution.
- Any member may give written notice at least seven days before the meeting to the Secretary of business that the member wishes to raise at a general meeting.

d. Quorum

- The quorum for a general meeting is thirty (30) members of the Association (including proxy votes previously allocated).
- No business may be transacted at a general meeting unless a quorum is present.
- If a quorum is not present within half an hour of the time the meeting is scheduled to commence, the meeting is to be adjourned to a time, date and place to be determined by the committee.

e. Presiding Member

The following member presides at a general meeting:

- the President, or
- if the President is absent - the person acting as Vice-President, or
- if both the President and Vice-President are absent; one of the members present at the meeting, as elected by the other committee members present.

f. Proxy Voting

- A member may nominate the Chairman of the meeting or any other current member of the NOA as their proxy.
- Proxy votes are permitted for a General Meeting when a member is unable to attend the meeting and a resolution to be put to the meeting has been notified and a position paper has been circulated prior to the meeting.
- The proxy must be formally instructed by the member on how to vote on each resolution.
- Proxy nominations are to be submitted to the Secretary not less than 24 hours prior to the start time for the General Meeting.

8. Funds

a. Source of Funds

Subject to a resolution passed by the Association, the Association's nationally managed funds may be derived from the following sources:

- the entrance fees and annual subscription fees payable by members, normally paid directly into the Association's bank account,
- donations, normally paid directly into the Association's bank account,
- the sale of NOA goods, and
- other sources as determined by the committee.

b. Use of Funds

The Association's funds and assets must be used only to pursue the Association's purpose and roles.

c. Handling of Funds

For funds which may atypically have been received as cash or cheque, as soon as practicable after receipt, the Association must:

- deposit the money, without deduction, to the credit of the Association's bank account; and
- acknowledge receipt of the money to the person from whom the cash or cheque money was received.

d. National Funds

- All Association national bank accounts must be operable by at least two committee roles.

e. Divisional Funds

- State and territory divisions may establish bank accounts to support the financial management of social functions and other local initiatives.
- Where established, all funds management functions are to be exercised locally and appropriate accounting for funds exercised.
- All divisional bank accounts must be operable by at least two divisional committee roles.
- The cash holdings and a summary of how funds have been raised and applied in divisional accounts are to be reported to the Treasurer at the end of each financial year.
- Bank Statements and records of financial transactions are to be maintained.
- The Treasurer is to include Divisional holdings in the annual report to members, but income and expenditure are not required to be included in the national accounts.
- National funds will only be allocated for retention by State and Territory Divisions where an official Division NOA Bank account is established. Where no Divisional bank account is operated, national funds allocated to a Division are to be held in the national accounts for use by the Division when called upon.

9. Financial Year

The Association's financial year is:

- the period commencing on the date of establishment of the Association and ending on the following 30 June.
- each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

10. Winding Up & Distribution of Property on Winding Up

a. The Association must be wound up if:

- A resolution to that effect is passed at any General Meeting, the Notice of which has specified winding up as the business of the meeting; or
- If at any time, there are fewer than one hundred financial members.

b. In a winding up of the Association, the surplus property of the Association must

be transferred to another organisation with similar purpose and roles to the NOA. However, if it is disposed of or transferred, it must not be for the profit or gain of that organisation's members.