



12 FIELD REGIMENT (VIETNAM) ASSOCIATION

(A Branch of the Royal Australian Artillery Association NSW Inc.)

SPECIAL GENERAL MEETING 19th OCTOBER 2017. EXPLANATORY NOTES

Background

1. The currently serving office bearers and general committee members have advised their intention to resign effective from the Association's AGM in 2017.
2. The committee has advertised strongly amongst Association members seeking nominations for these roles after the AGM to ensure that the Association continues to function properly and meets all its obligations to members under its Rules, and the legal requirements of the Associations Incorporation Act 1984 NSW.
3. The deadline for nominations expired on 31st July 2017. At that point, the committee had received 4 nominations for general committee positions, 1 nomination for President/Public Officer, and no nominations for Vice President, Treasurer or Secretary.
4. The committee believes that it has no alternative but to recommend to members that the Association be wound up, due to:
 - 4.1 The Association needs a committed executive team to ensure that communication with members, the holding of reunions, and the responsible management of members' funds continues. In particular, these duties cannot be achieved without a Treasurer and Secretary.
 - 4.2 The committee recognizes that our Ordinary (voting) Membership is ageing, and that health and other issues now severely limit the time and effort that individuals can put in.
 - 4.3 For these same reasons, the committee recognizes that attendance at future Association reunions is likely to be low as occurred with the recent well-subsidised reunion at Maroochydore, where less than 10% of members attended. The Objects of the Association specify its obligation to foster camaraderie amongst members, and reunions have been the main activity to achieve this. If members are unable to attend such functions, the Association is not satisfactorily achieving its obligation under the Rules and has lost its purpose.

Finances

The Financial Report for the financial year ending 31st August 2017, shows the Association holding funds of \$33,796 as of that date.

In the event of a wind-up of the Association, these funds will be used as follows:

- All members who have pre-paid their membership fees for a period beyond 30th November 2017 will receive a refund for their pre-paid amount. This will total approximately \$6000.

- The Association will employ the services of Austax Accountants (currently the Association's pro bono auditors) to advise on and assist in meeting the legal obligations of the winding up process. This will total approximately \$2500.
- The committee has used the Powers given to it by Association members under Section 16 of the Association Rules to approve a number of grants that will be paid out shortly after and if the SGM has agreed to winding up. These include:
 - Donations to charity
 - Grants to assist current gunners in the 1, 4 and 8/12 Regiments of the Royal Australian Artillery.
 - A donation to the Royal Australian Artillery Association to assist with its role to preserve artillery-related history.
 - Funds for use at the 50th Anniversary of Coral service in Canberra next year, in particular wreath(s) on behalf of the various units of 12 Field Regiment, and bus transport to and from the service.
 - Donations to ex-gunners of the 12 Field Regiment, in particular the 104 Battery Association and the ex-102 Field Battery Vietnam Group inclusive of ex-members of HQ Battery , to assist them in conducting their 50th Anniversary reunions in 2018.

In accordance with paragraph 36 of our Rules, any funds that have still not been distributed as at the date of winding up are classified as "surplus funds" and can only be disposed of by transfer "to another organization with similar purposes; that is, an organization not carried on for profit or gain of its individual members".

In addition, Section 53 of the Act requires that any such surplus can only be disposed of if members approve it in a Special General Meeting, and if approved by the Director-General. Obviously it will be impossible for the Association to hold yet another SGM on the actual day of winding up just to approve the allocation of whatever small amount of residual funds are "surplus". Consequently, your committee has worded the Motion for winding up as put forward at this SGM, to include giving the committee the approval to allocate any such surplus funds at its discretion and in accordance with the Rules. Approval of this Motion by members will avoid the need to hold another SGM just to approve the final allocation of funds.

Voting

Note that the Motion to wind-up will be defeated if less than 75% of voting members cast their vote FOR the Motion.

If this occurs, the Association would then continue on in its current format, but without a Vice-President, Treasurer and Secretary, and with only 4 general committee members. This could be of some concern when it comes to future communication with members, compliance with the Act, organization of reunions and responsible management of funds.

Members should bear this in mind when registering their vote please.