



RULES OF EXECUTIVE COUNCIL

(Supplementary to the Constitution and do not take precedence)

1. The Executive Council

a) The Executive Council (EC) of the Australian American Association (WA Division) Inc. (AAAWA) shall comprise a President, two Vice-Presidents, Treasurer, Secretary, and up to eight other members (Councillors) all of whom shall be elected at the Annual General Meeting (AGM) and hold office until the conclusion of the next AGM for a nominal period of twelve months.

The election is valid if it complies with the Constitution of the AAWA and the AGM having the required quorum thereat, of ten (10) financial members. Casual vacancies in the membership of the EC may be filled by a majority vote of the EC on a formal motion.

b) The Officer Bearers of the EC shall comprise the President, two Vice-Presidents, Treasurer and Honorary Secretary.

2

Nominations for the election of members to the EC shall be in writing signed by the candidate and endorsed as proposer by a person entitled to vote at such election at the AGM, and shall be lodged at the office of the AAWA not less than fourteen (14) clear days before the AGM.

In the event of there being insufficient written nominations to fill all the offices falling vacant, the vacancies in excess of the nominations may be filled by the EC for the duration, but must be ratified at the next AGM. Only financial members shall be eligible for nomination and election to the EC.

3

At meetings of the EC, seven members shall constitute a quorum.

4

Except during any period in which the EC is in recess, meetings shall be held once a month and more often if circumstances necessitate. Proper minutes shall be kept of each meeting and a copy submitted to the next following meeting of the EC for ratification and signing by the President.

5

The President, verbally, or four members of the EC by notice in writing, may request the Honorary Secretary of the EC to call a meeting of the EC and the Honorary Secretary shall so call a meeting within reasonable time thereafter, but no later than one month after receipt of the request.



6

a) The EC may open at one or more Banks or Building Societies an account(s) in the name of “Australian American Association (WA Division) Inc”, in which account(s) all monies received for and on behalf of the AAAWA functions or activities initiated by the EC shall be promptly deposited.

Withdrawals there-from shall be by cheque signed by the Treasurer of the AAAWA or, in his absence, a member of the EC, and shall be countersigned by the current President or Honorary Secretary of the AAAWA or by some other person or persons appointed by the EC, who are signatories to the account(s).

b) All funds raised by or in hands of the EC are, at all times, the property of the AAAWA.

7

a) To cater for small day-to-day requirements, an Impressed Account advance of \$100 may be made available to the EC Treasurer. A complete record of disbursements showing dates, to whom paid, purpose and amount will be maintained. This record, together with receipts, where possible, and such explanations as the AAAWA’s Treasurer may seek, will be required before reimbursement of the Impressed Account is approved by EC.

b) Any expenditure, on behalf of the AAAWA, greater than \$50, must be presented to the EC for advance approval by EC prior to the expenditure being made.

8.

A proper record of all receipts and payments shall be kept by the EC and a summary thereof recorded from time to time in the Minutes of its meetings. A summarized statement of receipts and payments for each month shall be submitted to the EC, by the Treasurer, at its normal monthly meetings.

Also, in respect of each function or activity undertaken, a Function Cost Sheet (FCS) shall be prepared prior to the function and submitted to the EC by the function coordinator showing full details of the proposed function including upfront costs, projected break even and expected profits. After the function a statement of all receipts, all expenditures and the resultant profit or loss shall be presented to EC for ratification. Such statements must be consistent with FCS and the funds deposited or withdrawn from the AAAWA’s Bank/or Building Society account(s).

9.

- a) Each of the agreed tasks to be managed by EC may be allocated a “Committee” name and if so it will be advertised to members and kindred organizations. See also Clause 10.
- b) Preferably one, but not more than two EC members, is to be on any committee.
- c) Typical committees should – Coral Sea Wreath Laying – Coral Sea Ball – Membership – Host-a-Sailor/Marine – Functions – Endeavour – History – Merchandise and so on.
- d) Such committees are to be in place within 30 days of the AGM.



- e) Each EC member is to ensure that their Committee meets monthly and at least a week prior to the EC to allow time for the appropriate reports to be submitted to EC for approval.
- f) Each EC member responsible for a designated committee or wishing to have a particular matter endorsed by EC is to submit a report at least one week prior to each EC meeting to allow the secretary to distribute the reports to Councillors in time for them to adequately review the content to provide informed advice and direction.
- g) In all cases the particular committee is to liaise with kindred organizations to promote cooperation and support. This is particularly important for the Battle of the Coral Sea Commemorations where RSL and NAVU should be involved in some way.
- h) All matters are to be presented and approved by EC prior to happening.
- i) Approval in retrospect should only be for unusual or emergency purposes.

10. Organisation Chart

- a) Each of the agreed tasks to be managed by EC that is allocated a “Committee” name will then be placed on the AAAWA Organisation Chart. See Appendix 1.
- b) The organization Chart is to show Patrons, Office Bearers, EC members, Approved Committee portfolios, name of EC member allocated and AAAWA members appointed to the Committee.
- c) The Chart should also show the names of any other member co opted to form the Committee.

11. Administration

In addition to rules relating to Committees the EC is to provide administrative guidelines for the conduct of its normal operations in keeping with the Constitution and the Acts having jurisdiction over the operations of Associations together with formal procedures outlining the processes for conducting formal activities such as wreath laying ceremonies, dinners, cocktail parties, Balls and the like. Such guidelines and procedures are to be reviewed from time to time or as necessary.

12.

As provided by the Constitution and The Associations Incorporation Act Office Bearers are the only elected Members that may present themselves as representing the AAAWA and only then with the written and signed approval of the President.

All incoming correspondence is required to be addressed to the President and therefore all outgoing correspondence is to be generated, signed and/or sighted by the President unless specifically otherwise directed by the President.

This is a very important protocol that is expected to be observed by EC, AAAWA members and the general public. It is also required that any member of EC accepting representative duties for the President on behalf of the AAAWA, that they announce themselves as such on acceptance of the invitations and for the duration. It is also courteous to extend greetings from the President on arrival as it is expected and a sign of respect for the organization who has extended the invitation.

13.

Administrative guidelines may include, but not be limited to, the following:-

- a) A Handbook of Protocol – Appendix 2.
- b) A Notification of Function form to be submitted to EC for approval – See Appendix 3.



- c) All correspondence, photos and records to be kept on hard drive and retained by the Secretary.
- d) The Draft Rules for EC are to be expanded to include as many procedures and processes as possible to assist future EC's.
- e) Post Box should be central and easily accessible.
- f) All incoming and outgoing correspondence is to be presented to the EC on files for circulation.
- g) All incoming correspondence is to be tabled at the next forthcoming EC meeting, unless there is good reason not to.
- h) All responses and any other outgoing correspondence is to be sent out under the President's title and signature.
- i) All bank authorities and signatories are to be actioned by the Treasurer within 30 days of the AGM.
- j) The Bank should be central and accessible.
- k) Any event or task requiring funding is to have an Activity Plan or FCS approved by EC must be in place before any money is committed or expended.
- l) The treasurer is to prepare and retain a separate income/expenditure sheet for each authorized activity.

14.

Whilst the following Clauses 14 to 22 are written in terms of the Functions Committee they do, however, apply equally to any Committee appointed by the EC.

15. Committees

The EC may appoint Committees in accordance with Clause 15 of the Constitution, consisting of its own members or other financial members of the AAAWA, with such powers and duties as the EC may prescribe within the confines of these Rules. Such Committees may appoint their own Chair who shall be a member of the EC, if not already elected at an AGM. The President of the AAAWA shall be a member ex-officio of all Committees, including the Functions or any Committee.

16.

The Functions or any Committee shall cause to be prepared reports relating to all its activities (including financial matters), such reports to be due monthly and be submitted to the next earliest scheduled meeting of the EC by the Chair of the "Committee".

In his/her absence the Chair may be represented by another member of the Committee appointed by him/her in writing for that meeting. Such representative must first be acceptable to the majority of members of the EC before being permitted to join the EC meeting and vote thereat.

17.

The Functions or any Committee may use the name of the AAAWA by only in respect of the activities conforming strictly to the purposes set under the Heading of the commencement hereof.

18.

Other than the Office Bearers of the Functions or any Committee, no member of the Committee shall, in the absence of specific authority from the President, represent themselves to third parties as acting for, or on behalf of, the AAAWA or the EC. See also Clause 20 of these Rules.



19.

Funds raised by the Functions or any Committee may not be distributed to charities, other bodies or anyone else without the prior approval of EC.

20.

Expenditure associated with any function or activity is restricted to necessary outgoings unless the prior approval of EC has been obtained.

21.

The Functions or any Committee must at all times, operate in terms of the AAWA's Constitution.

22.

- a) A program of proposed activities/functions is to be set, as far as possible, 12 months in advance.
- b) The program is to reflect typical Australian – American cooperation activities.
- c) When completed the program is to be presented to EC for approval in-principle until a cost analysis is available.
- d) No function is to proceed without a FCS showing break even, cut-off date, latest time to cancel and so on.
- e) When ready a copy of the proposed program is to be sent to AWC, NAVU and other kindred organizations to facilitate cooperation and help avoid clashes and stimulate sharing and support of each other's activities.

23.

Each year the Functions or any Committee shall provide a report to the EC at a Special Meeting to be held at a date earlier than the AAWA's AGM. A copy of this report, together with Minutes of such Special Meeting shall be forwarded to the AAWA's Honorary Secretary in time to be included in the business of the AGM of the AAWA.

24.

The EC may, by a simple majority, vote at a properly constituted meeting thereof dissolve the Functions or any Committee so formed at any time.

25.

Formal procedures outlining the processes for conducting formal activities may include, but not be limited to, the following:-

- a) Procedure for conducting the Battle of the Coral Sea Wreath Laying at Fremantle War Memorial – See Appendix 4 comprising 4.1 to 4.3.
- b) Procedure for conducting the Battle of the Coral Sea Wreath Laying at State War Memorial - See Appendix 5 comprising 5.1 to 5.2.
- c) Procedure for conducting the Battle of the Coral Sea Ball – See Appendix 6 comprising 6.1 and 6.2.



26. Strategic Plan

The EC of the AAAWA is to review and retain a Strategic Plan showing the Mission, Vision and Objectives (Goals) of the organization, in keeping with the Constitution, to be projected no more than three years in advance and to be reviewed and updated annually.

The Strategic Plan is outline what the AAAWA is proposing to achieve in addition to the traditional Battle of the Coral Sea and show dates and time lines to achieve the targets set.

The Strategic Plan is to be ratified at an AGM and then distributed to members and Kindred Organisations and Federal. See Appendix 7.

Typical proposals may include Youth involvement, Growth, Fund Raising for agreed selected charities, Corporate Sponsorship, Student exchange programs with United States academic institutions or contributions to existing accredited student exchange programs being sponsored by West Australian academic institutions.

27. Fund Raising and Charity Support

The EC in consultation with members will prepare a list of selected charities to receive proceeds from AAAWA functions approved by EC. Such list is to be reviewed as and when deemed necessary, but at least annually.

When recommending charities to members the EC is to take into consideration any charities supported by the Patrons and those that may not have a high profile in the community, but are designated as needy by authorities who have knowledge of such charities.

Where the proceeds for a forthcoming function are to be allocated to one of the Patrons every endeavour is to be made for the Patron to be present and if appropriate host the function in conjunction with the President.

28. Corporate Sponsorship

The EC has resolved to offer three levels of Corporate Sponsorship to appropriate organizations being Platinum - \$3,000, Gold - \$2,000 and Silver - \$1,000. Monies donated by sponsors will not be used for the day to day operations of the AAAWA or to fund functions for the benefit of members.

Therefore prior to the first Corporate monies being received The EC is appoint and independent Corporate Sponsorship Committee (CSC) comprised of Senior Government, Business, Defence, Religious or other exemplary high profile members of the Western Australian community.

The President of AAAWA is to be a member ex-officio of the CSC.

At the first meeting of the CSC the members are to determine the level of administrative support required to provide effective contact for CSC members, Corporate Sponsors and members of the public and make an allocation for that in their budget.



Following the formalization of the Strategic Plan the CSC in cooperation with the EC is to determine what steps are required to determine the type of sponsorships that can be awarded and the amount required to fund those sponsorships.

29. Membership Recognition

a) The EC has resolved to form Special Group under Clause 15 of the existing Constitution to be designated as the “Membership Recognition Committee” (MRC). The purpose of the MRC is to set up a formal and equitable process for recognition members service and meritorious service to the benefit of the AAAWA.

b) The membership of the MRC is to be the elected President of the AAAWA, a member of the Dowson family plus two others who would be eminent impartial citizens from the WA community who would retain the standards when making recommendations for recognition through awards and thereby the quality and validity for the awards and therefore the members of the MRC may not necessarily be members of the AAAWA. However, it is to be a condition that an impartial eminent citizen invited by the EC to be a member of the MRC will be, at least, an Honorary member of the AAAWA for the duration of their service to the MRC.

c) As part of its role the MRC will make recommendations to EC for the design of a Certificate/s of Recognition, Life Membership and such others as deemed necessary to reflect the various areas that members that have given exemplary service to the WA Division. The Certificate/s are to include a short paragraph outlining the nature of the exemplary service. Once the Certificate/s are approved the MRC would view available records and make recommendations of names to EC for the award of a Certificate/s.

d) The EC is to consider when appropriate Certificate Award Ceremony/s, depending on the timing and other factors, would be to the benefit of WA Division members, say and AGM.

e) Another duty required to be undertaken by the MRC is to determine what is involved in setting up and formalizing a “Joan Dowson Medal”, designing it, identifying funding requirements and what needs to be done to produce the proposed medal. It is anticipated that the Joan Dowson Medal will be the premier award given by the AAAWA and it is proposed that recipient’s be selected from those who have already been recognized by at least one Certificate of Recognition.

The award process is not to be automatic and it is likely that a member could receive more than one Certificate of Recognition and even Life Membership and still not eligible for a Joan Dowson Medal. So that the award of the Joan Dowson Medal is seen as a very high and special award that is not necessarily awarded every year, but may achieve more than one in another year.



30. Resolutions Adopted by Executive Council in 2008-09

August – The following resolutions were debated, resolved and carried by majority of Councillors in addition to the usual reports.

- 08-1** It was resolved with former Councillors S. Glasfurd and R Adams not seeking re election that the signatories for the AAAWA Account at the Bendigo Bank Branch, Fremantle, to be T. Spiro, President; D. Siglin, Vice President; M Purser, Vice President; B. Main, Treasurer; and that B. Main submit at the earliest, date. Carried.
- 08-2** It was resolved that the EC roles as agreed at the meeting be recorded on the Organisation Chart, referred back to Councillors prior to circulation to Members, Patrons and Kindred Associations. Carried.
- 08-3** It was resolved that the T. Spiro was to progress discussions to have EC meetings at the Boardwalk in association with their offer to store AAAWA property. Carried.
- 08-4** It was resolved that the modifications to the membership form as circulated be adopted to include \$25 annual subscription for Endeavour. Carried.
- 08-5** It was resolved that the new letterhead as circulated be adopted to show a more professional image for AAAWA. Carried.
- 08-6** It was resolved that Lt Commander Philip Francois USN Retd be retained, for the time being, as Honorary member to be US 7th Fleet Liaison for AAAWA. Carried.
- 08-7** It was resolved that T. Spiro is to initiate mail redirection to his company GPO Box until a more convenient location can be agreed for AAAWA mail. Carried.
- 08-8** It was resolved A. Spiro would circulate the details for the AAA 2008 Federal Conference. Carried.
- 08-9** Further it was resolved in the absence of another more senior office bearer nomination to attend Federal Conference that A. Spiro would join delegates as acting Secretary, with T. Spiro, President and M. Purser, Vice President. Carried.

September – The following resolutions were debated, resolved and carried by majority of Councillors. These are in addition to the usual reports.

- 08-10** After some discussion regarding potential Endeavour membership growth it was resolved to allocate a budget of \$1,000 to achieve 50 new members. Carried.
- 08-11** After some discussion on the forthcoming functions it was resolved that an amount of \$500 is to be allocated. Carried.
- 08-12** Following some discussion on the need for merchandising initiatives it was resolved to provide \$500 seed funding. Carried.
- 08-13** It was resolved that the changes to the website undertaken by A. Spiro and be agreed until the new website is initiated, if required. Carried.
- 08-14** A further motion was put that Endeavour be supported to investigate a new cost free website for AAAWA. Carried.
- 08-15** It was resolved that consideration be given to changing the spread of wreath laying ceremonies to include September to align with Battle for Australia Day. Carried.



October – The following resolutions were debated, resolved and carried by majority of Councillors. These are in addition to the usual reports.

- 08-16** AAA Growth and Endeavour. Moved by J. Moore that the report be accepted. Seconded B. Main. Carried. Discussion followed regarding EG approach to Devhouse for a price and availability of application for a hot link. Moved A. Spiro that approach be supported. Seconded K. Wright. Carried. EG recruiting function is to go ahead, President to attend to say a few words, Merchandise to be available.
- 08-17** Date Coral Sea Ball – After some discussion and presentation by A. Spiro, it was resolved that the date be 9th May. Moved M. Purser that the Coral Sea Ball be held at Government House on Saturday the 9th May 2009, Seconded by A. Spiro. Carried. Also Moved by M. Purser that the \$1,000 deposit be paid, Seconded J. Moore. Carried.
- 08-18** Wreath Laying Ceremonies for 2009- It was resolved that the President would report to the next meeting on the implications of the Battle for Australia on Coral Sea.
- 08-19** Change of Postal Address – It was resolved that the President would report to the next meeting on the availability at Perth Mail Centre and East Perth Post Office.
- 08-20** Name Badges – After some discussion it was Moved T. Ferguson (a) that the name badge as previously approved be retained, and (b) that there will be a separate style Executive badge, Seconded M. Purser. Carried.
- 08-21** Past President Lindsay Peet serious illness. After some discussion it was moved by M. Purser that the offer of one year Honorary membership from the President to the Peet family be accepted, Seconded K. Wright. Carried.
- 08-22** Meeting Location – After some discussion it was resolved that the next meeting would be held at the Boardwalk. Moved M. Purser that the meeting place and issue of storage be resolved at the next meeting, Seconded J. Moore. Carried.
- 08-23** Auditors Report – After some discussion it was agreed that this be finalised. Moved T. Spiro that D Siglin and B Main meet with him to resolve, Seconded B. Main. Carried.

November – December – The following resolutions were debated, resolved and carried by majority of Councillors. These are in addition to the usual reports.

- 08-24** Coral Sea Events – Given that Endeavour has not yet provided preliminary details as requested for this EC meeting it was resolved, as outlined above, that D. Siglin is to attend the next Endeavour meeting and report.
- 08-25** Wreath Laying Ceremonies for 2009 – The President advised that he had spoken to the President of the RSL on the topic of moving the Fremantle Coral Sea Wreath Laying Ceremony traditionally held in May to the first week in September to coincide with the Battle for Australia commemorations and had received a favourable response.
- 08-26** Change of Postal Address – Following a review of the options available It was Moved by D. Siglin that the postal address for the WA Division be changed to East Perth Post Office. Seconded B. Main. Carried.
- 08-27** Website Hotlink – After some discussion it was resolved that this would be left for Endeavour to examine and report. Carried.
- 08-28** It was resolved that D. Siglin would determine whether the Premier, the Hon Colin Barnett, was able to consider an invitation. Carried.
- 08-29** Auditors Report – After some discussion it was agreed that this be finalized. Moved T. Spiro that D Siglin and B Main meet with him to resolve, Seconded B. Main. Carried.



January – The details of the resolutions for this meeting have not been submitted by the acting Chairman.

February – The following resolutions were debated, resolved and carried by majority of Councillors. These are in addition to the usual reports.

- 08-30** It was unanimously resolved to accept the nomination of Susan Usher as proposed. Carried.
- 08-31** It was unanimously resolved to accept the Presidents clarification of Endeavour Status, as circulated by Group Email 51, of the status as provided by the Constitution. Carried.
- 08-32** After some discussion it was agreed that the membership is as strong as previous years and WA is healthy and operation is sound. Carried.
- 08-33** After discussion on the merits of transferring the Fremantle ceremony to September, it was resolved that one wreath laying will be retained at Fremantle take place on Thursday 7th May for 2009. Carried.
- 08-34** After lengthy discussion it was resolved that ticket prices would be \$150 – members, \$160 – non members and \$130 – Endeavour members who pay for their membership before the ball. Carried.
- 08-35** It was resolved that a special meeting was required to finalise details for the Coral Sea arrangements for the wreath laying events. Carried.
- 08-36** It was resolved that, with the exception of the Guest of Honour for a particular function that the other Honoraries, as directed by EC, would only receive one ticket to any function, for example the Ball, and partners pay. Carried.

March – The following resolutions were debated, resolved and carried by majority of Councillors. These are in addition to the usual reports.

- 08-37** It was resolved that the Mayor of the City of Perth be approached to accept Patron in lieu of Vice Patron and the Commander of the Australian Navy Submarine Group, Commodore Steve Davies RAN, also be approached to be a Patron also. Carried.
 - 08-38** It was resolved to allow Commodore Mike Deeks CSC, RAN, Retd to remain as a Vice Patron for the time being. Carried.
 - 08-39** Given the Constitution requires the AGM to be held within six weeks of the 30 June, A. Spiro proposed the AGM be held 5th August. After some discussion it was resolved the earliest the AGM could be held was Wednesday 12 August. Carried.
 - 08-40** It was resolved that A. Spiro would progress the style agreed for a special award to be presented as directed by EC. Carried.
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