

The Constitution of the Society of Australian Ancients Wargamers

Name

1. The name of the association is the Society of Australian Ancients Wargamers.

Definitions

2. Definitions

- (1) In this constitution, unless the contrary intention appears-
 - “Committee” means the committee of management of the Society of Australian Ancients Wargamers.
 - “Financial year” means the year ending on 31 December.
 - “General meeting” means a general meeting of members convened in accordance with Rule 11.
 - “Member” means a member of the Society of Australian Ancients Wargamers.
 - “Financial Member” means a member of the Society of Australian Ancients Wargamers who has paid the annual subscription for the current year.
 - “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Society of Australian Ancients Wargamers under Rule 22.
 - “The Act” means the *Association Incorporation Act* 1981.
 - “The Regulations” means Regulations under the Act.
 - “Relevant documents” has the same meaning as in the Act.
 - “Special Resolution” is a resolution requiring 21 days notice and a 3/4 majority to pass, as required by the Act.
- (2) In this Constitution, a reference to the Secretary of the Society of Australian Ancients Wargamers is a reference-
 - (a) where a person holds office under this Constitution as Secretary of the Society of Australian Ancients Wargamers - to that person; and
 - (b) in any other case, to the Public Officer of the Society of Australian Ancients Wargamers.
- (3) Words or expressions contained in this Constitution shall be interpreted in accordance with *Interpretation of Legislation Act* 1984 and the Act as in force from time to time.

Application for Membership

3. (1) A natural person who is nominated and approved for membership as provided in this constitution is eligible to be a member of the Society of Australian Ancients Wargamers on payment of the entrance fee and the first year’s annual subscription.
- (2) A person who is not a member of the Society of Australian Ancients Wargamers at the time of the incorporation of the Society of Australian Ancients Wargamers (or who was a member at that time but ceased to be a member) shall not be admitted to membership unless-
 - (a) he or she applies for membership by lodging an application in the form set out in Appendix 1 with the Secretary; and
 - (b) the admission as a member is approved by the Committee; and
 - (c) the entrance fee and the first year’s annual subscription have been paid.
- (3) As soon as practicable after the receipt of an application the Secretary shall refer the nomination to the Committee for approval or rejection.
- (4) Upon the nomination being approved or rejected by the Committee, the Secretary shall, with as little delay as possible;
 - (a) notify the applicant in writing or by electronic transmission of the decision of the Committee of the Society of Australian Ancients Wargamers; and
 - (b) if the membership is approved; request payment of the entrance fee and the first year’s annual subscription within 28 days of receipt of the notification.
- (5) Upon receiving the entrance fee and annual subscription within the period of notice set out on subclause (4) the Secretary shall enter the name of the nominee in the register of members and upon the name being so entered the applicant becomes a member of the association.

- (6) A right, privilege, or obligation of a person by reason of membership of the Society of Australian Ancients Wargamers -
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

Entrance fee and annual subscription

4. The entrance fee and annual subscription shall be as determined by the committee.

Register of members

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection and copying by members upon request.

Resignation of a member

6. (1) A member of the Society of Australian Ancients Wargamers may resign from the Society of Australian Ancients Wargamers by first giving one months notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the Secretary shall make an entry into the register of members, recording the date on which the member ceases to be a member.
- (2) A member of the Society of Australian Ancients Wargamers who is not a financial member continuously for the period of three calendar months ceases to be a member. After the expiration of that period the Secretary shall make an entry into the register of members, recording the date on which the member ceases to be a member.

Expulsion of a member

7. (1) the Society of Australian Ancients Wargamers in general meeting may, by special resolution, expel a member of the Society of Australian Ancients Wargamers.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or Convener of the Society of Australian Ancients Wargamers (not exceeding a reasonable length) and requests that they be notified to the members of the Society of Australian Ancients Wargamers, the Secretary or the Convener may send a copy of the representations to each member of the Society of Australian Ancients Wargamers or, if they are not so sent, the member may require that they be read out at the meeting.

Suspension of membership of a member

8. (1) Subject to this Constitution, the Committee may, by resolution, suspend a member from membership of the Society of Australian Ancients Wargamers until the end of the next general meeting if the Committee is of the opinion that the member has;
- (a) refused or neglected to comply with this Constitution; or
 - (b) been guilty of conduct unbecoming a member or prejudicial to the interests of the Society of Australian Ancients Wargamers.
- (2) A resolution of the Committee under sub-clause (1) does not take effect until the Committee confirms the resolution at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3).
- (3) If the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating the date of the Committee meeting to be held under sub-clause (2);
 - (c) informing the member that he or she may give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee shall-
- (b) give due consideration to any written statement submitted by the member; and
 - (d) by resolution determine whether to confirm or revoke the resolution.

- (5) If the resolution is confirmed under sub-clause (4) the Secretary shall, with as little delay as possible, notify the member in writing or by electronic transmission of the decision of the Committee of the Society of Australian Ancients Wargamers.

Disputes and Mediation

9. (1) The grievance procedure set out in this rule applies to disputes under this constitution between
- (a) a member and another member; or
 - (b) a member and the Society of Australian Ancients Wargamers.
- (2) 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 the parties
- (3) 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.
- (4) A mediator must be
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Society of Australian Ancients Wargamers; or
 - (ii) in the case of a dispute between a member and the Society of Australian Ancients Wargamers, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Society of Australian Ancients Wargamers can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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.

Annual General Meeting

10. (1) The Society of Australian Ancients Wargamers shall, within 5 months of the end of each financial year, convene an annual general meeting of its members.
- (2) The Annual General Meeting shall be held at such time, on such day, and at such place as the Committee determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be -
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Society of Australian Ancients Wargamers during the last preceding financial year;
 - (c) to elect the members of the committee of the Society of Australian Ancients Wargamers; and
 - (d) to receive and consider the statement submitted by the Society of Australian Ancients Wargamers in accordance with section 30 (3) of the Act.

- (5) The Annual General Meeting may transact special business of which notice is given in accordance with this constitution.
- (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

Special General Meeting

11. (1) All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (2) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society of Australian Ancients Wargamers.
- (3) The Committee shall, on the requisition in writing of members representing not less than 50 percent of the total number of members in each of not less than half of the states and territories of the Commonwealth of Australia in which at least five members reside, convene a Special General Meeting of the Society of Australian Ancients Wargamers.
- (4) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (5) If the Committee does not cause a Special General Meeting to be held within a month after the date on which the requisition is sent to the address of the Secretary, any of the members making the requisition may convene a Special General Meeting to be held not later than three months after that date.
- (6) A Special General Meeting convened by members in pursuance of this constitution shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Society of Australian Ancients Wargamers to the persons incurring the expenses.

Notice of meeting

12. (1) The Secretary of the Society of Australian Ancients Wargamers shall, at least 21 days before the date fixed for holding a general meeting of the Society of Australian Ancients Wargamers, cause a notice, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting, to be sent to each member of the Society of Australian Ancients Wargamers.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a general meeting may give notice of that business in writing, or by electronic transmission, to the Secretary.
- (4) As soon as practicable after the receipt of notice of an item of business the Secretary shall refer the inclusion of that item of business in the notice calling the next general meeting to the Committee for approval or rejection.
- (5) Upon the item of business being approved or rejected by the Committee, the Secretary shall, with as little delay as possible;
 - (a) notify the applicant in writing or by electronic transmission of the decision of the Committee of the Society of Australian Ancients Wargamers; and
 - (b) if approved, include that business in the notice calling the next general meeting after the receipt of the notice.

Proceedings at meetings

13. (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) Members physically present or in communication by electronic transmission with the chairperson of the meeting are considered to be present at the meeting.

- (3) No item of business shall be transacted at a general meeting unless a quorum of members is present or in during the time when the meeting is considering that item.
 - (4) The lesser of 20 percent of members or 40 members present constitute a quorum for the transaction of the business of a general meeting.
 - (5) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall;
 - (a) stand adjourned till such time and place as the chairperson at the time of the adjournment shall specify, and
 - (b) if adjourned to another day, notice of the adjourned meeting must be given, and
 - (c) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum.
14. (1) The Convener, or in the Convener's absence, the Deputy-Convener, shall preside as chairperson at each general meeting of the Society of Australian Ancients Wargamers.
 - (2) If the Convener and the Deputy-Convener are both absent from a general meeting, the members present shall elect one of their number to preside as chairperson at the meeting.
 15. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a time and place specified by the chairperson , but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned to another day, a like notice of the adjourned meeting shall be given as in the case of a general meeting.
 16. A question arising at a general meeting of the Society of Australian Ancients Wargamers shall be determined in such manner as directed by the chairperson and, unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of the Society of Australian Ancients Wargamers is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
 17. (1) Upon any question arising at a general meeting of the Society of Australian Ancients Wargamers, all members except for the chairperson of the meeting shall have one vote only.
 - (2) All votes shall be given personally or by proxy.
 - (3) The Chairperson shall not have a vote unless there is an equality of voting on a question in which case the Chairperson shall have a casting vote.
 18. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a chairperson or on the question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the chairperson may direct.
 19. A member is not entitled to vote if their membership is not financial or is currently suspended.
 20. (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
 - (2) The notice appointing the proxy shall be in the form set out in appendix 2 and shall be inspected by the Secretary prior to the commencement of the meeting.
 - (3) A member's proxy vote may only be cast in the manner indicated on the proxy form.

Committee of management

21. (1) The affairs of the Society of Australian Ancients Wargamers shall be managed by the Committee of Management constituted as provided in rule 21.
- (2) The Committee -
- (a) shall control and manage the business and affairs of the Society of Australian Ancients Wargamers
 - (b) may, subject to this constitution, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Society of Australian Ancients Wargamers other than those powers and functions that are required by this constitution to be exercised by general meetings of the members of the Society of Australian Ancients Wargamers; and
 - (c) Subject to this constitution, the Regulations and the Act, has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Society of Australian Ancients Wargamers.
22. (1) Subject to section 23 of the Act, the Committee shall consist of two members from each state and territory of the Commonwealth of Australia, in which at least five members of the Society of Australian Ancients Wargamers are resident, each of which shall be elected at the Annual General Meeting of the Society of Australian Ancients Wargamers in each year.
- (2) Each member of the Committee shall, subject to this constitution, hold office until the end of the Annual General Meeting next after the date of election but is eligible for re-election.
- (3) A member of the Society of Australian Ancients Wargamers may only occupy a position on the Committee for the state and territory of the Commonwealth of Australia in which the member resides on the day of the Annual General Meeting.
23. (1) The officers of the Society of Australian Ancients Wargamers shall be -
- (a) a Convener;
 - (b) a Deputy-Convener;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The officers of the Society of Australian Ancients Wargamers shall be elected by the members of the committee at the first committee meeting held subsequent to the Annual General Meeting.
- (3) Only a member of the Committee of the Society of Australian Ancients Wargamers is eligible to stand for any of the offices mentioned in sub-clause (1).
- (4) All members of the committee not elected to any of the offices mentioned in sub-clause (1) are ordinary members of the Committee of the Society of Australian Ancients Wargamers.
- (6) Each officer of the Society of Australian Ancients Wargamers shall hold office until the end of the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- (6) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- (7) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Society of Australian Ancients Wargamers to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

Election of members of the committee and vacancy

24. (1) Nominations of candidates for election as members of the Committee -
- (a) shall be made in writing or by electronic transmission; and
 - (b) shall be delivered to the Secretary of the Society of Australian Ancients Wargamers not less than 28 days before the date fixed for the holding of the Annual General Meeting.

- (2) The committee shall specify, in the notice calling the Annual General Meeting;
 - (a) the states and territories of the Commonwealth of Australia for which candidates may be nominated.
 - (b) The names of the candidates for the positions in each state or territory.
 - (c) The procedures to be used for any ballot required.
 - (3) If there are more nominations for the positions in a particular state or territory of the Commonwealth of Australia than there are available positions, a ballot must be held for those positions.
 - (4) The committee shall nominate one or more members who are not candidates as returning officers to conduct the ballot.
 - (5) Each member may cast one vote for each of not more than two candidates standing in the member's own state or territory of residency.
 - (6) Votes may be cast prior to the Annual General Meeting in the manner specified in the notice calling the Annual General meeting.
 - (7) Votes cast prior to the Annual General Meeting must be received by a returning officer not less than 7 days before the date fixed for the Annual General Meeting.
 - (8) The two candidates with the highest number of votes are elected to the committee.
 - (9) If there are more candidates having an equal number of votes than there remaining available positions in that state or territory then a second round of voting between those candidates only will occur at the Annual General Meeting.
25. The office of an officer of the Society of Australian Ancients Wargamers or of an ordinary member of the Committee becomes vacant if the officer or member -
- (1) ceases to be a member of the Society of Australian Ancients Wargamers;
 - (2) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (3) resigns from office by notice in writing given to the Secretary, or
 - (4) is removed from office by a resolution passed under clause 29.

Proceedings of Committee

26. (1) The Committee shall meet at least three times in each year at such times and places as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the Convener or by any four of the members of the Committee.
 - (3) Members physically present or in communication by electronic transmission with the chairperson of the meeting are considered to be present at the meeting.
 - (4) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
 - (5) Not less than half of the members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
 - (6) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such time and place as the chairperson of the meeting shall decide, unless the meeting was a special meeting in which case it lapses.
 - (7) At meetings of the Committee a Chairperson shall preside who shall be -
 - (a) the Convener or in the Convener's absence the Deputy-Convener; or
 - (b) if neither are present, one of the other members of the Committee as chosen by the Committee members present.

- (8) Questions arising at a meeting of the Committee, or of any sub-committee appointed by the Committee, where no member is present by electronic communication with the chairperson, shall be determined by a poll taken in whatever manner the Chairperson of that meeting so decides.
- (9) If a request for an extended-time poll on any question arising at a meeting of the Committee, or of any sub-committee appointed by the Committee, is received by the chairperson of a meeting from a member present only by electronic communication with the chairperson, the question shall be determined by a poll taken in whatever manner the Chairperson of the meeting so decides provided that:
 - (a) notice of the poll is sent to all members of the committee within 24 hours
 - (b) a poll is void if less votes are cast than the number of members required for a quorum
 - (c) the poll is concluded at the end of the seventh day after the start of the poll.
- (10) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee, including the Chairperson of the meeting, is entitled to one vote and in the event of an equality of voting the motion in question is not carried.
- (11) Members with a pecuniary interest in a contract with the Society of Australian Ancients Wargamers, defined as required to be declared under the Act, must declare such interest to the committee and in the financial statement presented at the Annual General Meeting and are not permitted to vote on any decision of the committee with respect to that contract.
- (12) Notice of each Committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting, including by pre paid post at least two business days before the date of the meeting.
- (13) Subject to sub-clause (5) above the Committee may act notwithstanding of any vacancy on the Committee.

Secretary

27. The Secretary of the Society of Australian Ancients Wargamers shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting together with a record of the names of persons present at committee meetings.

Treasurer

28. The Treasurer of the Society of Australian Ancients Wargamers -
 - (1) shall collect and receive all money due to the Society of Australian Ancients Wargamers and make all payments authorised by the Society of Australian Ancients Wargamers; and
 - (2) shall keep correct accounts and books showing the financial affairs of the Society of Australian Ancients Wargamers with full details of all receipts and expenditure connected with the activities of the Society of Australian Ancients Wargamers.

Removal of a member of the Committee or of the Public Officer

29. (1) the Society of Australian Ancients Wargamers in general meeting may, by special resolution, remove the Public Officer or any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold the office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or Convener of the Society of Australian Ancients Wargamers (not exceeding a reasonable length) and requests that they be notified to the members of the Society of Australian Ancients Wargamers, the Secretary or the Convener may send a copy of the representations to each member of the Society of Australian Ancients Wargamers or, if they are not so sent, the member may require that they be read out at the meeting.

Cheques

30. All cheques and other negotiable instruments shall be signed by two members of the Committee

Seal

31. (1) The common seal of the Society of Australian Ancients Wargamers shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature either of two members of the Committee or of one member of the Committee and the Public Officer of the Society of Australian Ancients Wargamers.

Alteration of the constitution and statement of purposes

32. This constitution and the statement of purposes of the Society of Australian Ancients Wargamers may only be altered by special resolution in accordance with the Act.

Notices

33. (1) A notice may be served by or on behalf of the Society of Australian Ancients Wargamers upon any member either personally, or by sending it by post to the member at the address shown in the register of members, or by facsimile or electronic transmission.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have arrived in the ordinary course of post.

Winding up or cancellation

34. In the event of the winding up, by special resolution, or the cancellation of the incorporation of the Society of Australian Ancients Wargamers, the assets of the Society of Australian Ancients Wargamers shall be disposed of in accordance with the provisions of the Act.

Custody of records

35. (1) Except as otherwise provided in this constitution, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Society of Australian Ancients Wargamers.
- (2) All accounts, books, documents and securities of the Society of Australian Ancients Wargamers shall be available for inspection and copying by any member of the Society of Australian Ancients Wargamers upon request.

Funds

36. The funds of the Society of Australian Ancients Wargamers shall be derived from such sources as the Committee determines.

Appendix 1

Application for membership of the Society of Australian Ancients Wargamers.

I, _____(full name of applicant)

of _____(Address)

desire to become a member of the Society of Australian Ancients Wargamers. In the event of my admission as a member, I agree to be bound by the Constitution of the Society of Australian Ancients Wargamers for the time being in force.

Signature of Applicant _____

Date / /

Appendix 2

Form of appointment of proxy

I, _____ (full name)

of _____ (address)

being a member of the Society of Australian Ancients Wargamers

appoint _____ (name)

of _____ (address)

being a member of the Society of Australian Ancients Wargamers, as my proxy to vote for me on my behalf at the general meeting of the Society of Australian Ancients Wargamers (Annual general meeting or special general meeting, as the case may be) to be held on _____ (date) and at any adjournment of that meeting.

Signature _____

Date / /

My proxy is authorised to vote (delete as appropriate) at their own discretion or as follows: