

Constitution of the Military Historical Society of Australia

2021

ABN 97 764 781 363

1. Name

The name of the Society shall be The Military Historical Society of Australia - referred to hereinafter as ‘the Society.’

2. Objects

- a) The objects of the Society are the encouragement and pursuit of study and research in Australian military history, customs, traditions, dress, arms, equipment, and kindred matters.
- b) the promotion of public interest and knowledge in these subjects, and the preservation of historical military objects, with reference to the Armed Forces of Australia.
- c) the promotion of the achievements and good reputation of our Defence personnel, past and present.
- d) to provide information, education, and resources.
- e) to foster relationships and connections within Australia and overseas.
- f) to raise community awareness and profile of the Society.
- g) to assist the welfare of veterans through the study, research, and pursuit of Military History.
- h) to publish a quarterly journal called ‘Sabretache.’
- i) to do all things necessary to achieve the above-mentioned-objects.

2A. Interpretation

(a) Definitions

In this Constitution unless a contrary intention appears:

‘**Association**’ means the Military Historical Society of Australia.

‘**Branch**’ means a branch of the society established in accordance with Section 21.

‘**Branch funds**’ and ‘**Society funds**’ have the meanings given in the constitution.

‘**committee**’ means both Federal Council and a Branch Committee.

‘Committee member’ means both a Federal Councillor and a member of a Branch Committee.

‘Constitution’ means the constitution of the Society.

‘General Meeting’ means an annual general meeting, or a special general meeting of the Society or of a Branch.

‘Ordinary resolution’ means a resolution passed at a General Meeting of the Society by a majority of votes of the members who are present by person or by technology and entitled to vote.

‘Special Resolution’ means a resolution passed at a General Meeting of the Society or a Branch by the votes of three-quarters of the members who are present in person or by technology and who are entitled to vote.

‘Reference’ means a reference to a statute, ordinance, code, or other law including regulations and other instruments under it, and consolidations, amendments, re-enactments, or replacements of any of them.

‘Gender’ means a reference to one gender includes each other gender.

‘Singular’ means a reference to the singular includes the plural and vice-versa.

‘Individuals’ means words denoting individuals include corporations, associations, trustees, instrumentalities, partnerships and vice-versa.

‘Dates and Times’ means –all references to dates and times are to Australian Eastern Standard Time (AEST).

‘Dollars’ - All references to ‘\$’ and ‘Dollars’ are to the lawful currency of Australia.

‘Headings’- Headings are used in this Constitution for convenience.

only and shall not affect its interpretation and a word or expression that is not defined in this Constitution.

‘Member’ means a natural person, other than the Patron, a Vice-Patron, or an Honorary member, who has been admitted to membership of the Society, and whose subscription is not more than three months in arrears.

‘Secretary’ means the Federal Secretary, a Branch Secretary, or a Branch Secretary/Treasurer.

‘Society’ means the Military Historical Society of Australia.

‘Treasurer’ means the Federal Treasurer, a Branch Treasurer, or a Branch Secretary/Treasurer.

‘Year’ means the fiscal year ending 30 June.

- (b) For those Branches of the Society that have established a Branch Constitution (or Rules) as part of becoming an Incorporated Association within their State or Territory legislation, where matters in this Federal Constitution are at variance with the Branch Constitution, the Branch Constitution will prevail.

3. Registered Office

The registered Office of the Society shall be as determined by the Federal Council.

4. Structure

The structure of the Society shall be:

- a) A Federal Council.
- b) Branches formed by Society members in suitable localities, which have properly elected Branch Committees and the authority of the Federal Council to function as a Branch; and
- c) Non-Branch Members, who either do not wish or are unable to enjoy Branch membership, who shall be administered by the Federal Council.

COMMITTEES

5. Federal Council

The Federal Council shall comprise only financial ordinary members of the Society and follows:

- a) Federal Office Bearers:
 - (i) a Federal President.
 - (ii) a Federal Vice-President.
 - (iii) a Federal Secretary.
 - (iv) a Federal Treasurer.
- b) Up to three Ordinary Members of Federal Council; and
- c) Any Federal Councillors appointed by Branch Committees to be their representatives.

6. Federal Councillors

The following apply at Society level:

- a) Federal Office Bearers and Ordinary Members of Federal Council are to be elected at the annual general meeting of the Society for a term of two years, half retiring at each annual general meeting. The retiring councillors shall be eligible for re-election.
- b) All Federal officers shall be unpaid.

- c) On the occurrence of a casual vacancy in a Federal office, Federal Council may appoint a Federal Councillor to fill the vacancy until the following annual general meeting at which the Councillor would be eligible for re-election.

7. Branch Committees

The following apply at Branch level:

- a) Each Branch Committee shall consist of a minimum of three members elected from the Branch membership at a Branch annual general meeting.
- b) Branch Committee membership shall comprise financial members of the Branch and shall not exceed a maximum of eight members as follows:
 - (i) a Branch President.
 - (ii) a Branch Secretary.
 - (iii) a Branch Treasurer or a Branch Secretary/Treasurer.
 - (v) Ordinary Committee members.
- c) All committee members shall retire annually but may be re-elected.
- d) A Branch Committee may, but is not required to, appoint one Committee member to be a Federal Councillor representing the Branch.
- e) All Branch officers shall be unpaid.
- f) Members of the Federal Council may serve on Branch Committees.
- g) Casual vacancies on Branch Committees may be filled by the Branches concerned, but no Branch committee may continue to act unless a minimum of three members are in office.

8. Responsibilities – Federal Council

The Federal Council shall be responsible for and have general control and management of the administration of the affairs, property, and funds of the Society and be responsible for:

- a) The conduct of the business of the Society, except as far as it is delegated to the Branch Committees.
- b) The making, amending, and repealing of the Rules of the Society in accordance with Section 20.
 - c) The publication of the Society's Journal.
 - d) The public relations of the Society.
 - e) Authorising the formation or closure of Branches per Sections 21 and 22.
 - f) The co-ordination of the efforts of the Society and Branches in achieving Society's Objects.

- g) The funds of the Society other than Branch funds; and
- h) Administration of Corresponding Members.

9. Responsibilities – Branch Committees

Each Branch Committee shall be responsible for:

- a) The conduct of Society business at Branch level.
- b) Recruitment of members to the Branch and the Society and the maintenance of a Branch Member Register.
- c) Collection of subscriptions from Branch members and accounting therefore to Federal Council.
- d) Maintenance of a satisfactory relationship with the public, kindred organisations, and official bodies in the Branch area.
- e) The funds of the branch.

10. Powers – Federal Council

The Federal Council shall have the powers of an individual and without limitation to do such things as to enter in contracts, acquire, hold, deal with, and dispose of properties, make charges for services, and facilitate its supplies and do other things necessary or convenient to be done in conducting its affairs and to do the following powers:

- a) To make and direct the policy of Society.
- b) To affiliate the Society with other organisations having like aims or being of such a kind that the interests of members and the objects of the Society will be advanced by such affiliation.
- c) To appoint a Federal Auditor or Auditors and fix their remuneration.
- d) To hear and determine appeals from Branches and members, and to function as an arbitrator in any disputes between Branches.
- e) To invest the funds of the Society in any security authorised by the law of the Australian Capital Territory for the investment of Trust Funds.
- f) To propose the rate of membership subscriptions of the Society.
- g) To confer and withdraw Fellow of the Society and Honorary membership of the Society in accordance with Section 12.
- h) To expel or suspend members from the Society per Section 12D, and to remove from Society membership members whose subscriptions are more than three months in arrears.
- i) To form sub-Committees of Federal Council to manage specific matters and to include

non-Council members and non-members of the Society on them.

- j) The Society may through its duly appointed officers, representatives and trustees hold property and enter into legal transactions to the same extent as an adult natural person of sound mind, except as far as limited by this Constitution.
- k) To indemnify each responsible officer of the Society against any liability incurred in the performance or discharge of duties.

11. Powers – Branch Committees

Branch Committees shall, subject to the provisions of the Constitution and to the Rules of the Society, have the following powers:

- a) To appoint a member of the Branch Committee to be a Federal Councillor representing the Branch.
- b) To affiliate the Branch with other organisations in the Branch area having like aims or being of such a kind that the interests of members and the objects of the Branch will be advanced by such affiliation. Such affiliation does not commit the Society to affiliation at Federal level.
- c) To make such Branch Rules as are necessary for the conduct of the Branch per Section 20.
- d) To appoint a Branch Auditor or Auditors and fix their remuneration.
- e) To propose the rate of a Branch membership subscription, in addition to the society subscription, for approval at a Branch general meeting.
- f) To open and operate Branch bank accounts as authorised by members of the Branch.
- g) To exclude members from meetings of the Branch and to recommend to the Federal Council the expulsion of members from the Society.
- h) To form sub-Committees of Branch Committees to manage specific matters and to include non-Committee members and non-members of the Society on them.

11A. Election of Committee Members

Committee members may be elected as follows:

- (a) Nominations of candidates for election to a committee of the Society shall be made in writing or orally by a member of the Society, shall be subject to the candidate being a member and consenting to the nomination and shall be delivered to the Secretary of the Society or Branch not less than seven days before the date fixed for the holding of the annual general meeting.
- (b) If the number of nominations received is equal to the number of vacancies to be filled,

the person nominated shall be taken to be elected.

- (c) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (d) The election of committee members shall be conducted at the annual general meeting per Section 17F.
- (e) If insufficient nominations are received to fill all vacancies on the committee, the candidates will be deemed to be elected and further nominations may be received and elected at the annual general meeting.
- (f) If after calling for further nominations at the annual general meeting per Subsection (e), there are no further nominations or insufficient nominations, the vacancies shall be considered to be casual vacancies.

11B. Secretaries

Secretarial duties apply as follows:

- (a) Secretaries shall be the responsible officer or public officer and keep minutes of:
 - (i) all elections and appointments of committee members and office-bearers.
 - (ii) the names of members of the committee present at the committee meetings or general meetings; and
 - (iii) all proceedings at committee meetings or general meetings.
- (b) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (c) Secretaries shall have custody of all books, documents, records, and registers required by these rules, other than those required to be kept by Treasurers.
- (d) The Federal Secretary shall advise branches of the name of Federal Councillors and Federal office-bearers within one month of their election or appointment.
- (e) Branch Secretaries shall advise the Federal Secretary of the names and addresses of members elected to Branch committees and of Branch office-bearers within one month of their election.
- (f) Branch Secretaries shall advise the Federal Secretary of changes of address notified by ordinary members within one month of receipt of this information.

11C. Notice to members

Except for the requirement in Section 17C, any notice that is required to be given to a member or a Branch, by or on behalf of the Society or a Branch, may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission if the member has requested that the notice be given in this manner; or
- (d) electronic transmission if the member has requested that the notice be given in this manner.

11D. Vacancies

Vacancies are to be managed as follows:

- (a) A vacancy in a committee occurs if the member:
 - (i) dies; or
 - (ii) ceases to be a member of the Society; or
 - (iii) resigns the office; or
 - (iv) is removed from office per Section 11G: or
 - (v) is absent without the consent of the committee from all meetings of the committee held during a period of six months.
- (b) Where a casual vacancy in a committee occurs following an annual general meeting it is a vacancy in the membership of a committee for the purposes of Subsection (c).
- (c) In the event of a vacancy in the membership of a committee the committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold the appointment until the annual general meeting next following the date of the appointment.

11E. Committee Meetings and Quorum

The following apply:

- (a) The Federal Council shall meet at least once in each calendar quarter, but no less frequently than is necessary for the efficient conduct of the Society's business.
- (b) Branch Committees shall meet as frequently as the Branch members may require them to do for the efficient conduct of the business of the Branch.
- (c) Persons nominated by Branch Committees (other than Federal Councillors appointed in accordance with Subsection 7(d)), may, with the consent of the Chairperson, take part in the discussions at Federal Council meetings but shall have no vote.
- (d) Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at such period as may be agreed upon by members of

the committee before the time appointed for the meeting.

- (e) Any three members of the Federal Council or a Branch Committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business shall be transacted by a committee 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 be dissolved.
- (g) At a meeting of a committee:
 - (i) the President (or in the case of Federal Council in the absence of the President, the Vice-President) shall preside; and
 - (ii) if the President (and in the case of the Federal Council the Vice-President) is absent one of the remaining members may be chosen by the members present to preside.
- (h) Ex-officio committee appointments may, on invitation, attend committee meetings and participate in discussions on matters applicable to their appointment, but do not have voting rights.
- (i) A committee meeting may be held, or a committee member may take part in the meeting, by using any technology that allows the members to hear and take part in discussions and see any documents not previously circulated.
- (j) A committee member who participates in the meeting as mentioned in Subsection (i) is taken to be present at the meeting.

11F. Voting and Decisions

The following apply:

- (a) Questions arising at a meeting of a committee shall be determined by a majority of the votes of the members present.
- (b) Each committee member present at a committee meeting (including the person presiding) shall be entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to Subsection 11E(g), the committee may act notwithstanding on any vacancies on the committee.
- (d) An act or thing done or purporting to be done by the committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee.
- (e) A resolution in writing signed by not less than three members of a committee shall be

valid and has effect as if it had been determined in accordance with this Section at a meeting of the committee. At the next meeting of the committee, the resolution is to be tabled and considered, with the minutes of the previous meeting, for acceptance by the committee.

11G. Dismissal of Federal Council and Branch Committees and Committee Members

The following procedures apply:

- (a) The Federal Council may be dismissed if:
 - (i) A referendum for the dismissal of the Council is called for by a petition of two-thirds of the Australian membership.
 - (ii) Such a referendum is conducted by an independent Returning Officer nominated by the petitioners through their duly elected representatives.
 - (iii) Such a referendum is conducted through the Australian membership of the Society.
 - (iv) Referendum papers are received by the Returning Officer and opened and counted before a general meeting called for the purpose, in an area to be fixed by the petitioners.
 - (v) The count is in favour of the dismissal of the Federal Council.
- (b) In the event Federal Council is dismissed, the Returning Officer will conduct an election for the purpose of appointing a temporary Federal Council to hold office until the next Annual General Meeting
- (c) Branch committees may be dismissed on the result of a vote of 75% of the financial membership of the Branch present at any Branch Meeting or at a special general meeting convened for this purpose. The Returning Officer will conduct an election for the purpose of appointing a temporary Branch Committee to hold office until the next annual general meeting.
- (d) The Society or Branch in general meeting may, by resolution, remove any member of the committee including the Secretary before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (e) A member who is the subject of a proposed resolution referred to in subsection (d) may make representations in writing to the Secretary or President of the Society or Branch as applicable (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society or Branch.

- (f) The Secretary or the President may give a copy of the representations to each member of the Society or Branch or, if they are not so given, the member may require that they be read out at the meeting.

MEMBERS

12. MEMBERSHIP

Membership of the Society shall comprise:

- a) “Fellows of the Military Historical Society of Australia,” who shall be members of the Society of long standing who have made a significant contribution to the objects of the Society, are nominated by the Branch Committees, or are identified by Federal Council in the case of corresponding members. Fellows shall have all the rights and privileges of Ordinary or Corresponding members of the Society (as appropriate) with subscription for life, from the date of confirmation of the Fellow membership by Federal Council. *Fellow of the Military Historical Society of Australia* membership granted under this subsection may be withdrawn by resolution of Federal Council either at the request in writing of the member or in accordance with Section 12E.
- b) “Ordinary members,” who shall be members of a Branch of the Society.
- c) “Non-Branch members” who elect not to become a member of a Branch. They may not hold Branch committee positions or vote at Branch meetings.
- d) ‘Honorary members’ shall be non-members of the Society of good repute who have made a significant contribution to the study of military history or have contributed significantly to the advancement of the objects of the Society and are nominated by Branch Committees. If the Federal Council confirms the nomination, honorary membership shall be conferred for life unless cancelled for improper behaviour or bringing disrepute to the Society. Honorary members shall receive the Society’s Journal *gratis* but shall have no vote and are not eligible to office at Federal or Branch level.
- Honorary membership granted under this subsection may be withdrawn by Federal Council either at the request in writing of the honorary member or at the discretion of the Federal Council.
- e) “Institutional members” are organisations that endorse the ideals of the Society and promote or support its activities. The organisation may appoint one person as its representative at meetings, activities, and exercise one vote.
- f) “Family members” are a person, their partner, and their children. The family may appoint one person as their representative at meetings, activities, and

exercise one vote.

12A. Membership Qualification

Membership management is subject to the following:

- (a) Membership of the Society is open to any natural person or organisation pursuing any of the objects of the Society and approved for membership by the Federal Council.
- (b) Unless otherwise resolved by Federal Council, on payment of the first year's subscription of the Society, the Federal Secretary shall enter the person's name in the register of members and, upon that entry, the person shall become a member of the Society.
- (c) A right, obligation, or privilege which a person or organisation has by reason of being a member is not capable of being transferred to another person or organisation and terminates on cessation of membership.

12B. General Rights of Members

The following apply:

- (a) A member of the Society who is entitled to vote has the right:
 - (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution; and
 - (ii) to submit items of business for consideration at a general meeting; and
 - (iii) to attend and be heard at general meetings; and
 - (iv) to vote at a general meeting; and
 - (v) to have access to the minutes of general meetings and other documents of the Society or Branch; and
 - (vi) to inspect the register of members.
- (b) A member is entitled to vote if:
 - (i) the member is a financial member; and
 - (ii) more than ten business days have passed since he or she became a member of the Society; and
 - (iii) the member's membership rights are not suspended for any reason.

12C. Register of Members

Membership records are subject to the following:

- (a) The Federal Secretary shall keep and maintain a register of Society members, and Branch Secretaries shall maintain a register of Branch members, which shall contain the names and address of each member, the date on which each member became a member and the date, if any, on which each member ceased to be a member.
- (b) The Federal and Branch Secretaries shall keep the respective register at their place of residence.
- (c) The register of members shall be available for inspection by members at reasonable times.
- (d) The register of members shall include details as required by Subsection (a) in respect of each Fellow of the MHSA and honorary member.

12D. Cessation of Membership

A person ceases to be a member if the person:

- (a) dies; or
- (b) resigns from membership; or
- (c) is expelled from membership; or
- (d) fails to renew membership within 3 months.

12E. Disciplining of Members

The following apply:

- (a) The Federal Council may take disciplinary action against a member if it is determined that the member:
 - (i) persistently refused or neglected to comply with a provision of the constitution or rules; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Society and is considered to be injurious to the Society.
- (b) If the Federal Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Federal Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member. The members of the disciplinary subcommittee:
 - (i) may be Federal Council members, members of the Society or anyone else; but

- (ii) must not be biased against, or in favour of, the member concerned.
- (c) Before disciplinary action is taken against a member, the Secretary must give written notice, no earlier than twenty-eight days, and no later than fourteen days before the Disciplinary meeting is held to the member:
 - (i) stating that the Society proposes to take disciplinary action against the member and stating the grounds for the proposed disciplinary action; and
 - (ii) specifying the date, place, and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (iii) advising the member that he or she may do one or both of the following:
 - (a) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting.
 - (b) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting.
 - (iv) setting out the member's appeal rights under Section 12F.
- (d) At the disciplinary meeting, the disciplinary subcommittee must give the member an opportunity to be heard, and consider any written statement submitted by the member.
- (e) After complying with subsection (d) the disciplinary subcommittee may:
 - (i) take no further action against the member; or
 - (ii) subject to Subsection (c):
 - (a) suspend the membership rights of the member for a specified period; or
 - (b) expel the member from the Society.
- (f) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee takes effect immediately after the vote is passed.
- (g) Where a Branch operating under an Incorporated Association-approved constitution or rule conducts a discipline hearing resulting in a member being suspended or expelled from that Branch, Federal Council shall suspend or expel from the Society that member, unless the member elects to have the matter reheard in accordance with Sections 12E and 12F.

12F. Right of Appeal of Disciplined Member

The following apply:

- (a) A member may appeal to the Society in general meeting against a resolution of the

disciplinary subcommittee. The notice to appeal must be in writing and given:

- (i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (ii) to the Secretary not later than forty-eight hours after the vote.
- (b) Upon receipt of a notice under Subsection (a) the Federal Secretary shall notify Federal Council which shall convene a general meeting of the Society to be held within twenty-one days of the date on which the Federal Secretary received the notice.
- (c) At a general meeting convened under Subsection (b), no business other than the question of the appeal shall be transacted. Federal Council must state the grounds for suspending or expelling the member and the reasons for taking that action, and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both.
- (d) The members present shall vote by secret ballot on the question whether the resolution made under Subsection 12E (e) shall be confirmed or revoked.
- (e) If the meeting votes in favour of the confirmation of the resolution made under Subsection 12E(e), that resolution is confirmed.
- (f) In calling a general meeting as a disciplinary appeal meeting per Subsection (b), the notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must:
- (i) specify the date, time, and place of the meeting; and
 - (ii) state:
 - (a) the name of the person against whom the disciplinary action has been taken; and
 - (b) the grounds for taking that action; and
 - (c) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

12G. Disputes and Mediation

The following apply:

- (a) The grievance procedure set out in this section applies to disputes under this Constitution between:
 - (i) a member and another member; or
 - (ii) a member and the Society or a Branch.

- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen 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 ten 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:
 - (a) in the case of a dispute between a member and another member, a person appointed by the committee of the Society or Branch; or
 - (b) in the case of a dispute between a member and the Society or Branch, a person who is a mediator appointed or employed by an approved Dispute Settlement organisation.
- (e) A member of the Society can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute.
- (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute via legal action.

12H. Inspection of Books and Records

The following apply:

- (a) Members may on request inspect free of charge:
 - (i) The register of members.
 - (ii) The minutes of general meetings.

- (iii) The financial records, books, securities and any other relevant document of the Society or Branch, including minutes of Council or Committee meetings.
- (b) The Council or Committee may refuse to permit a member to inspect records of the Society or Branch that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (c) The Council or Committee must on request make copies of this Constitution available to members and applicants for membership free of charge.
- (d) Subject to sub-para (b), a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.

FINANCIAL

13. Subscriptions

The following apply:

- a) The membership subscription of the Society shall be due on joining, and thereafter on the first day of July in each year, at rates to be determined by an annual general meeting of the Society.
- b) Branches of the Society may charge a Branch membership Subscription in addition to the Society Subscription. The Branch Subscription shall be determined by an annual general meeting of the Branch.

14. Finance

The following apply:

- a) The funds of the Society shall be banked in the name of the Society in such bank as the Federal Council may from time to time direct.
Society's funds shall comprise:
 - (i) That portion of members' subscriptions not allocated for the use of Branches.
 - (ii) Sums donated to the Society for the accomplishment of its objects.
 - (iii) Sums raised by the Federal Council for the accomplishment of the Society's objects.
 - (iv) Sums resulting from winding up of Branches.
- b) The Federal Council shall be responsible to the Society for the Society's funds and all

payments over \$200 or more must be paid by cheque or electronic transfer and authorised by at least two Federal Council members, however, one authorising officer must include either the President, Treasurer or Secretary. All expenditure of any nature or amount shall be approved and ratified at a Federal Council Meeting.

- c) The funds of a Branch shall be banked in the name of the Branch in such bank as the Branch Committee may from time to time direct.

Branch Funds shall comprise:

- (i) That portion of Branch members' subscriptions which is allocated by the Federal Council for the use of Branch Committees.
- (ii) Sums donated specifically to Branches for the accomplishment of Branch objectives.
- (iii) Sums raised by Branch Committees for the accomplishment of their respective objectives.

- d) Branch Committees will account to the Federal Treasurer for all members' subscriptions and will notify the Federal Council of details of any donations received by Branches specifically for Branch use.

- e) The Branch Committee shall be responsible to the Branch for the Branch's funds and all payments over \$200 or more must be paid by cheque or electronic transfer and authorised by at least two Branch Councillors one of whom must be either the President, Treasurer or Secretary. All expenditure of any nature or amount shall be approved and ratified at a Branch Committee meeting.

- f) As soon as possible after the end of the fiscal year the Treasurer shall cause to be prepared a statement containing particulars of the income and expenditure for the fiscal year just ended and the assets and liabilities of all mortgages, charges, and securities affecting any property of the Society or Branch at the close of that year in accordance with Australian Accounting Standards. All financial statements shall be examined by the Auditor who shall present his/her report upon such audit to the Secretary of the Society or Branch prior to the holding of the annual general meeting that follows the end of the fiscal year.

- g) The assets and income of the Society and its Branches shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Society or Branch except as genuine compensation for services rendered or expenses incurred on behalf of the Society.

14A. Funds Management – General

The following apply:

- (a) All money received shall be deposited as soon as practicable and without deduction to the credit of a bank account approved by the committee.
- (b) As soon as practicable after receipt of any money an appropriate receipt shall be issued.
- (c) All cheques and other negotiable instruments shall be signed by any two members of a committee, being members authorised to do so by the committee.
- (d) Membership subscriptions of the Society and any other Society funds received by branches shall be remitted (less any portion authorised by Federal Council to be retained as branch funds) within one month of receipt to the Federal Secretary, accompanied in the case of subscriptions by a schedule of the names and addresses of new members and the names of renewing members.

14B. Treasurers

In respect of Society and Branch funds as defined in the Constitution, the Federal Treasurer and Branch Treasurers shall:

- (a) Collect and receive all moneys due and make all authorised payments.
- (b) Keep accounting records that correctly record and explain all transactions and the financial position and are kept in such a way that true and fair accounts can be prepared from time to time and can conveniently and properly be audited.
- (c) Retain accounting records for such period after the transactions to which they relate are completed as is required by the auditor.
- (d) Be able to state on demand to a committee or to a general meeting the financial state of the Society or Branch including bank balances, cash in hand and current financial commitments.
- (e) Report immediately to the committee any matters which may affect the financial position of the Society or Branch.
- (f) Provide to the committee before the annual general meeting or if required before a general meeting a statement of accounts including income and expenditure and assets and liabilities for the most recently ended fiscal year.

14C. Responsibilities of Committees

The following apply:

- (a) Federal Council shall not enter into any financial commitment of any branch funds, nor of Society funds more than the net available cash Society funds after provision for publication and dispatch of the current calendar year's journals.
- (b) Branch committees shall not enter into any commitments in respect of any Society funds, nor of Branch funds in excess of net available Branch cash funds.
- (c) At each annual general meeting and if necessary, at a general meeting the committee shall present for consideration an audited statement of account of the Society or Branch funds, as applicable, in respect of the fiscal year most recently ended with a copy of the auditor's report on those accounts.

15. Publications

The following apply:

- a) The Society shall publish a periodical to be known as *Sabretache*. Issues shall be published at least quarterly, and a copy provided to each member.
- b) The Federal Council may at its discretion publish or assist in the publication of other books, journals, or papers relevant to the objects of the Society.
- c) The Federal Council may sell, exchange, or otherwise dispose of the Journal and other publications of the Society at such a price per copy or on such other basis as it shall determine.

16. Patrons

Patron appointment is subject to the following:

- a) The Federal Council (with the concurrence of a majority of the Branch committees), may invite suitable persons to accept the positions of Patron, and up to two Vice-Patrons of the Society for a period of three years.
- b) A Branch Committee (with the concurrence of the Federal Council) may invite up to two suitable persons to accept the position of Branch Patron or Vice-Patron for a period of three years.

MEETINGS

17. Annual General Meetings

The following apply:

- a) The Federal Council and each Branch Committee may determine the date, time, and place of the annual general meeting of the Society or Branch, respectively.
- b) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- c) The ordinary business of the annual general meeting shall be:
 - (i) To confirm the minutes of the previous annual general meeting.
 - (ii) To receive from the committee reports upon the transactions of the Society or Branch during the preceding fiscal year.
 - (iii) To elect officers of the Society or Branch including the Secretary, and the ordinary members of the committee.
 - (iv) To receive and consider the statement submitted by the Auditors.
 - (v) To set the subscription rate for the next year.
- d) The annual general meeting may conduct any special business for which notice has been given.

17A. Special General Meetings

The following apply:

- (a) In addition to the annual general meeting, ~~any~~ other general meetings, known as *Special General Meetings* may be held in the same year.
- (b) The Secretary may convene a Special General Meeting when directed to do so by the Federal Council or Branch Committee (as appropriate), or on receipt of a written and signed requisition by not less than one third of the members presently on the Federal Council or Branch Committee (as appropriate), or not less than the number of ordinary members of the Society which doubles the number of members presently on the Federal Council or Branch Committee (as appropriate), plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened, the nature of the business to be transacted, and any resolution to be put to the meeting, or on being given a notice in writing of an intention

to appeal against the decision of the Federal Council to terminate the membership of any person.

(c) If, but for this subsection, more than fifteen months would elapse between annual General meetings.

The following apply:

- e) The Federal Council and each Branch Committee may determine the date, time, and place of the annual general meeting of the Society or Branch, respectively.
- f) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- g) The ordinary business of the annual general meeting shall be:
 - (i) To confirm the minutes of the previous annual general meeting.
 - (ii) To receive from the committee reports upon the transactions of the Society or Branch during the preceding fiscal year.
 - (iii) To elect officers of the Society or Branch including the Secretary, and the ordinary members of the committee.
 - (iv) To receive and consider the statement submitted by the Auditors.
 - (v) To set the subscription rate for the next year.
- h) The annual general meeting may conduct any special business for which notice has been given.

17A. Special General Meetings

The following apply:

- (d) In addition to the annual general meeting, ~~any~~ other general meetings, known as *Special General Meetings* may be held in the same year.
- (e) The Secretary may convene a Special General Meeting when directed to do so by the Federal Council or Branch Committee (as appropriate), or on receipt of a written and signed requisition by not less than one third of the members presently on the Federal Council or Branch Committee (as appropriate), or not less than the number of ordinary members of the Society which doubles the number of members presently on the Federal Council or Branch Committee (as appropriate), plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened, the nature of the business to be transacted, and any resolution to be put to the meeting, or on being given a notice in writing of an intention to appeal against the decision of the Federal Council to terminate the membership of

any person.

- (f) If, but for this subsection, more than fifteen months would elapse between annual General meetings, the Federal Council or Branch Committee must convene a special general meeting of the Society or Branch respectively before the expiration of that period.
- (g) The Federal Council or Branch Committee must, on the request in writing of members representing not less than five per cent of the total number of members of the Society or Branch respectively, convene a special general meeting of the Society or Branch.
- (h) The request for a special general meeting must:
 - (i) state the objects of the meeting; and
 - (ii) be signed by the members requesting the meeting; and
 - (iii) be sent to the address of the Secretary of the Federal Council or Branch Committee.
- (i) If the Federal Council or Branch Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (j) If a special general meeting is convened by members in accordance with this section, it must be convened in the same manner as far as possible as a meeting convened by the Federal Council or Branch Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Society or Branch as, applicable to, the persons incurring the expenses.

17B. Notice of General Meeting

The following apply:

- (a) The Federal Secretary, at least thirty days before the date fixed for the holding of the annual general meeting of the Society, must cause to be sent to each member of the Society, a notice stating the place, time and date of the meeting and the nature of the business to be conducted at the meeting.
- (b) The Federal Secretary, at least fourteen days before the date fixed for the holding of a Special general meeting of the Society, must cause to be sent to each member of the Society, a notice stating the place, time and date of the meeting and the nature of the business to be conducted at the meeting, unless the meeting is called to consider an amendment of this Constitution in which case at least thirty days' notice is required.

- (c) A Branch Secretary, at least fourteen days before the date fixed for the holding of the annual general meeting or a special general meeting of the Branch, must cause to be sent to each member of the Society, a notice stating the place, time, and date of the meeting and the nature of the business to be conducted at the meeting.
- (d) Notice may be sent:
 - (i) by prepaid post to the address appearing in the register of members; or
 - (ii) if the member requests, by facsimile transmission or electronic transmission.
- (e) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (f) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the relevant Secretary of that business, who must include that business in the notice calling the next general meeting.

17C. General Meetings – Procedure and Quorum

The following apply:

- (a) The Secretary shall convene all general meetings of the Society by giving not less than fourteen days' notice of any such meeting to the members of the Society. The Federal Council shall determine the manner in which such notice shall be given.
No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present in person or electronically or by proxy during the time the meeting is considering that item.
- (b) Ten members present constitute a quorum for the transaction of the business of a general meeting of the Society and 25% of the members of a Branch constitute a quorum for the transaction of the business of a general meeting of a Branch.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present:
 - (i) in the case of a meeting convened upon the request of members the meeting must be dissolved; and
 - (ii) in any other case the meeting shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present

(being not less than three) shall be a quorum.

- (e) The presence of a member at a general meeting may be in person or by proxy or by any technology that allows the members to hear and take part in discussions as they happen.
- (f) A member who participates in a general meeting as allowed under Subsection (e) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

17D. Presiding Member

The following apply:

The President (or, in the case of a Society general meeting, in the absence of the President the Vice-President) shall preside at each general meeting. If the President (and in the case of a Society general meeting the Vice-President) are absent from a general meeting, or unable to preside, the members present shall elect one of their number to preside at the meeting.

17E. Making of Decisions

The following apply:

- (a) A question arising at a general meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that resolution has on a show of hands, been carried or carried unanimously or by a particular majority or loss, or an entry in the minute book to that effect, is evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution.
- (b) At a general meeting, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- (c) A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

17F. Voting

The following apply:

- (a) Subject to Subsection (c) below, upon any question arising at a general meeting, only members may vote, and each member has one vote only.
- (b) All votes shall be given personally or by proxy, but no member may hold more than five proxies.
- (c) In the case of an equality of votes on a question, the person presiding is entitled to exercise a second and casting vote.

17G. Appointment of Proxies

Each member shall be entitled to appoint in writing another member as proxy to vote on his or her behalf at a general meeting and such written appointments shall be produced on request to the person presiding. A member shall not hold more than five proxies.

17H. Adjournment of Meetings

The following apply:

- (a) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given in accordance with Section 17B.
- (d) Except as provided in Subsection (c) above, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. Auditors

The following apply:

- a) Federal Council and Branches at their annual general meetings shall each appoint an Auditor or Auditors to hold office for the forthcoming year.
- b) The Federal Auditor shall report to the members in the next issue of the Journal, on the accounts examined by them, and the report shall state whether or not they have

obtained all the information required, and whether the Accounts are properly drawn up so as to exhibit a true and fair view of the state of the Society's affairs.

- c) The Federal Auditor shall not be a member of the Society and a Branch Auditor shall not be an office-bearer of a Branch nor shall the Branch Auditor have prepared or assisted in the preparation of the accounts.

19. Amendments

The following apply:

- a) Amendments to this Constitution shall be made by special resolution of the Society at a general meeting. For the resolution to pass, at least 75% of the votes cast must be in favour.
- b) The outcome of the special resolution and, if passed, the amendment details, are to be notified to each member of the Society.

20. Establishing Rules and By-Laws

The following apply:

- a) A rule may be repealed by a vote of members at a general meeting of the Society.
- b) A rule may be repealed by a vote of members at a general meeting of the Branch.

FORMATION & CLOSURE of BRANCHES and WINDING UP of SOCIETY

21. Formation of Branch

The following apply:

- a) Where members or potential members decide that they wish to form a Branch of the Society, they must hold a meeting for this purpose and elect a Chairperson and Secretary for the duration of the meeting. A minute of the meeting signed by the Chairperson and Secretary, listing those present at the meeting, identifying members and non- members and showing the number of votes for and against the proposal shall be forwarded to the Federal Secretary who will acknowledge receipt to the Chairperson of the meeting and refer the proposal to Federal Council. In considering the proposal, the Federal Council shall consider the views of members residing in the area of the proposed Branch and may require a poll of those members to be conducted. After consideration of these views and any other relevant considerations, Federal Council may approve the formation of a Branch.
- b) If formation of a new Branch is approved, the Federal Secretary shall arrange for a further meeting to be held in the locality for election of a Branch committee, and shall advise all members of the Society residing in the catchment area, including Non-Branch Members of the meeting.

The meeting shall be called and conducted as if it were a general meeting, and will consider, in addition to any other matters, a name for the proposed branch. The Federal Secretary and Federal Treasurer shall make arrangements to enrol members of the new Branch as ordinary members and for the allocation of branch funds. Formation of the new branch shall be announced in the Society's journal.

- c) If Federal Council does not approve the formation of a new Branch, a requisition for a general meeting of the Society to consider the question may be made in accordance with Subsection 17A(e) and further determination of the question shall be in accordance with that Subsection.

22. Closure of Branch

The following apply:

- a) Where the Federal Council considers that continuing existence of a Branch is not in the best interests of the Society, it may in writing require the Branch Committee to provide within thirty days reasons why the Branch should not be closed. If not satisfied, Federal Council will notify the Branch Committee and all members of the Branch of the

intention to close the Branch and the reasons for the closure and the appeal process against closure. If no appeal is lodged with the Federal Secretary within twenty-one days, the Federal Council will by resolution close the Branch. If a notice to appeal is received, the Subsection (d) process below applies.

- b) If the resolution to close the Branch is finally confirmed, the Federal Secretary shall advise all members of the Branch in writing of the decision, offering them Corresponding Membership, or membership in another branch, for any unexpired portion of their current membership subscription. Notice of the closure shall be given in the Society's journal. The Federal Council will take the necessary action to settle Branch records and financial matters. The remaining Branch records, assets, and funds shall be transferred to Federal Council.
- c) Where members of a Branch consider that a Branch should be closed, a general meeting of the Branch shall be convened. If a resolution to close the Branch is carried by that meeting, the Federal Council shall resolve that the Branch shall be closed, and further procedure shall be per Subsection (b).
- d) Upon receipt of a notice of an appeal under Subsection (a) the Federal Secretary will notify Federal Council which will convene a general meeting of the Society to be held within 21 days of the date on which the Federal Secretary received the notice. No business other than the question of the appeal shall be transacted. The Federal Council must state the grounds for closure of the Branch, and representations against the closure orally or in writing or both presented. If the meeting votes in favour of closure the Federal Council will by resolution close the Branch and further procedure shall be per Subsection (b) above.

23. Indemnity

The Society shall indemnify each Officer of the Society from the assets of the Society to the relevant extent against any liability incurred by the officer in that capacity unless the liability did not arise out of conduct in good faith. Where the Federal Council considers it appropriate the Society may execute a documentary indemnity in any form in favour of any officer of the Society or make payments to insure and indemnify any officer against any liability incurred or arising out of the conduct of the business or affairs of the Society or arising out of the discharge of the duties of the officer. Liability means all costs, charges, losses, damages, expenses, penalties, and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative,

or judicial) or appearing before any Court, Tribunal, Government Authority or otherwise.

24. Winding Up

The following apply:

- a) In the event of the Society being wound up, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not continued for the profit or gain of its individual members. The recipient of these funds is to be according to the wishes of the remaining members, ascertained by the retiring Federal Council.
- (b) The liability of a member to contribute towards the payment of Society debts and liabilities or the costs, charges, and expenses of the winding up of the Society or of a Branch is limited to the amount, if any, unpaid by the member in respect of membership subscription of the Society and any Branch membership subscription.