

# The Constitution of New Varangian Guard Incorporated

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# The Constitution Of New Varangian Guard Incorporated

## Objectives of the Association

- i) To provide a focus for people interested in historical reenactment/recreation. The core area and period of the New Varangian Guard shall be the Byzantine empire, its allies and enemies, during the 10th to 13th centuries AD.
- ii) To encourage the study, experimentation and practice of any branch of knowledge relevant to the association's focus.
- iii) To create and maintain channels of communication amongst members, other recreation groups, educators, government and the business community.
- iv) To provide opportunities and venues for members to practice, display and teach the skills, arts and crafts which they pursue.
- v) To make our recreation as realistic as possible without compromising safety, the law, or personal enjoyment.

## Rules of the Association

### PRELIMINARY

#### 1. Definition of terms

In these rules,

- i) "NVG" and "NVG Inc" means New Varangian Guard Inc, its officers, members and property.
- ii) "full member" means a person of at least 16 years of age who appears on the Secretary's list of members, and whose subscription to the NVG is current.
- iii) "branch" means a geographically close group of "members" who have applied for and received a "charter" from the Association.
- iv) "charter" means written permission to form an unincorporated association bearing New Varangian Guard as part of the name and to act as the local representative of NVG Inc.
- v) "Committee" means the Committee of the incorporated association NVG Inc.
- vi) "Secretary", "Treasurer", and "Editor" refer to officers of the incorporated association NVG Inc, and not to any position created within individual branches.
- vii) "Council" means the Council of NVG Inc. The Council consists of one representative from each NVG branch. The Council is a part of the NVG Inc Committee.
- viii) "junior member" means a person under 16 years of age who appears on the Secretary's list of members, and whose subscription to the NVG is current. Junior membership does not confer voting rights at NVG Inc. meetings.
- ix) "special full membership youth" A child aged 10 to 16 years with full membership rights to voting. Where a Branch has a Youth between the ages of 10 and 16 years who is undertaking training and more active roles with in their branch, The Branch may

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apply to the NVG National Committee for that Youth to classed at a Special Full membership Youth, who will have full membership rights to voting.

## 2. Name

The name of the Association shall be New Varangian Guard Inc.

## INDIVIDUALS

### 3. Membership

i. Membership of NVG Inc shall consist of satisfying the Committee of the applicant's suitability and character, and paying the annual subscription fee. Junior members under the age of 16 years old are only allowed where a parent or guardian is an existing full member. Junior members are the direct responsibility of the above-mentioned parent/guardian member at all times.

ii. Where a branch is already in existence, this function is delegated to that branch. When that branches officers are satisfied as to the suitability and character of the applicant, he/she shall be enrolled in the branch, and immediate notification sent to the Secretary.

Subscriptions to NVG Inc, and to the branch if any, will be payable now. Junior members are only allowed where a parent or guardian is an existing full member. Junior members are the direct responsibility of the above-mentioned parent/guardian member at all times.

iii. Members may have their membership transferred to another branch if that branch is agreeable to the transfer, or if they have moved to a branchless location, they may remain a member of their original branch.

iv. Independent, or non-branch memberships, may be created in circumstances where these are warranted, by a vote of the Committee. The Committee will be directly responsible for members thus created.

### 4. Members liabilities

A members liability to the payment of debts or winding up costs of the Association, is limited to the amount, if any, unpaid by the member in respect of membership of NVG Inc.

### 5. Disciplining and disputes

i. Disputes between members may be settled privately between the members concerned. If resolution cannot be reached, the matter will be taken up with the officers of the branch. At this level resolution may be achieved by discussion and vote. Disputes between branches, or members of different branches, will be discussed and resolved between those branches.

ii. If disputes are not settled at branch level, either party may appeal to the Committee. Written details of the attempted resolution, and why it failed, are to be relayed to the Secretary who will arrange for a third party, acceptable to both parties, to arbitrate. Only if the Committee decides that it is appropriate, shall the Secretary list the dispute for solution as an item of business, at the next Council meeting.

iii. Where a branch is already in existence, the power to discipline the members for which it is responsible, is delegated to that branch. A member who has acted dangerously or against the better interests of NVG Inc may be reprimanded by the branches officers. If the fault is wilful or the member is unwilling to do what is possible to set matters right, the branch may vote to penalise that person, or in extreme cases terminate their membership. Loss of branch membership shall automatically include loss of NVG Inc membership. The Secretary must be informed immediately.

iv. A member, disciplined by a branch, may appeal to the Committee. Written details of the appeal must be given as soon as possible to the Secretary, who will arrange for a third party,

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acceptable to both the branch and the member, to arbitrate. Where applicable, they shall seek alternate solutions without prejudice to either party.

v. Disputes between members and officers of their branch may be settled at a meeting scheduled to allow most, preferably all, of those concerned to attend. If the dispute cannot be resolved at this level a special general meeting of branch members is to be called at a time and place that allows most, preferably all, of those involved in the dispute, along with the maximum number of branch members, to attend. Resolution at this level may be achieved by discussion and simple majority vote of those present. If necessary a mediator can be appointed by NVG Inc. to chair the meetings. If the dispute cannot be resolved at branch level either party may appeal to the Committee. Written details of the attempted resolution, and why it failed, are to be relayed to the Secretary. Only if the Committee decides that it is appropriate, shall the Secretary list the dispute as an item of business at the next general meeting.

vi. The settlement of disputes involving junior members should involve the full member who is their parent or guardian.

### COMMITTEE OF ASSOCIATION

#### 6. Committee, composition and functions

The Committee of NVG Inc will be composed of four executive officers; the Secretary, Treasurer, Editor and Public Officer, and the Council. The council will consist of one representative from each NVG branch. Members of the Committee must be full members of NVG Inc..

The Secretary shall,

- i) ensure that NVG Inc is sufficiently insured and that the policy is kept current.
- ii) keep a list of all NVG Inc sponsored events for the year, automatically updating it on the advice of the branches.
- iii) receive and conduct correspondence on behalf of NVG Inc, liaising for this purpose with the branches and Public Officer where necessary.
- iv) Correspond with branches regarding business to be decided at the next general meeting and the results of the previous meeting.
- v) keep a register of members and their contact details; including postal address, phone number and email address.
- vi) keep a record of all business transacted by the Committee at meetings.

The Editor shall,

- i) publish a periodical journal of articles and information on appropriate subjects. It shall be available to members and other subscribers at cost price.

The Public Officer shall,

- i) be over the age of 18 and reside in the state in which the NVG is incorporated.
- ii) maintain a register of current Committee members names, their addresses and date of election to the Committee.

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- iii) advise the Committee of anything regarding the incorporation that it is necessary for them to know, and also advise the government department in charge of incorporated associations of any change in NVG Inc that it should be aware of.
- iv) lodge the NVG Inc annual statement promptly after each AGM with that Department.
- v) be the contact point for all dealings with the Department.
- vi) advise the Committee of anything regarding our registration as an Australian Registered Body that it necessary for them to know, and also, advise the government department in charge of our Australian Registered Body registration of any change in NVG Inc. that it should be made aware of.

NOTE: If this office should fall vacant, the Committee must ensure that an interim officer is designated and the Dept advised, within two weeks.

The Treasurer shall,

- i) keep full and accurate records of all monies received and distributed by NVG Inc and prepare a yearly financial statement.
- ii) receive statements to this effect from branches where those branches have run an NVG Inc sponsored event.
- iii) not be responsible for monies received or distributed by branches as part of their own internal working.

The Council shall,

- i) discuss and vote on gazetted business on behalf of their respective branches.
- ii) discuss and vote on ungazetted business on behalf of their respective branches, when all present agree on this.
- iii) formulate or endorse regulations to manage specific activities of NVG Inc where necessary.
- iv) seek guidance from the executive officers of the Committee where necessary.

### 7. Elections

- i. Election of one of the four executive officers of the Committee shall be held at a Special meeting when an office falls vacant, and at the AGM of the NVG Inc for all offices.
- ii. Nominations will be accepted by letter, phone, email or at the meeting and voting will be conducted at the meeting. The use of proxy votes, with proof of permission, shall be permitted up to a maximum of 5 per full member. The election of Council representatives shall be the business of individual branches.
- iii. Term of office shall be one year per election.
- iv. Removal of a Committee member may be sought by any member of NVG Inc.
  - i) The motion may be gazetted for the next general meeting. This will allow branches to instruct their representatives appropriately. The Committee member will appear at this meeting to answer the motion, and may be removed by a majority vote.

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- ii) A Special meeting may be called by any member of the Committee. The member cited will be interviewed to answer the motion, but has the right to insist that the motion be put before the general membership. The Committee member may be removed by a majority vote of the membership.

### 8. Voting

- i. All full members of NVG Inc have a right and responsibility to nominate and vote in the election of one of the four executive positions.
- ii. Each full member of NVG Inc in a branch has the right and responsibility to nominate and vote on officers for their own branch.
- iii. Only members of the Council may vote on gazetted business at general and special meetings, with one exception. Should the Committee receive responses on an item of gazetted business from members who are not part of a branch, one member of the executive may be delegated to vote for them in accordance with the wishes of the majority of such responses.
- iv. Voting at general and special meetings shall be by simple majority of those representatives present, by proxy, or by emailed or written response to the Secretary.
- v. Voting at the annual general meeting is by individual full members and shall be by simple majority of those present in person, by proxy, or by emailed or written response to the Secretary.

### 9. Powers

- i. At a Committee meeting of NVG Inc, the Council may discuss and vote on business that has previously been discussed at branch level. The members of the Council are empowered to represent the interests of their branches and will vote according to instruction. Where new business, not previously listed in the monthly gazette, is introduced, the Council may also vote on this provided there is no dissent amongst those present and they feel confident of their branches probable stand on the issue.
- ii. Should ungazetted business be proposed, and any financial full member present oppose holding an immediate vote, that business shall be referred back to the general membership for consideration. Further, should a vote of the Council be held on ungazetted business, any full member of the general membership may call the decision in question, reopen the matter as a gazetted item of business at the next Committee meeting and seek to have the decision reversed.

### 10. Meetings, general, procedures

- i. There shall be four general meetings per year, one of which will coincide with the AGM.
- ii. For quorum, a minimum of 51% of all branches must be represented in the Council, and the Secretary and Treasurer, or their representatives, must be present.
- iii. General meetings with less than 51% of branch representatives in attendance may proceed, provided that written responses for the business to be voted on, have been received from enough of the absent branch representatives to make up the 51% quorum. Such meetings may be conducted according to a formally adopted regulation.
- iv. Notice of date and location of a meeting must appear in the gazette two months in advance, allowing branches to organise their representatives.
- v. General meetings may be held by email where the physical attendance of branch representatives is not possible.

### 11. Meetings, special, procedures

- i. When urgent business arises that cannot wait for the next general meeting, a special meeting may be called by any member of the Committee.

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- ii. A special meeting will not usually be a physical meeting of Committee members. The urgent nature of a matter that demands a special meeting means that contact will normally be by phone, fax, express mail or email.
- iii. The Committee member who calls the meeting will be responsible for recording it and contacting all other Committee members. The reason and urgency for such must be given. The matter, a summary of the different points of view, the vote of Council members, the identity of the voters and their right to do so, must all be recorded. This record will be forwarded immediately to the Secretary as the minutes of that Special meeting.
- iv. Should one member of the Committee oppose holding an immediate vote, that business shall be referred back to the general membership for consideration. Further, should a vote of the Council be held, any member of the general membership may call the decision in question, reopen the matter as a gazetted item of business at the next Committee meeting and seek to have the decision reversed.
- v. Where the question is referred back to the general membership, the branch representatives shall be required to consult with their branch and formulate an answer within one month, sooner if it can be arranged. The proposer will again call a Special meeting and voting will be conducted. The result will be conveyed immediately to the Secretary, will be advertised in the next gazette, and will be a valid decision of NVG Inc.
- vi. A member who creates unnecessary nuisance or deliberately misleads the Committee in any aspect of a Special meeting may be disciplined as outlined in sections 5 and 16.
- vii. In cases of extreme immediacy, the proposer's branch may wish to act on the proposal independently, and seek endorsement later from NVG Inc. Endorsement is at the Committee's discretion. If not granted, the action and consequences remain the responsibility of the members of that branch.

### 12. Meetings, AGM, procedures

- i. The Annual General Meeting shall be held at the General meeting that falls closest to the end of the financial year.
  - ii. The content of the meeting will be to confirm minutes of the previous AGM, to accept reports from the officers for the year, to elect new officers and to vote upon any business gazetted for the AGM.
  - iii. (deleted 04Aug06)
  - iv. Notice of date and location of an AGM must appear in the gazette two months in advance, to allow all who wish , to arrange to be present in person, by proxy, or by emailed or written response to the Secretary. New Varangian Guard Inc. Constitution
  - v. Where it is not possible to hold an AGM in a single physical location it is permissible to hold it at individual branches. The branch representatives must then relay the minutes of their meeting to the Secretary for collation with the minutes of other branches The minutes are to contain:
    - a) the names of those NVG Inc. full members who were present, absent, and apologies if any,
    - b) the numbers for, against and abstaining from any gazetted business,
    - c) any additional comments their membership wishes recorded as part of the minutes, and
    - d) the date and time the meeting started and finished.
- The collated AGM minutes of the individual branches, along with any additional comments by the national office bearers, shall be considered the minutes of NVG Inc for the purposes of the AGM..
- vi. A quorum for the purposes of the AGM shall be 51% of the full membership of 51% of current active branches..

### 13. Funds, source and management

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- i. The funds of NVG Inc shall be derived from annual membership subscriptions, donations and such other sources as shall be agreed upon at a meeting of the Committee. All assets and monies received by or outgoing from NVG Inc, directly or via a branch, shall be the responsibility of the Treasurer. Funds shall be used to meet the costs of insurance and administration, and as the Committee sees fit. The general membership may call an executive decision in question, reopen the matter as a gazetted item of business, and seek to have the decision reversed.
- ii. The assets and income of the association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

### LOCAL GROUPS

#### 14. Creation

- i. A branch is a local group of members of NVG Inc, which has petitioned and been granted a charter by the Committee.
- ii. NVG Inc must be confident that the local group can cope with the financial reporting, and the responsible managing and publicising of NVG activities in its geographical area. The Committee will nominate appropriate standards which the local group must attain. When these have been met, the existing branches will vote on the local group's petition. Should the majority decide it is advantageous for the local group to be included, a charter shall be issued.

#### 15. Composition

A branch must consist of at least one full member of NVG Inc. It may contain other members but they may not vote on NVG Inc business at meetings. It may elect officers to run its internal affairs and elect an NVG Inc member as its representative on the Council. It may apply to the Committee for sponsorship of a local event and may hold or decline business dealings with its local community.

#### 16. Duties and liabilities

Branches shall render a timely financial record of any Committee sponsored event they have held, to the Secretary. They shall accept or decline members on behalf of the Committee, and discipline or expel members on behalf of the Committee. In general they will seek to maintain the good name of the NVG Inc. Any project undertaken without the sponsorship of the Committee is not the responsibility of NVG Inc and no liability shall be accepted by the Committee.

#### 17. Disciplining

- i. A branch is a responsible sub group of NVG Inc. It receives delegations of authority and the right to nominate a representative to the Council. Should a branch choose to disobey decisions of the Committee, or be deemed to be jeopardising the good name of NVG Inc, or become defunct due to lack of financial members, the Secretary shall call a Special meeting at which the branch may explain its actions. Should the meeting decide against the branch, its charter will be immediately cancelled and notice to this effect posted to the general membership.
- ii. Financial reporting is critical for the entire association. Should a branch fail to present a functional financial report, within the space of 3 months from the end of financial year, nor give a valid reason for the lack of same, its charter will be immediately cancelled, and notice to this effect posted to the general membership.

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## MISCELLANEOUS

### 18. Alteration of Objects or Rules of Association

These rules may be altered by a vote of the full membership, as an item of gazetted business, at the annual general meeting, where a minimum notice of two months has been given for the proposed change. If the change is of an urgent nature they may be changed at a special members meeting run using sub-clauses 8.v, 12.iv, 12.v and 12.vi.

### 19. Common seal

- i. The Common Seal of the Association shall be kept in the custody of the Public Officer.
- ii. The Common Seal shall not be affixed to any item except by the authority of the Committee, and shall be attested by the signatures of two members of the Committee.

### 20. Custody of books

Except as otherwise provided in these rules, the Public Officer shall keep in his or her custody, or under his or her control, all records, books and other documents relating to the Association.

### 21. Inspection of books

The records, books and other documents of NVG Inc shall be open to inspection, free of charge, by a member of NVG Inc at any reasonable hour.

### 22. Initiation and Dissolution of Association

- i. The association is formed by several existing branches. At the inaugural meeting, positions will be voted on and filled by existing members of those branches, and the charters of those branches shall be confirmed by the new Committee. Each branch will elect its own representative to sit on the Council.
- ii. If NVG Inc has not conducted business for an eight month term the Public Officer may need to inform the government dept administering incorporated associations, of this fact.
- iii. Where dissolution of the incorporated association is contemplated, the Secretary shall gazette an AGM, giving full details of the situation. Full members present at the AGM shall decide any further action and advise the Department accordingly.
- iv. In the event of the NVG Inc being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with their powers, to the surviving branches which are non profit organisations. The division being proportional to the number of members in each branch.
- v. In the event of a branch being dissolved, the amount which remains after such a dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the office bearers of that branch to NVG Inc, which is a non profit organisation.

## DATES AMENDED

First edition 7/12/92.

Accepted with amendments 12/04/93.

Amended on 9/04/94, 10/06/96, 10/08/05, 04/08/06, 18/06/08, 15/03/09 17/09/2009 & 30/06/2010.