

# Constitution of the Australian Battle Group Incorporated



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## 1. Preliminary

### 1.1. Definitions for the Australian Battle Group Incorporated Rules

In these rules:

**AusBG** means the Australian Battle Group Incorporated.

**BOR's** means the Australian Battle Group Inc. Building and Operations Regulations.

**Branch** means those members acting as a local group, whether formal or informal, in various locations throughout Australia. A branch will run, operate and conduct local battles and represent the AusBG in their area.

**CO** means Commanding Officer of the AusBG; the CO has overall responsibility for the activities of the AusBG.

**Executive** means the CO, XO, Secretary, Treasurer, and TO, all of whom shall be elected at the Annual General Meeting of the AusBG in accordance with these rules.

**Financial Year** means the year ending on 31 December.

**General Meeting** means a general meeting of members, properly convened and held in accordance with these rules.

**Hobby** means the activities of the AusBG and similar clubs worldwide.

**Meeting** means any act of collaborative discussion, such as a physical gathering, group e-mails, or conference telephone.

**Member** means a member, however described, of the AusBG, who has paid all monies due.

**Naval Staff** means the Executive and a designated representative from each branch (normally the branch CO).

**Rules** means the rules of the Constitution of the AusBG as set out herein and as may be amended from time to time by the members gathered at a general meeting.

**Secretary** means the member holding office under these rules as secretary of the AusBG.

**TO** means Technical Officer of the AusBG; the TO has responsibility for ensuring that the BOR's are adhered to.

**Treasurer** means the member holding office under these rules as treasurer of the AusBG.

**XO** means Executive Officer of the AusBG; the XO has responsibility in the CO's absence.

## **2. Purposes**

### **2.1. The purposes for which the AusBG is established are**

- (a) To build radio controlled scale models of warships and merchant ships.
- (b) To gather from time to time and safely engage in simulations of naval warfare.
- (c) To enjoy the simulations of naval warfare in a social and fun atmosphere.

Note:

Construction and operation of members' model ships, and safety, is governed by the BOR's.

## **3. Membership**

### **3.1. Membership qualifications**

3.1.1. A person is qualified to be a member if

The person

- (a) Has been nominated for membership in accordance with rule 3.3 and
- (b) Has been approved for membership by the Executive.

### **3.2. Types of Membership**

- (a) Ordinary member - those aged 18 years or over. Ordinary members are entitled to one (1) vote at a general meeting.
- (b) Life member - a member who has made a significant contribution to the hobby and who is exempt from annual membership fees. Life members are entitled to one (1) vote at a general meeting.
- (c) Family member - those immediate members of one family (i.e., parents and their children under the age of 18 years). A family membership is entitled to one (1) vote only at a general meeting (i.e., irrespective of the number of people in the family).
- (d) Associate member - those members of one organisation, such as a school. On acceptance, the organisation becomes the titular associate member and is entitled to one (1) vote at a general meeting.

Notes regarding associate members:

- i. If the organisation attends an AusBG activity, then the teacher or other leader is the responsible adult in charge and has the duty of care.
- ii. If an associate member under the age of 18 years attends an AusBG activity and is not part of an organisation's activity, then they must be accompanied by a parent or guardian at all times. The parent or guardian has the duty of care.

### **3.3. Nomination for membership**

3.3.1. Nomination for membership shall be

- (a) Made in writing, in the form set out in the AusBG Membership Form; and
- (b) Lodged with the Secretary.

Note: Each prospective member, including Family and Associate, must be nominated on a separate AusBG Membership Form.

3.3.2. As soon as is practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Executive, which shall determine whether to approve or to reject the nomination.

- 3.3.3. Where the Executive approves a nomination for membership the Secretary shall, as soon as practicable after that approval, notify the nominee and request the nominee to pay within 28 days after receipt of the notification the sum payable under rule 3.5.
- 3.3.4. The Secretary shall, on payment by the nominee of the amount referred to in sub-rule 3.3.3 within the period referred to in that sub-rule, enter the nominee's name in the register of members and, on the name being so entered, the nominee shall become a member.
- 3.3.5. Where the Executive rejects a nomination for membership the Secretary shall, as soon as practicable after that rejection, notify the nominee.

#### **3.4. Cessation of membership**

A person ceases to be a member of the AusBG if the person:

- (a) Dies; or
  - (b) Resigns from membership of the AusBG; or
  - (c) Is expelled from the AusBG; or
  - (d) Fails to renew membership of the AusBG, without reasonable cause, within one calendar month of the annual membership fee becoming due.
- 3.4.1. Any member wishing to resign from the AusBG shall inform the Secretary in writing, indicating the date on which the resignation is to become effective.
  - 3.4.2. Where a person ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **3.5. Fee, subscriptions etc**

- 3.5.1. There is no entrance fee for membership of the AusBG, however if any amount shall be determined by resolution at a general meeting, that amount shall be payable by persons nominated and accepted after the resolution becomes effective.
- 3.5.2. The annual membership subscription rates of the AusBG are
  - (a) Ordinary membership - \$65.00
  - (b) Family membership - \$75
  - (c) Associate membership (i.e., the titular associate member) - \$75

Or, if any other amounts have been determined by resolution of the members at general meeting, those other amounts.

- 3.5.3. The annual membership subscription is due and payable on 1 January of each calendar year or, where a person becomes a member after 1 January in any calendar year, on 1 January in each succeeding calendar year.
- 3.5.4. Where membership commences part way through a calendar year, the membership subscription payable for that membership for that year shall be pro-rata, based on the number of full months left in that calendar year, e.g., where membership commences in June the subscription payable shall be 6/12<sup>th</sup> of the annual subscription.

#### **3.6. Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the AusBG or the costs, charges and expenses of the winding up of the AusBG is limited to the amount (if any) unpaid by the member in respect of membership of the AusBG as required by rule 3.5.

### **3.7. Disciplining of members**

All members must abide by the rules, regulations, procedures and requirements in force at any AusBG activity.

- 3.7.1. Where the Executive is of the opinion that a member
  - (a) Has persistently refused or neglected to comply with a provision of these rules or the BOR's; or
  - (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the AusBG; or
  - (c) Continually acts in a manner considered by the majority of members to be unacceptablethe Executive may, by resolution at a meeting, expel the member from the AusBG.
- 3.7.2. Where the Executive passes a resolution under sub-rule 3.7.1, the Secretary shall, as soon as practicable, inform the member in writing setting out the resolution of the Executive and the grounds on which it is based.
- 3.7.3. An expelled member may appeal by responding in writing, to be received by the Secretary within 28 days of receipt of the expulsion notice.
- 3.7.4. The Executive shall
  - (a) Give due consideration to any written representations received within the period defined in sub rule 3.7.3; and
  - (b) By resolution at a meeting determine whether to confirm or to revoke the resolution made under sub-rule 3.7.1.
- 3.7.5. The Secretary shall, within 7 days after the decision of the Executive under sub rule 3.7.4 (b), by notice in writing inform the member of that decision.

## **4. Executive**

### **4.1. Powers of the Executive**

The Executive, subject to these rules and to any resolution passed by the AusBG in general meeting

- (a) Shall control and manage the affairs of the AusBG and its funds; and
- (b) May exercise all such functions as may be exercised by the AusBG other than those functions required by these rules to be exercised by the AusBG in general meeting; and
- (c) Has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the AusBG; and
- (d) May, at its discretion, refer matters for discussion to the Naval Staff.

### **4.2. Executive structure**

- 4.2.1. The Executive of the AusBG shall be
  - (a) The Commanding Officer (CO); and
  - (b) The Executive Officer (XO); and
  - (c) The Treasurer; and
  - (d) The Secretary; and
  - (e) The Technical Officer (TO).
- 4.2.2. Each elected member of the Executive shall, subject to these rules, hold office until the time of the declaration that all positions on the Executive are now vacant

made at the annual general meeting of the AusBG next following the date of the member's election

- 4.2.3. In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member of the AusBG to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the time of the declaration that all positions on the Executive are now vacant made at the annual general meeting of the AusBG next following the date of the appointment.

#### **4.3. Branches**

- 4.3.1. Local members may apply for branch status provided that there are at least three separate local members (i.e., not members of one family) and at least one local operational model ship that is compliant with the BOR's.
- 4.3.2. The establishment of a branch shall be subject to the grant of a charter by the Executive, which shall have the power to withdraw, or place conditions on the continuation of the charter granted to any branch, where it is considered for good reason to be in the best interests of the AusBG.
- 4.3.3. There shall be a committee of each branch of the AusBG, either formally elected or informal by consensus, which, subject to these rules and to the reasonable direction of the Executive, shall conduct the affairs of the branch at the place at which the branch is established.
- 4.3.4. Each formally elected branch committee shall consist of
- (a) The branch CO; and
  - (b) The branch TO; and
  - (c) The branch secretary; and
  - (d) The branch treasurer; or
  - (e) The branch secretary/treasurer.
- 4.3.5. Each elected member of a branch committee shall, subject to these rules, hold office until the time of the declaration that all positions on the committee are now vacant made at the annual general meeting of the branch next following the date of the member's election.
- 4.3.6. Casual vacancies on the branch committee shall be dealt with by the branch committee in the same manner as the Executive in sub rule 4.2.3.
- 4.3.7. Informal branch committees shall consist of such office bearers as determined by the branch members from time to time.

#### **4.4. Formal elections**

- 4.4.1. Nominations of candidates for election to the Executive or formal branch committee
- (a) Shall be made in writing, in the form set out in the AusBG Nomination Form; and
  - (b) Shall be delivered to the applicable secretary (AusBG or branch) not less than seven days before the date fixed for the annual general meeting at which the election is to take place.
- 4.4.2. If insufficient nominations are received to fill all vacancies, nominations, if any, for remaining vacant positions shall be received at the annual general meeting.
- 4.4.3. If insufficient further nominations are received, any vacant positions remaining shall be deemed to be vacancies.
- 4.4.4. If only one (1) nomination is received for a position, the member nominated shall be taken to be elected.
- 4.4.5. If the number of nominations received for a position is more than one (1), a ballot shall be held.

- 4.4.6. The ballot shall be conducted at the annual general meeting in such manner as the presiding member may direct.



#### **4.5. Secretary**

- 4.5.1. Each secretary must keep minutes, as they apply to that secretary (i.e., AusBG or formal branch), of
  - (a) All elections and appointments of office-bearers; and
  - (b) The names of members present at all formal meetings; and
  - (c) All proceedings at all formal meetings.
- 4.5.2. Minutes of proceedings at a meeting must be signed by the member who presided at the meeting or by the member presiding at the next succeeding meeting.

#### **4.6. Treasurer**

- 4.6.1. The treasurer of the AusBG must
  - (a) Collect and receive all moneys due to the AusBG and make all payments authorised by the AusBG; and
  - (b) Keep correct accounts and books showing the financial affairs of the AusBG with full details of all receipts and expenditure connected with the activities of the AusBG.
- 4.6.2. The treasurer of a branch must
  - (a) Collect and receive all moneys due to the branch and make all payments authorised by the branch; and
  - (b) Keep correct accounts showing details of all receipts and expenditure connected with the activities of the branch.
- 4.6.3. Where agreed with the treasurer of the AusBG, a branch may assign all duties of branch treasurer to the treasurer of the AusBG.

#### **4.7. Vacancies**

- 4.7.1. A vacancy in the office of a member of the Executive, or a formal branch committee, occurs if the member
  - (a) Dies; or
  - (b) Ceases to be a member of the AusBG; or
  - (c) Resigns the office; or
  - (d) Is removed from office under rule 4.8; or
  - (e) Is absent without the consent of the Executive, or a formal branch committee, from all meetings of the Executive, or the branch committee, held during a period of six months.
- 4.7.2. Any member wishing to resign from the Executive or a formal branch committee, shall inform the Secretary (AusBG or branch, as applicable) in writing, indicating the date on which the resignation is to become effective

#### **4.8. Removal of Executive or formal branch committee members**

The members in general meeting may by resolution remove any member of the Executive, or local members may by resolution remove any member of a formally elected branch committee, from office before the expiration of the member's term of office, and may by resolution appoint another member to hold that office until the expiration of the term of office of the member so removed.

#### **4.9. Executive meetings and quorum**

- 4.9.1. The Executive shall meet at least three times in each calendar year at such place and time as the Executive may determine.
- 4.9.2. Any member of the Executive may convene additional meetings of the Executive.

- 4.9.3. Oral or written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting.
- 4.9.4. Notice of a meeting given under sub-rule 4.9.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business that the Executive members present at the meeting unanimously agree to treat as urgent business.
- 4.9.5. Any three members of the Executive constitute a quorum for the transaction of the business at the meeting of the Executive.
- 4.9.6. The Executive shall transact no business unless a quorum is present and, if within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 4.9.7. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting shall be dissolved.
- 4.9.8. At meetings of the AusBG Executive
  - (a) The CO or, in the absence of the CO, the XO, shall preside; or
  - (b) If the CO and the XO are absent, one of the remaining members of the Executive may be chosen by the members present to preside.

#### **4.10. Formal branch committee meetings and quorum**

- 4.10.1. Formal branch committee meetings shall follow the same procedures as in sub rule 4.9. except;
  - (a) The branch committee shall meet at least twice in each calendar year at such place and time as the branch committee may determine.
  - (c) Any two members of the branch committee constitute a quorum for the transaction of the business of a meeting of the formal branch committee.
  - (b) At meetings of a branch committee
    - (i) The branch CO or, in the absence of the branch CO, the branch TO, shall preside; or
    - (ii) If the branch CO and the branch TO are absent, one of the remaining members of the branch committee may be chosen by the members present to preside.

#### **4.11. Voting and decisions**

- 4.11.1. Questions arising at a meeting of the Executive or a formal branch committee shall be determined by a majority of the votes of members present at the meeting.
- 4.11.2. Each member present at a meeting of the Executive or a formal branch committee (including the member presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the member presiding may exercise a second or deciding vote.

### **5. General meetings**

#### **5.1. AusBG annual general meetings**

- 5.1.1. The AusBG shall, once in each calendar year and within the period of five months after the expiration of each financial year of the AusBG, convene an annual general meeting of its members.
- 5.1.2. The annual general meeting of the AusBG shall, subject to sub-rule 5.1.1, be convened on such date and at such place and time as the Executive thinks fit.
- 5.1.3. In addition to any other business which may be transacted at an annual general meeting, the business of an 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; and
- (b) To receive from the Executive reports on the activities of the AusBG during the last preceding financial year; and
- (c) To elect members of the Executive; and
- (d) To receive and consider the statement of accounts.

5.1.4. An annual general meeting shall be specified as such in the notice convening it.

## **5.2. AusBG general meetings**

- 5.2.1. The Executive may, whenever it thinks fit, convene a general meeting of the AusBG.
- 5.2.2. The Executive shall, on the requisition in writing of not less than 5% of the total number of members, convene a special general meeting of the AusBG.
- 5.2.3. A requisition of members for a special general meeting
  - (a) Shall state the purpose or purposes of the meeting; and
  - (b) Shall be signed by the members making the requisition; and
  - (c) Shall be lodged with the Secretary; and
  - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 5.2.4. If the Executive fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any of the members who made the requisition may convene a general meeting to be held not later than three months after that date.
- 5.2.5. A general meeting convened under sub-rule 5.2.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive.

## **5.3. Notice of general meetings**

- 5.3.1. The Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, send to each member, a notice specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 5.3.2. No business other than that specified in the notice convening an AusBG general meeting shall be transacted at the meeting.
- 5.3.3. A member desiring to bring any business before an AusBG general meeting may give notice of that business to the Secretary who shall include that business in the next notice calling a general meeting after receipt of the notice from the member.
- 5.3.4. A notice of business under sub-rule 5.3.3 shall be given in writing to the Secretary not less than 21 days before the general meeting at which the member requires the proposed business to be tabled.

## **5.4. Procedure and quorum**

- 5.4.1. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 5.4.2. Not less than 15% of members present in person constitute a quorum for the transaction of the business of a general meeting.

- 5.4.3. If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the member presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 5.4.4. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than ten) shall constitute a quorum.

## **5.5. Presiding member**

- 5.5.1. The CO, or in the absence of the CO, the XO, shall preside at each general meeting of the AusBG.
- 5.5.2. If the CO and the XO are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

## **5.6. Adjournment**

- 5.6.1. The member presiding at an AusBG general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, 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.
- 5.6.2. Where an AusBG general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the AusBG stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

## **5.7. Making of decisions**

- 5.7.1. A question at a general meeting of the AusBG 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 member presiding that the question has, on a show of hands, been carried or lost, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against.
- 5.7.2. At a general meeting of the AusBG, a poll may be demanded by the member presiding or by not less than three members present at the meeting.
- 5.7.3. Where a poll is demanded at a general meeting, the poll shall be taken immediately and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **5.8. Voting**

- 5.8.1. Subject to sub-rule 5.8.3, on any question arising at a general meeting of the AusBG a member has one vote only.
- 5.8.2. Votes at all meetings shall be given personally by members at a meeting.
- 5.8.3. In the case of an equality of votes on a question at a general meeting, the member presiding is entitled to exercise a second or deciding vote.
- 5.8.4. A member is not entitled to vote at any general meeting of the AusBG unless all money due and payable by the member to the AusBG has been paid.

## **6. Miscellaneous**

### **6.1. Funds — source**

- 6.1.1. The funds of the AusBG shall be derived from entrance fees if applicable, annual subscriptions of members, and donations.

- 6.1.2. All money received by the AusBG shall be deposited as soon as practicable and without deduction to the credit of the AusBG's bank account.
- 6.1.3. The Treasurer shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**6.2. Funds — management**

- 6.2.1. Subject to any resolution passed by the AusBG in general meeting, the funds of the AusBG shall be used for the purposes of the AusBG in such manner as the Executive determines.
- 6.2.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be jointly signed by any two separate members of the Executive.

**6.3. Alteration of purpose and rules**

The AusBG purpose and rules as set out herein may be amended from time to time by the members gathered at a general meeting.

**6.4. Common seal**

- 6.4.1. The common seal of the AusBG shall be kept in the custody of the Secretary.
- 6.4.2. The common seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures of two separate members of the Executive.

**6.5. Custody of books**

Subject to these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the AusBG.

**6.6. Inspection of books**

The records, books and other documents of the AusBG shall be open to inspection by a member of the AusBG at a place in the ACT, free of charge, at any reasonable time.

**6.7. Service of notice**

- 6.7.1. For these rules, a notice may be served by or on behalf of the AusBG on any member either personally or by sending it by e-mail or post to the member at the member's address shown in the register of members.
- 6.7.2. Where a document is sent to a member by e-mail or by properly addressing, prepaying and posting to the member a letter containing the document, the document shall, unless the contrary is proved, be deemed for these rules to have been served on the member at the time at which the e-mail or letter would have been delivered in the ordinary course of e-mail communication or post.