

# **Australian and New Zealand Association for Medieval and Early Modern Studies (Incorporated)**

## **CONSTITUTION**

### **1 Name and Purpose**

- 1.1 The name of the Association shall be Australian and New Zealand Association for Medieval and Early Modern Studies (Incorporated).
- 1.2 The purpose of the Association shall be to promote and foster all aspects of Medieval and Renaissance and Early Modern Studies by all appropriate and lawful means. To this end the Association shall endeavour to provide a forum for the communication and promotion of research, the dissemination of news and the exchange of ideas. It does so: by holding a Biennial Conference, by publishing a scholarly journal and Association newsletter, and by supporting a research network and by promoting such activities as Summer Schools, Postgraduate Advanced Training Seminars, Workshops, and Symposia in areas relative to the Association's aims.
- 1.3 The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

### **2 Membership**

- 2.1 Membership shall be open to all interested persons upon payment of appropriate annual fees. All members, except institutional ones, shall have equal voting rights, shall be entitled to hold office and to participate in the Association's activities. A person or institution is deemed to be a member upon payment of the appropriate fees. As soon as practicable that person's or institution's name must be placed on a register of membership. The Annual subscription shall cover the period from 1 January to the following 31 December. The amount of the subscription payable by all categories of members shall from time to time be determined by the Annual General Meeting (AGM) of the Association.
- 2.2 There shall be the following categories of membership:
  - (a) Ordinary, to include all mailings and one copy of the Journal;
  - (b) Institutional (including libraries and other formally constituted organisations), the fee to be set at more than the General membership, and to receive the same benefits (except voting rights) and, in addition, one copy of the journal;
  - (c) Concessional, for full-time students, the unwaged and retirees, the fee to be set at a rate significantly less than ordinary membership;
  - (d) Life and/or Honorary: on a nomination placed before and carried at the AGM, a member of the Association may be admitted to Life and/or Honorary membership [of the Association].
- 2.3 **Cessation of Membership.** A person ceases to be a member if the person:
  - (a) dies;

- (b) resigns membership;
- (c) is expelled from the Association (see below 2.6).

An incorporated institution ceases to be a member of the Association if it becomes unincorporated.

- 2.4 Membership is not transferable and terminates when annual dues have become more than six months in arrears.
- 2.5 **Affiliation:** Other appropriate formally constituted societies/associations may upon request be affiliated with the Association upon payment of an affiliation fee to be set at the level of the General membership annual fee. Affiliated societies may request from the Association a list of its members in a nominated area of interest. With the exception of the Association's Journal, they will also receive all mailings, and the minutes of the Association's AGM. They may also nominate a member as ex officio member of the Association's General Committee (without voting rights).
- 2.6 Membership or affiliation may be terminated by the Association's General Committee at a properly convened meeting by virtue of non-payment of fees or on proven behaviour detrimental to the aims, interests and constitution of the Association.

### **3 Funds**

- 3.1 Funds source: The funds of the Association shall be derived from membership fees, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the General Committee determines.
- 3.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 3.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **4 Funds, Management**

- 4.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the General Committee determines.
- 4.2 All cheques, drafts, bills of exchange and other negotiable instruments shall be signed by any two (2) members of the General Committee, having been authorised by the Committee to do so.
- 4.3 At each Annual General Meeting of the Association, an auditor shall be appointed, being a qualified accountant who is not a member of the General Committee and he or she shall hold office until the next annual meeting.
- 4.4 If an appointment is not made at an Annual General Meeting, or if a casual vacancy occurs, in regard to the position of auditor, the General Committee shall be empowered to appoint someone to be auditor until the conclusion of the next annual meeting.
- 4.5 The accounts of the Association shall be examined by the auditor each financial year.

- 4.6 The auditor shall certify as to the correctness of the accounts and shall report to the General Committee without undue delay.
- 4.7 The auditor's report shall be put before the members at each Annual General Meeting and shall state (a) whether he or she has obtained all necessary information; (b) whether in his or her opinion the accounts are properly drawn up so as to give a true and correct view of the Association's finances according to the information at his or her disposal and the explanations given and shown to him or her by the books of the association; (c) whether the rules relating to the administration of the Association have been observed.
- 4.8 In order to fulfil these duties, the auditor has (a) a right of access to all financial documentation of the Association; (b) a right to examine any member of the General Committee, the Editorial Committee or any other member in relation to the Association's accounts; and (c) a right to such cooperation from members of the General and Editorial Committees or any other member of the Association as may be necessary to fulfil his or her duties.
- 4.9 There shall be a Common Seal which will be a rubber stamp inscribed with the full name of the Association and the words 'Common Seal'.
- 4.10 This Seal shall remain in the custody of the Secretary and shall only be affixed to instruments with the authority of the General Committee and the affixing shall be attested by the signatures of two (2) members of the General Committee authorised by the Committee to attest thereto and the attestation shall be sufficient for all purposes requiring the affixing of the Common Seal in accordance with the authority of the General Committee.
- 4.11 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
- 4.12 Unless the members resolve otherwise at a General Meeting, the Secretary shall have custody of all books, documents, records and registers of the Association, relating to membership and correspondence, other than those to be kept and maintained by, or in the custody of, the Treasurer, as specified in sub-rule 4.13.
- 4.13 Unless the members resolve otherwise at a General Meeting, the Treasurer shall have custody of all securities, books, and documents of a financial nature and the accounting records of the Association.

## **5 General Committee: Election of Office-Bearers**

- 5.1 There shall be a **General Committee** consisting of fourteen persons elected by a majority of those attending the Association's Annual General Meeting (AGM). The membership of the Committee should, where possible, reflect the geographical and thematic diversity of the Association. Thus, although it is desirable that the President, Secretary and Treasurer and other members of the Committee should be able to meet in person, meetings by teleconference or other electronic means must remain an option.
- 5.2 General Committee members shall be elected for a period of two (2) years and be eligible for re-election to a maximum of six years of continuous service.

- 5.3 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee shall be (a) by two (2) members of the Association in good standing; and (b) with the agreement of the nominated person.
- 5.4 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected, and the Committee shall have the right to fill any necessary vacancies by co-option.
- 5.5 A person may be elected to only one (1) office on the Committee but if appropriate may hold that office on both the General Committee and its Editorial sub-committee (see below 8.9).
- 5.6 Casual vacancies may be filled by the General Committee without prejudicing the electoral process of the Annual General Meeting.
- 5.7 Casual vacancies shall be deemed as occurring if the member
- (a) dies;
  - (b) ceases to be a member;
  - (c) resigns office by notice in writing given to the Committee;
  - (d) is removed from office under rule 2.6;
  - (e) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
  - (f) is absent without the consent of the committee from all meetings of the committee held during a period of six (6) months.
- 5.8 The General Committee shall have the right to co-opt additional members for appropriate specific purposes (such as the organisation of a seminar or workshop). Such members shall vote only on the matters for which they were co-opted.
- 5.9 An Office bearer or member of the General Committee shall not be appointed to any salaried office of the Association or to any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the committee except:
- (a) as repayment of out-of-pocket expenses;
  - (b) interest at a rate not exceeding the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
  - (c) reasonable and proper rent for premises lent to the Association.
- 5.10 Without limiting the operation of rule 5.7 the office of a member of the General Committee shall become vacant if:
- (a) the member holds an office of profit in the Association;
  - (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

## **6 General Committee Procedures**

- 6.1 Six voting members shall constitute a quorum of the General Committee. Decisions shall be made by majority vote; in case of a tied vote, the chair will have the casting vote.
- 6.2 Oral or written notice of a meeting of the Committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the appointed time for the holding of the meeting.
- 6.3 Notice of the meeting given under clause 6.2 shall specify the general nature of the business to be transacted at the meeting.

## **7 The functions of the General Committee**

- 7.1 The General Committee shall be responsible for managing the Association's finances and for organising the Association's activities.
- 7.2 An Editorial sub-committee, consisting of Editor, Review Editor, Communications Officer, three editorial assistants, with the General Committee President, Secretary and Treasurer ex officio, shall be responsible for all publications of the Association and the production of a Newsletter.

## **8 General Committee: Office-Bearers**

The General Committee shall consist of the following officers/members:

- (a) President, whose duty it is to convene and chair the meetings of the General Committee and contingently, the Editorial sub-committee, and to carry out such actions as are referred to the President by resolutions of committee and sub-committee meetings.
- (b) Vice-President (Australian), who shall deputise for the President where required; undertake special responsibility for liaising with affiliated members; carry out such actions as are referred to the Vice-President (Australian) by resolutions of committee and sub-committee meetings.
- (c) Vice-President (New Zealand) who shall have responsibility for the New Zealand membership and its activities; who shall liaise and exchange all relevant documents with the General Committee and carry out such actions as are referred to the Vice-President (New Zealand) by resolutions of committee and sub-committee meetings. Should the General Committee be situated in New Zealand, New Zealand shall provide the President and the principal officers forming the General Committee (including the Editorial sub-committee) and the Australian Vice-President shall have such duties as are set out above for the New Zealand Vice President.
- (d) The Secretary, whose duty is to take minutes at the General Committee and if also acting as Editorial Committee Secretary to take the minutes of that Committee also; to keep a register of all members and affiliates; to keep a register of the appointment of all office-holders; to make all documented information available to all appropriate interested parties; to carry out such actions as are referred to the Secretary by

resolution of committee and if appropriate Editorial Committee meetings. As soon as is practicable after election, the Secretary shall endeavour to have all members informed of his or her address for correspondence. The Secretary shall keep the Association's Common Seal.

- (e) The Treasurer, whose duty is to ensure that all monies due to the Association are collected and received; that all payments authorised by the Association are made; that membership renewals are despatched and dealt with in good time; that correct books and accounts are kept showing the financial affairs of the Association, including all receipts and expenditure connected with its activities; that regular and proper auditing of the Association's accounts takes place. If the Treasurer is not also Editorial Treasurer, the Treasurer must advise and take ultimate responsibility for the actions of the person delegated to the position of Editorial Treasurer.
- (f) The Associate Secretary-Treasurer shall reside in the country from which the principal officers (with the exception of one of the Vice-Presidents) have **not** been drawn, and shall carry out the duties of Secretary and Treasurer that are appropriate to the country in question.
- (g) The Editor, with responsibility for the publication and distribution of the Association's journal and contingently for the convening of the Editorial sub-committee (see below 9.2).
- (h) The Review Editor, with responsibility for the preparation and publication of reviews of scholarly books sent to the journal (see below 9.2a).
- (i) The Communications Officer, with the responsibility for the dissemination of news relevant to the Association and its members, and for the development and maintenance of an information network that will support the Association's activities, and especially the research network (see below 9.2b).
- (j) The Biennial Conference Convenor for the forthcoming conference, who shall have the power to co-opt a local conference committee—which should include a Conference Treasurer—to manage the Biennial Conference. The Biennial Conference Convenor may reside in a city different from that in which the General Committee and Editorial sub-committee meet and may therefore not normally attend those meetings. The Biennial Conference Convenor and the local conference committee are required to keep the General Committee fully informed of their activities and to ensure balanced coverage of conference themes and topics. The Biennial Conference Convenor must ensure by liaison with the Treasurer that no activities are undertaken or obligations entered into which might be detrimental to the Association's financial well-being. The Conference Treasurer shall be in regular communication with the Society's Treasurer and shall pay due regard to such advice as the General Treasurer shall provide. The Conference Treasurer shall keep Conference account in a manner which permits proper auditing, and shall submit such accounts within a period of six months after the conclusion of the Biennial Conference.
- (k) A maximum of two postgraduate representatives, one from Australia, the other from New Zealand.

## 9 Editorial Sub-Committee

- 9.1 There shall be an Editorial sub-committee answerable to the General Committee delegated to produce and distribute the Association's Journal and any other appropriate information in a scholarly and efficient way within the financial constraints of the Association.
- 9.2 This Sub-Committee shall be convened either by the President or, if convenient to the Association, by the Editor [ex officio a member of the General Committee, see 8.1g above], with notice of a fortnight, and shall consist in addition of:
- (a) the Review Editor [ex officio a member of the General Committee, see 8.1h above];
  - (b) the Communications Officer [ex officio a member of the General Committee, see 8.1i above];
  - (c) the Secretary or if convenient to the Association a person delegated to act as Editorial Secretary; should such a delegation be made, the delegated person must liaise fully with the Association's Secretary and is ultimately accountable, through the Editor, to the General Committee;
  - (d) the Treasurer, or if convenient to the Association, a person delegated to handle finances directly related to the production and distribution of the Association's journal; should such a delegation be made, the delegated person must liaise fully with the Association's Treasurer and is ultimately accountable, through the Editor, to the General Committee;
  - (e) up to three (3) members of the Association, situated conveniently so as to assist the work of the Editorial sub-Committee;
  - (f) the quorum for the Editorial Sub-Committee shall be half the voting members, less one.

## **10 General Meetings**

### **10.1 The Committee**

- (a) may, at any time convene a special general meeting;
- (b) (must, within 30 days of receiving a request in writing to do so from not less than five (5) members, with at least one (1) member from Australia and one (1) from New Zealand, convene a special general meeting for the purpose specified in that request.

### **10.2 The members making a request referred to in 10.1 (b) must:**

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

### **10.3 If a special general meeting is not convened within the relevant period of 30 days referred to in 10.1 (b), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee.**

- (a) Notice of such a meeting must be circulated to the entire membership via the Association's mailing list and the web site, in accordance with Rules 10.4 and 10.5.
- (b) Only such costs as would normally be reimbursed for a meeting convened by the Committee will be reimbursed for such a meeting.

- (c) In the event that such a meeting is convened, minutes of the meeting must be circulated via the Association's mailing list within ten (10) working days of that meeting.
- 10.4 Subject to 10.5, the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify:
  - (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 10.5 A special resolution (excluding those for matters referred to in Rule 13) may be moved either at a special general meeting or at an annual general meeting, however, the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in 10.4, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 10.6 The Secretary must give a notice under 10.2 or 10.3 by
  - (a) sending an email circular via the Association's mail-list.
  - (b) posting said notice to the Association's website.
- 10.7 At a general meeting twenty (20) members present in person or by proxy shall constitute a quorum.
- 10.8 At a general meeting:
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to 10.10; and
  - (b) a special resolution put to the vote will be decided by a 75% majority of the voting membership present and proxies presented, in accordance with Rule 13.5, and, if a poll is demanded, in accordance with 10.10 and 10.12.
- 10.9 A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with 10.10.
- 10.10 At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- 10.11 If a poll is demanded and taken under 10.10 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 10.12 A poll demanded under 10.10 must be taken immediately on that demand being made.

## **11 The Biennial Conference**

- 11.1 A Biennial Conference shall be convened by the Biennial Conference Convenor and local committee (8.1.j).

- 11.2 There shall be a general call for papers to all members, giving ample lead-time for organisation, and the conference themes shall be chosen in such a way as to embrace fairly, as far as possible, all interests of the Association members.
- 11.3 Any conference fees and subsidies to students/postgraduates shall be set at such a level as to encourage the broadest range of attendance without prejudice to the financial viability of the Conference or the Association.
- 11.4 Affiliated societies/organisations shall receive the call for papers and may organise their own sessions in conjunction with the conference at the decision of the Conference Convenor and local committee.
- 11.5 A General Meeting shall be convened as part of the Biennial Conference, and is open to all members whether registered at the Conference or not.

## **12 Annual General Meeting (AGM)**

- 12.1 An Annual General meeting shall be convened within four months of the end of the financial year of the Association.
- 12.2 Affiliated and Institutional members shall be represented by one delegate. Notice of the identity of the delegate shall be given in advance and in writing. Such delegates may speak but no person attending as such a delegate may vote in that capacity.
- 12.3 The quorum shall be twenty (20) voting members present in person or by proxy. A voting member unable to attend the AGM may give a signed proxy to an attending member, and vote thereby on a specific issue nominated in the written proxy (see also 13.6 below).
- 12.4 The Secretary shall give to all members no fewer than twenty-one (21) days' notice of a general meeting and motions which have been submitted for that meeting. A notice specifying the date, time and venue for the AGM will be circulated via the mailing list and advertised on the website.
- 12.5 In addition to any other business which may be transacted at the AGM, the business and procedures of an AGM shall be:
  - (a) to confirm the minutes of the last AGM and any special meeting held since then;
  - (b) to receive from the committee, reports upon the activities of the Association during the preceding financial year;
  - (c) to receive the audited accounts;
  - (d) to elect office-bearers of the Association and ordinary members of the Committee;
  - (e) to appoint an auditor;
  - (f) to confirm or determine the next Biennial Conference and AGM;
  - (g) the meeting shall be chaired by the President or, in the absence of that officer, by the Vice-President or, in the absence of that Officer, by another nominated by the General Committee;
  - (h) saving amendments to the Association's Constitution, decisions shall be by a majority vote; the chair has a casting vote;

- (i) in the absence of the Secretary the meeting shall appoint some person to take the minutes of that meeting; the said minutes shall be forwarded to the President as soon as possible.

### **13 Constitutional Amendments**

- 13.1 Amendments to this Constitution can be made only by special resolution and passed by a majority of 75% of members present (in person or by proxy) and entitled to vote at an Annual General Meeting of the Association, subject to the requirements of sections 13.2–5, provided that it shall **not** be possible to amend the substance of sections 4.1, 4.3–13, and 14.
- 13.2 Proposals for amendments to the Association’s Constitution (other than amendments required to ensure conformity to the relevant Associations Incorporation Act that do not materially alter the Association’s objects) must be presented initially to the Secretary of the Association in writing six (6) months prior to the AGM at which the amendment is proposed for debate, so that notification can be given to all voting members.
- 13.3 A proposed amendment must carry the signatures of ten (10) voting members of the Association, and may only be dealt with at an AGM, provided additionally that quorum is met.
- 13.4 It is the responsibility of the Association’s Secretary to organise notification of the details of any proposed special resolution to make constitutional amendment(s). The Secretary must give to all members not less than 21 days’ notice of the AGM at which said special resolution is to be proposed. Notice will be given by
  - (a) sending an email circular via the Association’s mail-list;
  - (b) posting said notice to the Association’s website; or
  - (c) any additional means the Committee deems appropriate.
- 13.5 Members attending the AGM to vote for a constitutional amendment may carry a maximum of two (2) proxy votes for each amendment provided that they present clear and verifiable written instructions from those whom they represent; or the President may be vested with the proxy vote of any voting member provided this proxy is given in advance of the Meeting.

### **14 Dissolution**

- 14.1 The Association may be dissolved only at an AGM by special resolution and passed by a majority of 75% of members present (in person or by proxy) and entitled to vote at an Annual General Meeting of the Association.
- 14.2 It is the responsibility of the Association’s Secretary to organise notification of the details of any proposed special resolution to dissolve the Association. The Secretary must give to all members not less than 21 days’ notice of the AGM at which said special resolution is to be proposed. Notice will be given by
  - (a) sending an email circular via the Association’s mail-list;
  - (b) posting said notice to the Association’s website;

(c) or any additional means the Committee deems appropriate.

14.3 If upon the winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members, but shall be given or transferred

- (a) to another association incorporated under the Act which has similar objects; or
- (b) for charitable purposes which association or purposes, as the case requires, shall be determined by resolution of the members.