



**CONSTITUTION
OF
NOVA ROMA
PRAETORIUM AUSTRALE INC.**

VERSION 1.6

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1. DEFINITIONS

- 1.1. 'The Association', 'Nova Roma Praetorium Australe', 'NRPA' and 'the association' means Nova Roma Praetorium Australe Inc, its officers, members, property, and intellectual property.
- 1.2. 'Government body' means any national, state, or local government agency that governs regulations for consumer and business affairs, taxation, grants, or fees and not for profit associations.
- 1.3. 'The Act' means the Associations Incorporation Act 1985.
- 1.4. 'The Regulations' means Associations Incorporation Regulations 2023.
- 1.5. 'Committee' means NRPA members who by election or rank form a group to govern\manage the association.
- 1.6. 'Tirbunis' means an NRPA member who holds the rank of Tribune (Tribunis Militaria) being the highest military rank of the Praetorian Guard.
- 1.7. 'Praetorian Guard' means the military group of the association.
- 1.8. 'Governance' means the defining of how the 'Committee' and NRPA Officers exercise their authority, responsibilities and duties in the day-to-day management of the association.
- 1.9. 'General meeting' (GM) means a general meeting of members of the Association convened in accordance with these rules.
- 1.10. 'Annual general meeting' (AGM) means a yearly meeting of all members at which a quorum is met in accordance with these rules.
- 1.11. 'Special Resolution' means a special resolution defined in *the Act*.

- 1.12. 'Appropriate public liability insurance' insurance such as Australian Re-enactors Association (ARA) or the Australasian Living History Federation (ALHF) or similar insurers.
- 1.13. 'Policy and Procedure Manual' refers to the official policy and procedure manual of Nova Roma Praetorium Australe Inc. being a ratified document of the 'Committee'.
- 1.14. 'Basic Kit' 'Domestic Kit' 'Battle Kit' 'Dress Kit' 'Civilian Kit' means the armour and/or period clothing and/or uniform worn by an NRPA member at any official function and/or event, as outlined in the Policy and Procedure manual.
- 1.15. 'Persona' means the character in which an NRPA member portrays which is based on a Roman natural person from the time period of ancient Rome as outlined in the Policy and Procedure manual.
- 1.16. 'Roman Ranks' means the Military and/or Civilian ranks an NRPA member can acquire/hold/be assigned.
- 1.17. 'Promotion' means the process/criteria required to gain rank within the Association.
- 1.18. 'Workshop Venue' means the location designated by the 'Committee' as being the location/place where property and/or equipment can be stored and accessed by the Association as required by the Association.
- 1.19. 'Active Member' means a person who has paid their yearly membership and is afforded the honour to vote on matters when such needs arise or called for by the Association.
- 1.20. 'Non-Active Member' means a person who has not paid their yearly membership and is deemed to be inactive, such a person does not have the honour of voting on any matter set forth by the Association.
- 1.21. 'Assassination' means an act in which an active member seeks to remove another member from a position on the Committee.
- 1.22. 'Policy and Procedure Document' means a manual/document that is a comprehensive document that outlines the association's policies, procedures, and guidelines for various activities and operations.
- 1.23. 'Demotion' means the stepping down in military rank by a member of the Praetorian Guard.
- 1.24. 'PERPETRATA CAEDE PERGERE, CAEDIS' means to call a vote of members to remove a member from a position on the Committee, being a Tribune, President, Vice President, Treasurer and Secretary





2. OBJECTIVES AND PURPOSE OF THE ASSOCIATION

- 2.1 The Association is a not-for-profit organization, it is a group focused on the living history, education and historical re-enactment of ancient Rome in the time period of the 1st Century during the reign of Emperors Claudius to Vespasian. Partnering with Nova Roma as their official Praetorian Guard for Australia. Other periods may also be represented as an aid in education or as required by the Association.
- 2.2 To provide historical displays and interpretations for educational purposes to the general public, educational facilities and community events, promoting Roman life in time period outlined in 2.1.
- 2.3 To encourage the study, experimentation, and practice of any branch of knowledge relevant to the association's focus and keeping with Nova Roma guidelines.
- 2.4 To promote the culture and history of ancient Rome, its allies and enemies from the time period as historically accurate as possible.
- 2.5 To create and maintain strong relationships with Association members and other groups\associations that also promote the history and culture of ancient Rome.
- 2.6 To maintain communication with Association members, other groups\associations, government bodies, public business and the public.
- 2.7 To provide opportunities and venues for members to practice, display and teach the skills, arts, crafts, language and culture of ancient Rome.
- 2.8 To always ensure personal and public safety.

3. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of *the Act* to further the objects of the association.

4. GOVERNANCE

The Association has multiple levels of management, the Association, the Committee, Commanders and other members and volunteers awarded authority, rights, duties and responsibilities in accordance with the Association as contained within the relevant policy and procedure documentation.

The Association its members and volunteers shall at all times adhere to this constitution and any policy and procedure document ratified by the Association which is signed by a Tribune and a President or Vice President.

The Committee holds sole authority to create, amend, adjust policy and procedure documents, any such document is required to be signed by two members of the committee where one of them is the current Tribune and another is either the President or Vice President on the committee at the time.



5. THE COMMITTEE

The committee is the group of people, elected according to the rules of this constitution and/or policy and procedures of the association, to run the Association on behalf of the members to achieve the goals and objectives of the association.

The committee will function as the administrative body of the association, it shall include individual persons in roles\duties of President, Vice President, Treasurer and Secretary, in addition the Tribune will be a member of the Committee.

The Committee will where possible consist of these 5 individuals, if the Association does not have enough active members willing to or deemed acceptable to fill these positions it is permitted for individuals to hold multiple roles. However, there must be a minimum of at least three individuals appointed to roles within the committee, where the Tribune can be one of these individuals.

The committee is the administrative branch of the association, it concerns itself with managing the association, it does not command the military branch of the association, otherwise known as the Praetorian Guard.

5.1 POWERS AND DUTIES OF THE COMMITTEE

5.1.1 The affairs of the Association shall be managed by the 'Committee' and the 'Tribune' under the guidance of Nova Roma and the 'Constitution' and acting in the best interest of the association.

5.1.2 The 'Committee' forms the backbone of the association's operations, playing a leading role in decision-making and strategic planning. Committee members have responsibilities as leaders under the *Associations Incorporation Act*.

5.1.3 Comply with all legislation, especially:

- 5.1.3.1 Association Incorporation legislation
- 5.1.3.2 Member protection, welfare and safety
- 5.1.3.3 Fund-raising legislation
- 5.1.3.4 Food handling legislation
- 5.1.3.5 Liquor licensing laws



- 5.1.4 Ensure the Association is run according to its rules (constitution), purpose, policies and procedures.
- 5.1.5 Oversee the financial affairs of the association, ensuring the Association stays solvent.
- 5.1.6 Define and deliver the associations objectives and strategic plan, to be delivered at AGM.
- 5.1.7 Recruiting, empowering, retaining, recognising and rewarding members.

Create and maintain a positive culture within the Association that protects the rights of individuals, embraces, teaches and celebrates the culture of ancient Rome in accordance and guidance of Nova Roma.

Ensure all matters that require documenting are recorded, including but not limited to General Meetings, Annual General Meetings and all Committee meetings, otherwise known as minutes of meetings.

5.2 APPOINTMENT TO THE COMMITTEE

The first Committee of the Association shall be appointed by the governor of Nova Roma from the promoters of the Association or be comprised of such persons as hold office prior to incorporation of the association

- 5.2.1 Any persons appointed to the committee shall be a person of 18 years of age or older.
- 5.2.2 All committee members vacate their positions at the annual general meeting, at which time nominations are heard from members interesting in serving on the committee for the next term, the term of service shall be between each annual general meeting.
- 5.2.3 Persons can only be appointed to the committee by a vote of active members at either a Special General or Annual General Meeting, such a vote must be a majority affirmative vote to pass.
- 5.2.4 All persons appointed to the committee do so by accepting the duty, honour and responsibility of the role in which they are appointed, in doing so agree to be held to the rules and laws of the association, this constitution and any policy and procedure ratified by the association.

5.3 RESIGNATION OR VACANCY FROM THE COMMITTEE

Any committee member unable to discharge the duties of their position can resign said position by letter of resignation forwarded to the committee.

- 5.3.1 In the event of a committee member resigning their position they are to return to the Association any property and or equipment, cash, documents and other item or intellectual property in their possession to the Association within 7 days of their resignation notice being received by the committee.
- 5.3.2 Replacing the resigned member must occur within 30 days, the committee will need to call a Special General Meeting to seek nominations to fill the vacancy, nominations will be voted on by attending members with an such a vote requiring a majority affirmative vote to pass.
- 5.3.3 A position on the committee is deemed vacant if the person holding the position does not attend in succession 2 meetings without apology in a calendar year, in this event the committee will deem the position vacant and will be required to call an Urgent General Meeting to seek nominations to fill the vacancy, the committee has 30 days to fill the vacancy, such a vacancy can only be filled by a vote at a General Meeting in which any nominated person must be a majority affirmative vote of members to pass.
- 5.3.4 A position on the committee is also deemed vacant if the person holding the position is expelled by the Association or has been deregistered as a citizen with Nova Roma. In such event the committee will deem the position vacant and will be required to call an Urgent General Meeting to seek nominations to fill the vacancy, the committee has 30 days to fill the vacancy, such a vacancy can only be filled by a vote at a General Meeting in which any nominated person must be a majority affirmative vote of members to pass.



5.4 PROCEEDINGS OF THE COMMITTEE

The Committee shall meet for the dispatch of business at least quarterly,

- 5.4.1 Questions arising at any meeting of the Committee shall be decided by a majority of votes of Committee members, and in the event of equality of votes the proposal shall be put before members at a General Meeting for resolution. A member vote in the majority is required to pass a resolution.
- 5.4.2 A quorum for a meeting of the Committee shall be 75% of the members of the committee. If no quorum is met the meeting cannot proceed.
- 5.4.3 A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next meeting of the association.
- 5.4.4 The committee may appoint additional members to perform additional tasks, such as an event coordinator for the upcoming year, for the Association, such appointments will be valid until the following AGM.

6. MEMBERSHIP

Membership of the Association shall consist of satisfying the Committee of the applicant's suitability and character by serving a probationary period determined by the Committee and by paying the annual fee.



As the Association is affiliated with Nova Roma, in order to become a full member of the association, each individual must become a citizen (member) of Nova Roma Inc.

- This is achieved by registering with Nova Roma (via their Web site) and securing an approved Roman Name.
- It is not mandatory for a person who registers with Nova Roma to become a citizen of Nova Roma, however, under Nova Roma law, these persons cannot hold official positions or rank within Nova Roma.
- In order to become a member of the Association and hold rank and status within Nova Roma, a member must be a Nova Roma Citizen
- This is achieved after registration and acceptance of the members Roman name by asking to become a citizen.
- A written test is then emailed to the member to complete and return.

- On successful completion of the written test the member then becomes a citizen of Nova Roma and eligible to join the Association as a probationary member.
- There is no fee associated with joining Nova Roma or becoming a citizen.



Details of this application process are part of the membership application pack provided to new probationary members.

For safety and cohesion reasons, members must be physically able to perform the duties and activities associated with their approved Roman Rank this includes the cognitive ability and willingness to follow instructions.

6.1 MEMBERSHIP TYPES

The Association offers different levels of membership, these are defined in Policy and Procedures.

6.2 MEMBERSHIP FEE'S

- 6.2.1 Cost of membership is decided by the 'Committee' and announced at AGM for the preceding year.
- 6.2.2 Membership fees are due annually and payable by the end of January each year. (Prorate applies to fees)
The fee period is from January 1 to December 31 (part months are considered .5 of a month)
- 6.2.3 Any member who has not paid their membership in the month of January shall be granted a 30day extension to make the payment, should a member fail to make payment within the extended period they will cease being an active member of the association.
- 6.2.4 Should the member make payment outside the extended period the 'Committee' at its pleasure can reinstate the member to active status.
- 6.2.5 Special Exemption, any member unable to pay the yearly membership can apply to the Association to have the payment waived, further time extension to pay or come to an arrangement with the Association to provide service to the Association in lieu of paying the membership fee. In such circumstances sole discretion to accept 'Special Exemption' remains with the Association.

6.3 MEMBERSHIP ADMINISTRATION

A Register of members must be kept and contain:

- 6.3.1 The name and address of each member
- 6.3.2 The email address of each member
- 6.3.3 The phone number of each member
- 6.3.4 The date of which the member was joined, resigned, expelled from the association
- 6.3.5 A brief history of each member showing any information deemed necessary

6.4 MEMBERSHIP RESIGNATION

6.4.1

A member may resign from membership of the Association by giving written notice to the secretary of the association. Resignation unless specified will not affect a members citizenship within Nova Roma unless there is diplomacy action to be taken against the member. A member shall be liable for any outstanding membership fee and the return in good order of any Association property. A member is liable for the repair or replacement of any damaged or lost property.



6.5 EXPULSION OF A MEMBER

- 6.5.1 Natural justice will take precedence over any constitutional procedure in accordance with the Associations incorporation Act 1985 (SA) s40.
- 6.5.2 Natural justice will follow the following procedure:
- 6.5.3 Know there is a matter in proceeding that concerns you:
- 6.5.4 Opportunity to seek mediation and reconciliation prior to any determination being made:
- 6.5.5 Adequate notice that a matter is under discussion, or that a decision to be considered, including notice of any allegations against you:
- 6.5.6 Know the procedures and possible outcomes prior to a determination:
- 6.5.7 Be aware of any evidence supporting the allegation:
- 6.5.8 Have an opportunity to present your case in defence before a decision is made at a General Meeting.
- 6.5.9 Witness a vote at a General Meeting, the Vote will be by attending members only, any members who are out of the state but wish to vote can do so via tele conference call. Proxies are not permitted.
- 6.5.10 A vote to expel a member must be 70% in favour to expel the member to pass.
- 6.5.11 The Association will present a positive vote to expel a member to Nova Roma for their approval and notification, this will be forwarded to the Praefectus Praetoria
- 6.5.12 Once the Praefectus Praetoria is satisfied expulsion is in order having heard appeals and in discussion with the 'Committee' the Praefectus Praetoria will inform the Association to proceed with expulsion of the member, at which time the member will be informed of the decision and expelled from the association.
 - 6.5.12.1 Right to Appeal, a member has the right to appeal the decision to expel by contacting the Praefectus Praetoria, the member will be informed by the 'Committee' when they have sent the decision to the Praefectus Praetoria.

- 6.5.12.2 Once expelled the member is required to return to the Association in good order, any property and/or equipment belonging to the association, any membership fee paid in the current membership period will be refunded to the expelled member upon return of property and/or equipment noted above.



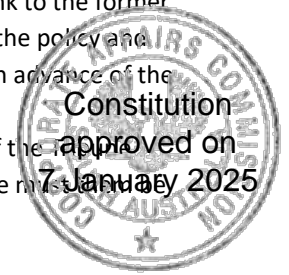
7. CONFLICT OF INTEREST

A conflict of interest occurs when an active member or volunteer has a personal or professional interest that conflicts with the best interest of the association, the Association defines what it deems as and how it manages a conflict of interest in policy and procedures.

8. PERPERATA CAEDE PERFERE, CAEDIS

- 8.1 Perpetrata caede pergere, caedis (Assassination) was a part of everyday life in ancient Rome, so too is it within the association. It serves as a medium to remove entrenched non-performing committee members.
- 8.2 Assassination is an act in which an active member seeks to remove a member from the Committee, in such an event the member is required to make his or her intention to assassinate the member known at a General Meeting. Any standing committee member or nominated member can be assassinated, this includes a Tribune.
- 8.3 Once a member has announced an Assassination attempt the member seeking to assassinate must call for a vote of members to approve the Assassination. If the attempt is voted in favour, a vote requires 60% affirmative vote to pass.
- 8.4 The Committee then calls a SGM to hear and vote on the Assassination.
- 8.5 At this time the member facing assassination can stand down, should the member stand down they are not subject to exclusion from the Committee for 3 years and can nominate for Committee duties the follow year.
- 8.6 If the member to be assassinated does not stand down the vote proceeds. The nominated will have natural justice (as per section 6.5) to appeal the assassination attempt. However, once a vote commences the assassinated member has lost their opportunity to stand down, a vote cannot be stopped once in progress.
- 8.7 Any Assassination vote requires at least 70% of active members to be present to vote, votes are to be a show of hands in an open forum, a vote requires 60% affirmative vote to pass, proxies are not permitted, however a member unable to attend but wishing to vote can do so via a tele conference call. Should a quorum not be present at the SGM then the Assassination attempt is deemed to have failed.
- 8.8 If an Assassination vote passes the member assassinated is immediately stood down from the Committee and cannot hold a position on the Committee for a period, no less than 3 years.
- 8.9 There is no right to appeal an Assassination once a vote is passed, a passed vote to assassinate is final.

- 8.10 In the event a Tribune is assassinated the Committee will assign a new rank to the former Tribune in line with their time served and guided by the requirements of the policy and procedures of Rank within the association. Nova Roma must be notified in advance of the Assassination of the Tribune and the reasons for doing so.
- 8.11 If the Praefectus Praetoria of Nova Roma agrees with the Assassination of the Tribune then the matter is dealt with at the SGM and Nomination for a new Tribune must be forwarded to Nova Roma for approval and appointment.
- 8.12 Should the Praefectus Praetoria of Nova Roma disagree with the Association then the Assassination is deemed to have failed on this attempt.
- 8.13 An assassinated member has no vote on any matter put to the membership at the current meeting, if however, the member stood down to avoid assassination they will retain the right to vote at the current meeting on any topic that does not relate to them.



9. COMMITTEE MEMBER: TRIBUNE

The Tribune is the highest-ranking member of the Praetorian Guard as such the Tribune sits on the Committee and assumes the role of overseer.

The Tribune has all the rights, responsibilities, duties and authority of the elected President, in addition the Tribune is the Commander of the Praetorian Guard. The Tribune permits the President to function in that role but has the authority to overrule the committee using his power of VETO.

The Committee assumes administrative duties over the association, the Tribune assumes authority over the Praetorian Guard and as a member of the Committee has the honour of voting on Committee matters.

- 9.1 Tribune's VETO -The Tribune holds the authority of VETO over the committee
- 9.2 The Tribune can exercise his VETO only in the event of a committee vote being tied and hence a casting vote in addition to his vote already placed or in the situation where the vote is detrimental to the standing of the Association, or is in conflict with the Constitution. The Tribune vote counts his vote counts as one vote and a casting vote.
- 9.3 Tribune VETO means any vote the VETO is applied to is deemed to have failed.
- 9.4 Tribune holds authority over the Association when members represent the Association at nominated events wearing period clothing and during any training event.
- 9.5 Tribune is not an elected member of the Committee and as such is not required to be elected each year. However, they can nominate at an AGM their intention to either continue or retire from active service.
- 9.6 A Tribune is appointed by the Praefectus Praetoria of Nova Roma under recommendation of the committee
- 9.7 A Tribune who the active members feel is not acting in the best interest of the Association is able to be assassinated under the constitution.

9.8 In the event there is insufficient membership and the Tribune takes on the role of president he then must be a signatory on the associations bank account.



10. COMMITTEE MEMBER PRESIDENT

The leader of the committee is the president. The main roles of the president are to be an ambassador and spokesperson for the club, to chair meetings and to be the regular connection between the committee and the club's stakeholders.

The first major role of the president is leading the annual planning of the Association (consistent with the views of members), help the committee prioritise its goals and then try to keep the committee on track by working within that overall plan.

The President is able to vote on matters at committee level, his or her vote accounts for 1 vote.

The president leads this process.

The second major role of the president is to facilitate effective management of committee meetings.

To do this effectively the president should:

- Be well informed of all the Association activities
- Be knowledgeable of the future directions and plans of members
- Foster a strong working relationship and Communicate with the Presidents or leaders of other Legions and re-enactment groups.
- Have a good working knowledge of the Association rules and the duties of all office bearers and committee members.
- Manage (chair) committee meetings
- Manage (chair) the annual general meeting
- Represent the Association at local, regional and state level
- Be a supportive leader for all members
- Act as a facilitator for activities
- Serve as a spokesperson for the Association when required.
- Develop and maintain relationships with funding agencies, local and state governments.
- Develop and maintain relationships with any organization or agency that can better prospects of the association.
- Source funding and sponsors both financial and non-financial for the association.
- Ensure the planning and budgeting for the future is carried out in accordance with the wishes of the members.
- Be a signatory on the associations bank account.

During the initial phase of the setup of the Association or when there is limited membership, The president role can be replaced by that of the Tribune until such time there is sufficient membership to fill the role.



11. COMMITTEE MEMBER: VICE PRESIDENT

In the event that there is insufficient membership to fill the role of vice president this roll can be left vacant until such time as there is sufficient membership to fill the roll.

The position of Vice President is to understudy the President, he/she provides support to the President.

The Vice President is able to vote on all committee matters, his/her vote counts as 1 vote.

In the event the President is on leave the Vice President can assume the role of President, this is a limited appointment for a maximum of 4 months.

In the event a President is removed from the Committee the Vice President will assume the role of President until a General Meeting to fill the vacancy on the committee, at this time the Association can vote to make the Vice President the new President and then seek to fill the role of Vice President from nominations of members.

- Notify the Registrar of appointment as Public Officer or a change of the Public Officer's address within 14 days of the change by lodging a Change of Association Details form.
- Notify the Registrar of a change of the association's registered address within 14 days of the change by lodging a Change of Association Details form.
- Within 1 month after the AGM, lodge with the Registrar an Annual Statement by Public Officer and other required financial documents with any prescribed fee.
- Obtain from Treasurer the Annual Financial Position Statement.
- Apply to the Registrar for approval to alter the statement of purposes or rules within 28 days after the alteration was passed by Special Resolution. An Application for Alteration of Rules or Purpose must be lodged with any prescribed fee.
- Apply to the Registrar for approval of a change to the association's name within 1 month after passing a Special Resolution. An Application for Change of Association Name must be lodged with any prescribed fee.
- Notify the Registrar of Special Resolution relation to the winding up and distribution of the assets of the Association within 28 days of passing the resolution. A Notice of Special Resolution for Distribution of Assets on Voluntary Winding Up must be lodged with any prescribed fee.

12. COMMITTEE MEMBER: SECRETARY

The Secretary plays a pivotal role in cultivating the social aspect of the association's activities. This role involves planning and organizing engaging social events and activities that build connections among members and enhance the overall experience of members, the secretary also has the following responsibilities:

- Ensure that the Association is sufficiently insured and that the policy is kept current for all members

- Keep a list of all planned Association activities and events for the year.
- Contact organisers of fairs and or displays and arrange for the Association attendance and as needed take on the role of events co-ordinator if such a role does not exist within the association
- Manage the physical and electronic correspondence and presence of the Association including social media and the Association management of it's website, assuming no other member has been assigned to handle the management of one of these aspects, ie a member assigned as webmaster.
- Keep a register of members and their contact details, as per this constitution, pursuant to the privacy act 1988.
- Maintain records of the Committee and ensure effective management of association's records.
- Liaise with relevant Committee members to ensure meetings are called pursuant to relevant policies and in accordance with this constitution.
- Development of the agenda in consultation with other Committee members and distribution prior to the meeting.
- Is sufficiently familiar with all current Association documents to note applicability during meetings.
- Provide an up-to-date copy of the Constitution and bylaws at all meetings.
- Maintain minutes of meetings and distribute a copy to each active member.
- Ensure that the records of the Association are maintained to the required standard.
- Ensure that proper notification is given of Committee and Association meetings as specified in the bylaws.
- Manage and maintain the social media aspects of the Association including the Association official website, if there is no active member assigned to role of Web and Social Media Administrator.



13. COMMITTEE MEMBER: TREASURER

The Treasurer has a watchdog role over all aspects of financial management, working closely with other members of the Committee to safeguard the organisation's finances.

In summary, the Treasurer is responsible for:

- General financial oversight
- Funding, fundraising and sales
- Financial planning and budgeting
- Financial reporting
- Banking, bookkeeping and record keeping
- Control of fixed assets and stock
- Administer all financial affairs of the association.
- Maintain financial records at an auditable status.
- Pay, Receipt and record all financial transactions.
- Present financial reports at GM and AGM.
- Prepare an annual financial statement for presentation to the members of the association.
- Arrange and despatch invoices for periodical payment.
- Prepare any documentation as required by the government authority that regulates the Associations Incorporation Act 1985.
- Be a signatory on the associations bank account.



14. ROMAN MILITARY RANKS WITHIN THE ASSOCIATION

The ranks used in the association, the requirements and expectations of members to obtain each rank, promotion, demotion and removal of rank are outlined in the associations policy and procedure document relating to Ranks.

15. POLICY AND PROCEDURES

The Association has policy and procedures that govern the Association and members, these documents are created by the Committee as best practice documents.

- 15.1 The Association has the right to amend policy and procedure documents at its pleasure.
- 15.2 Any creation or alteration to policy or procedure documents must be approved by majority vote of the committee and signed by the Tribune and President or Vice President.
- 15.3 Members are expected to know and adhere to these documents.
- 15.4 Documents are to be displayed on the Association website.
- 15.5 Members are to be informed where to find these documents.

16. OBLIGATIONS OF AUTONOMY

Nova Roma Praetorium Australe is an autonomous re-enactment unit of Nova Roma.

- 16.1 An Autonomous Re-enactment Unit or any subdivision unit of an autonomous military re-enactment organization of Nova Roma shall fulfill, and once fulfilled, it shall maintain, the following requirements before being conscripted as a Nova Roman legion or other unit type:
- 16.2 A Nova Roman Military Re-enactment Unit shall possess, use, respect and honour with salutation a flag of Nova Roma as its most sacred national flag publicly besides its own unit standards and flags.
- 16.3 A Nova Roman Military Re-enactment Unit shall respect and honour with salutation the magistrates and other state officers of Nova Roma, and shall recognize these magistrates as their own state magistrates, but this remains a ceremonial requirement and the magistrates

of Nova Roma don't have any right to give orders to an Autonomous Re-enactment Unit unless it is agreed upon otherwise by the leadership of the unit.

16.4 A Nova Roman Military Re-enactment Unit shall recognize the rank of the officers of Nova Roman legions as real and equal to its own ranks; this is a purely formal and gesture; officers of another re-enactment unit shall not have any actual command within an Autonomous Re-enactment Unit unless with mutual agreement between the groups.

16.5 All programs and events of a Nova Roman Re-enactment Unit shall count as programs and events of

Nova Roma, Nova Roma shall have the right to use the events, programs, photos or promotional materials of the unit, and the unit can also advertise all other programs of Nova Roma as its own programs within the extended organization. A re-enactment group of Nova Roma shall state this fact on its main internet location (website or social media page), and shall post a link to the Nova Roma website on its main internet location.

16.6 Reenactor soldiers of a military unit of Nova Roma shall swear an oath of loyalty to the Nova Roman Republic in which they pledge to promote Roman culture and traditions, Roman virtues and values through their educational activities as reenactors. Reenactor soldiers of Nova Roma must keep the safety of their members and the safety of their audience as their highest priority during their performances, must abstain from any form of real violence of harmful intention, must maintain a high ethical standard of civilized and polite behaviour, benevolence and spirit of brotherhood toward all reenactors, must avoid uncivilized conflicts with other groups, or if a conflict emerges, they must not let such conflicts be noticeable to the public in any form.

17. ANNUAL GENERAL MEETINGS (AGM)

The Committee shall call an AGM in accordance with the Act and these rules.

17.1 The AGM shall be held yearly in August in honour of Gaius Julius Caesar Augustus.

17.2 Notice of date and location of an AGM must appear on the Association website, emailed to all active members.

17.3 A quorum for the purposes of the AGM shall be 51% of active members. If quorum is not met a new date must be set within 14 days.



17.2 The order of the business at the meeting shall be:

- The confirmation of the minutes of the previous AGM and of any SGM held since that meeting;
- Any business arising from those minutes;
- Tribunes Report and any report or directive from Nova Roma;
- Presidents Report and vote on acceptance;
- Secretaries Report and vote on acceptance;
- Treasurer's report and vote on acceptance;
- Auditor's report (if auditor's report is required);
- Tribune then to chair the meeting and call for nomination for the new committee;
- The nomination and election of Committee members to take up office;
- Tribune relinquishes chair to president;
- The appointment of auditors (if required);
- The consideration of the accounts and reports of the Committee and
- Any other business requiring consideration by the association.



18. SPECIAL GENERAL MEETINGS (SGM)

The Committee may call a SGM of the Association at any time.

- 18.1 Notice, in writing via email and displayed on the Association website of an SGM must be made available to members at least six weeks prior to the event and stating the reason(s) for the calling of the SGM.
- 18.2 Not less than 40% active members of the Association may, in writing, request that the Committee convene an SGM.
- 18.3 A petition from an active member for a SGM shall be signed by the relevant members and shall state the purpose of the meeting.

19. GENERAL MEETINGS (GM)

The Committee may call a GM of the Association at any time.

- 19.1 At least 14 days' notice of any GM shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 19.2 A notice of a GM will be posted on the Association website and emailed to active members and will include an agenda and/or associated documentation.

20. PROCEEDINGS AT (GM) AND (SGM)



- 20.1 60% of ACTIVE Members present shall constitute a quorum for the transaction of business at a GM or SGM.
- 20.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned for a period so determined by the committee, at the same time and place, and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 20.3 The President shall preside as chairperson at a GM or SGM of the association
- 20.4 If the event the President is unable to attend the Vice President or Tribune will chair the meeting.
- 20.5 In the event both President and Vice President or Tribune are unable to chair the meeting the meeting will be rescheduled by the Committee.

21. VOTING AT (AGM) (GM) AND (SGM)

- 21.1 Subject to these rules, every active member and life member of the Association has only one vote at a meeting of the association. The Tribune will have an additional casting vote if required.
- 21.2 Subject to these rules, a question for decision at a GM, SGM or AGM, other than a Special Resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 21.3 All votes will be by show of hands unless a written vote is demanded by at least five members.
- 21.4 An active member can perform an absent vote if unable to attend by means of tele conference call, such as Facetime, Microsoft teams, Zoom or any other means that is live video/audio whereby the identity of the member is not in question.

22. PROXY VOTES

- 22.1 The committee can allow proxy votes at its discretion; in such a case the committee will make it known proxy votes are permitted for the meeting in question and shall state under what circumstances proxies will be accepted. Proxy voting is to be the last resort by the committee to ensure enough active members are afforded the opportunity to vote.
- 22.2 Proxy vote will only be accepted in extenuating circumstance where the member is unable to physically attend and is out of tele communication range or incapacitated in some way that preclude the use of any device or means to communicate with the meeting.

- 22.3 A member will indicate on the proxy form their voting preference based upon the agenda items posted for that meeting.
- 22.4 All proxy votes are to be registered and received by the committee no later than 24 hours before the commencement time of the meeting.
- 22.5 Additional procedures for proxy voting is contained within the policy and procedure documentation relating to Proxy votes.



23. MINUTES

Minutes are to contain:

- 23.1 The names of those Full Members and Lifetime Members who were present, absent, and apologies if any.
- 23.2 Outcomes of proposals need to be recorded in the affirmative or negative.
- 23.3 Any additional comments the membership wishes recorded as part of the minutes.
- 23.4 The date and time the meeting started and finished.
- 23.5 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Command Group (as relevant) at a subsequent meeting.
- 23.6 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 23.7 The minutes of general meetings shall be available for inspection without charge

24. DISPUTE RESOLUTION

The Association accepts that disputes can happen, the Association has created policy and procedures governing how it handles disputes, when a dispute occurs the Association will be governed by the policy and procedure document for dispute resolution.

25. FINANCIAL MANAGEMENT

The financial reporting year of the Association shall be a period from 1 July and ending on 30 June of the following year.

All financial matters relating to the Association are governed by the policy and procedure document Financial Management Policy.

- 25.1 The funds of the Association shall be derived from annual membership subscriptions, donations and such other sources agreed upon at a meeting of the committee and or as defined in the policy and procedures documentation.
- 25.2 All assets, monies and property received by or outgoing from the Association, directly shall be the responsibility of the Treasurer.
- 25.3 Funds shall be used to meet the costs of running the Association and may include insurance and administration costs. Funds and or assets are not to be used for the benefit of individual members.
- 25.4 The assets and income of the Association shall be applied solely in furtherance of its abovementioned 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.
- 25.5 Addition details and reporting processes of expenditure will be contained within the financial policy and procedure documentation.

26. FINANCIAL REPORTING - FINANCIAL YEAR

- 26.1 The financial reporting year of the Association shall be a period from 1 July and ending on 30 June of the following year.

27. ACCOUNTS TO BE KEPT

- 27.1 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act. Refer to regulation 8 of the Associations Incorporation Regulations 2023
- 27.2 Accounts and reports to be laid before members.



- 27.3 The accounts, together with any required auditor's report on the accounts, the Tribunes statement, and the committee report, shall be laid before members at the AGM.



28 PERIODIC RETURNS

- 28.1 The periodic (annual) return shall be lodged with the Consumer and Business Services within one month after the AGM. It must be accompanied by a copy of the accounts, any auditor's report, the treasures statement, and the committee report.

29 APPOINTMENTS OF AUDITOR

- 29.1 Appointment of auditor, if required, needs to be completed prior to an AGM being called.
- 29.2 The auditor must be independent of the association.
- 29.3 An auditor can be requested by the committee to perform an audit of the accounts at any time.

30 INDEMNIFY OFFERS/AUDITORS

Section 39B(1) of the Associations Incorporation Act 1985 (SA) states "any provision, whether contained in the rules of an incorporated Association or in a contract with the Association or otherwise, exempting any officer or auditor of the Association from, or indemnifying him or her against, any liability to the Association that by law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the association, is void."

31 ALTERATIONS OF THE CONSTITUTION

The constitution may be altered (including an alteration to the association's name) by calling a Special General meeting.

The Committee calls a Special General Meeting of members to pose a vote to make changes to the Constitution, as such it should be noted that the quorum requirements that a minimum of 50% of active members are required to attend to represent a quorum. If the quorum is met then the meeting shall not proceed.

For the resolution to pass, at least 75% of the votes cast must be in favour.

Members unable to attend can vote by means of tele conference call and in such event will be counted as an attending member. No proxy votes will be allowed.

The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.



32 DISSOLUTIONS OF THE ASSOCIATION

- 32.1 If the Association has not conducted business for a minimum of a twelve-month term, a nominated representative will need to inform the Government Department administering incorporated associations, of the notice of the intent to dissolve the incorporation.
- 32.2 Where dissolution of the incorporated Association is contemplated, the Secretary shall gazette an SGM, giving full details of the situation. active members present at the SGM shall decide any further action and advise the Department of the SGM decision.
- 32.3 The dissolution of the Association can only occur with 75% of active and Lifetime Members present voting to do so.
- 32.4 Upon dissolution, all members' records Books of accounts, registers and other records must be handed to Nova Roma for storage for historical purposes. If not required by Nova Roma, then if not being forwarded to a receiving body, or being maintained by a historian, must be kept safe for the prescribed period and after that period has elapsed and if no other options to store or to save the recodes exist then they are to be destroyed.
- 32.5 If after the winding up of the Association there are remaining assets, as defined in the Act, such surplus assets shall be distributed to Nova Roma or an organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 32.6 Such organisation or organisations shall be identified and determined by a resolution of members in an SGM.
- 32.7 In the event that no suitable organisation can be found than surplus assets can be liquidated and/or donated to a charity.

END