



# CONSTITUTION OF THE LUDOMUSICOLOGY SOCIETY OF AUSTRALIA

## **Article I: Name**

The name of the incorporated association shall be The Ludomusicology Society of Australia (referred to herein as the 'LSA' or the 'association')

## **Article II: Objects and Purposes**

The objects and purposes of the LSA shall be:

- a. to advance the study of video game music, herein referred to as ludomusicology, by all possible means;
- b. to encourage and assist co-operation between institutions interested in ludomusicology and related fields of research and industry;
- c. to promote and encourage training to the highest possible level of persons involved in ludomusicology-related work;
- d. to support and assist the publication of the results of research in ludomusicology;
- e. to organise conferences or congresses on themes appropriate to ludomusicology.

## **Article III: Membership**

Membership of the LSA is open to all persons who are interested in the purposes of the Society.

### **1. Membership Types and Conditions**

- a. Any person who supports the objects and purposes of the association and agrees to be bound by its rules and who applies for membership of the association shall have membership accepted by the President;
- b. A member may resign from membership of the association by giving written notice to the President of the association. Any resigning member shall be liable for any outstanding subscription fees (if any) which may be recovered as a debt due to the association;
- c. Subject to giving a member an opportunity to be heard or to make a written submission, the President may resolve to

expel a member upon a charge of misconduct to the interests of the association;

- d. It shall be open to the member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the Public Officer and/or President of the association within 14 days after the decision to expel the member has been communicated to the member by the President;
- e. In the event of an appeal under **III.1.d** above, the appellant's membership of the association shall not be terminated unless the determination of the President to expel the member is upheld by a majority of member attendee votes in a general meeting.

## **2. Subscriptions**

- a. Subscription fees for membership shall be such sum (if any) as the President determines;
- b. The subscription fees for membership (if any) shall be payable annually on 1 July or at a time that the President determines;
- c. Upon resignation a member shall be liable for any outstanding subscription fees (if any) which may be recovered as a debt due to the association, as per **III.1.b** above.

## **Article IV: Management**

### **1. Committee Necessity Determination**

- a. As of the Effective Date of this Constitution under **XVII** below, the affairs of the LSA shall be managed solely by the President;
- b. At such time as the President determines, for example upon membership reaching a total number substantially greater than at the Effective Date of this Constitution under **XVII** below, or the level of activity conducted through the association requires additional management, the President shall consider the formation of a committee to manage and control the affairs of the association;
- c. A determination by the President to form a committee of the association shall be communicated to all members.

#### **1.1 Committee Formation**

In the event of a decision to form a committee as per **IV.1.b** above, a committee shall be:

- a. Comprised of, as a minimum, a President, Secretary, and Treasurer;
- b. Comprised of natural persons;
- c. Comprised of association members who have volunteered for a committee member appointment;
- d. Appointed through a majority vote of all association members present at a general meeting.

#### **1.2 Committee Roles and Membership**

- a. Until such time as the President of the association determines to form a committee as per **IV.1.b** above, committee entitlements, proceedings, appointment durations, election and voting procedures, eligibility, requisite quorum and disqualification shall not require detailing in this constitution;
- b. In the event of the President of the association determining to form a committee as per **IV.1.b** above, committee matters under **IV.1.2.a** above and all other committee related matters arising hereafter shall be revised, applied for and amended in the manner provided for in *Associations incorporation Act 1985*.

## **2. Duties and Powers of Office**

### **2.1 President**

- a. To act as Chief Executive Officer of the LSA and to issue a Report at the Annual General Meeting;
- b. To preside at all meetings of the LSA and should the President be absent, a proxy association member nominated by the President shall preside;
- c. In the event of equal votes 'for' and 'against' motions before the meeting, the President shall have a casting vote;
- d. The President shall be empowered to act executively, and in the event of a committee formation as per **IV.1.b** above, such executive action shall be subject to the earliest possible ratification by the new association committee;
- e. To attend to correspondence, the preparation and dispatch of notes, ballot papers etc., such notice being by electronic means wherever possible. In this Constitution, the term 'mailed' is taken to include electronic mail and posting on any official LSA forum, message board or Website page accessible to members;
- f. To prepare, distribute, record and approve Minutes from meetings
- g. To prepare an Annual Report, and present the Annual Report at the Annual General Meeting;
- h. To have custody of and make provision for the safe storage of any books, documents either physical or digital, or securities of the LSA;
- i. To keep and maintain a membership register in which shall be entered the full name and contact details of each member;
- j. To send out reminder notices to those whose membership fees (if any) are overdue;
- k. To be responsible for the maintenance of any and all LSA Websites;
- l. To keep and retain accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association;

- m. To interpret the meaning of the rules of this Constitution and any other matter relating to the affairs of the association on which these rules are silent.

## **2.2 Vacating the office of President**

The office of President shall become vacant if the President is:

- a. Permanently incapacitated by ill health;
- b. Absent without apology for more than three meetings in a financial year;
- c. Of the determination that stepping down is beneficial to the association.

## **2.3 President's Role Within a Committee**

- a. Until such time as the President of the association determines to form a committee as per **IV.1.b** above, all matters relating to authority and governance within the LSA by a Committee shall not be outlined within the rules of this Constitution.

## **2.4 Public Officer**

- a. Until such time as the President of the association determines to form a committee as per **IV.1.b** above, the President shall be the appointed Public Officer;
- b. Shall within one month after an alteration of the objects or rules of, or any trusts relating to, the LSA, file with Consumer and Business Services, Corporate Services Commission.

# **Article V: Meetings**

The LSA shall undertake such activities as are determined at its General Meetings and as instigated and determined by the Preseident in support of the association's Objects and Purposes as per **II** above.

The President shall endeavor to meet at least once a year with association members.

## **1. Annual General Meetings**

- a. Annual General Meetings shall be held once in each calendar year, within the period of 12 months beginning at the end of the LSA's most recently ended financial year;
- b. Notice of an Annual General Meeting shall be provided to members at least eight weeks prior to the date of the Meeting;
- c. An Annual General Meeting shall be open for attendance to all association members, and the President shall endeavor to facilitate videoconferencing for association members unable to attend the Meeting in person.

## **2. Special General Meetings**

- a. Special General Meetings may be convened by the President. The reason for the Meeting shall be clearly delineated in the notice of Meeting to all members;

- b. Notice of a Special General Meeting shall be provided to members at least three weeks prior to the date of the Meeting;
- c. At the written request of at least five members of the LSA whose signatures are on the request, the President must convene a Special General Meeting within eight weeks of the request. The reason for the Meeting shall be clearly delineated in the request, and included in the notice of Meeting to all members;
- d. At such a Special General Meeting no business will be transacted other than that for which the Meeting has been convened;
- e. A Special General Meeting shall be open for attendance to all association members, and the President shall endeavor to facilitate videoconferencing for association members unable to attend the Meeting in person.

### **3. General Meetings**

- a. A quorum for a General Meeting shall be a minimum of one association member attending the Meeting in person, in addition to the President or President's proxy;
- b. At all LSA meetings every question shall be settled by a simple majority of votes, each member having one vote. See **IV.2.1.c** above regarding the event of equality of votes;
- c. Notices of motion shall be in the hands of the President at least five weeks before a General Meeting and shall be provided to members at least three weeks before the said General Meeting;
- d. For motions with notice, an individual member, or the representative of a member institution, who is unable to attend a General Meeting either in person or via videoconference, may send to the President an absentee vote enclosed in a sealed envelope with a statement declaring that the sender has thus voted. Absentee votes received up to the time of the General Meeting shall be counted with the votes cast by attending members;
- e. Proxy voting is not permitted at General Meetings of the LSA, including a President's proxy. In the event of a motion both with and without notice resulting in an equality of votes, at a meeting chaired by the President's proxy, the motion shall remain unresolved until the next General Meeting at which the President presides.

### **4. Poll at General Meetings**

- a. If a poll is requested by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question;
- b. A poll requested for the election of a person presiding or on the a question of adjournment must be taken immediately,

but any other poll may be conducted at any time before the close of the meeting;

- c. In the event of a successful vote requesting that the presiding person stand down, the meeting will immediately be adjourned and a dispute resolution process shall be followed as per **V.5** below.

#### **5. Dispute Resolution**

- a. The dispute resolution procedure set out in this article applies to disputes between:
  - i. A member and another member;
  - ii. A member and the association.
- b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties;
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third party agreed to by the parties;
- d. Disputes still unresolved at this point shall be brought to the attention of the President, if they have not been already, and pursued as a request for a Special General Meeting following the rules as per **V.2.c** above.

#### **Article VI: Chapters**

Until such time as the President determines it manageable and prudent, no official regional Chapter(/s) of the Ludomusicology Society of Australia shall be formed.

#### **Article VII: Official Year**

The official year of the LSA shall be from 1 January to the 31 December; the financial year shall end on 30 June.

#### **Article VIII: Remuneration**

1. The LSA shall be a non-profit organisation and no portion of the Society's funds shall be paid or transferred to any LSA member, except as bone fide remuneration of a member for services rendered or expenses incurred on behalf of the association;
2. The association shall keep and retain such accounting records as are necessary to correctly explain the financial transactions and financial position of the association, as per **IV.2.1.1**, in accordance with the *Associations incorporation Act 1985*;
3. At the Effective Date of this Constitution under **XVII** below the LSA has no rule explicitly required the association to collect subscription fees from members;
4. The accounts, together with the auditor's report on the accounts (if required) shall be laid before members at the Annual General Meeting, upon request by members.

#### **Article IX: Publications**

1. The LSA shall publish books, newsletters and other materials from time to time under the responsibility of the Editor;
2. Until such time as the President of the association determines to form a committee as per **IV.1.b** above, the President shall be the appointed Editor;
3. Other publications of the LSA require prior approval of the President;
4. The LSA's name, logo or derivative of the LSA's logo on publications other than the LSA's own shall not be used without the approval of the President;
5. In the instance of **IX.4** above, the President's approval is exempt from any and all voting procedures outlined in this Constitution;
6. The LSA shall issue a Newsletter to all of its members;
7. The frequency and editorship of the Newsletter shall be decided by the President.

#### **Article X: Amendments**

1. The Articles and rules of this Constitution may be amended by the President, at any time;
2. In the event of the President of the association determining to form a committee as per **IV.1.b** above, the Articles and rules of this Constitution may be amended by the committee;
3. Such action as per **X.2** above shall only be undertaken if appropriate and corresponding rules have already been implemented into this Constitution by the President.

#### **Article XI: Indemnity**

Members of the LSA shall be responsible for the consequences of their own personal default or neglect and not for the default or neglect of any other person.

#### **Article XII: Dissolution**

1. As per Part 5 Division 1 of the Act, the association can resolve to dissolve by a **special resolution**;
2. As per the Act, "***special resolution***" of an incorporate association means –
  - a. Where the rules of the association provide for the ***membership*** of the association – a resolution passed at a duly convened meeting of the members of the association if –
    - i. At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
    - ii. It is passed at a meeting referred to in this paragraph by a majority of not less than ***three quarters*** of such members of the association as,

being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.

3. In the event of the LSA, and/or any public fund, any assets remaining after satisfaction of all debts and liabilities, including those in any public fund, shall be disposed of by the President to organisations and/or funds pursuing similar aims, which are non-profit organisations or funds, and whose rules prohibit the distribution of income to their members. Any assets remaining in a public fund shall be distributed to like funds or organisations that are eligible to accept tax-deductible donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997*.

#### **Article XIII: Public Fund**

1. At the Effective Date of this Constitution under **XVII** below the LSA has no public fund, and will remain so until such time as the President determines it necessary to create one;
2. Such action as per **XIII.1** above shall only be undertaken if appropriate and corresponding rules have already been implemented into this Constitution by the President;
3. Maintenance, donations, setting up, purpose, administration and all other matters related to a public fund shall be considered by the President.

#### **Article XIV: Seal**

1. The Common Seal of The Ludomusicology Society of Australia shall be kept in the custody of the President. The Seal shall not be applied to any instrument except by the authority of the President;
2. In the event of the President of the association determining to form a committee as per **IV.1.b** above, a Committee's authority over use of a Common Seal for the LSA shall be nonexistent until appropriate and corresponding rules have already been implemented into this Constitution by the President.

#### **Article XV: Logo**

1. The LSA Logo shall be created by the President and no other association member;
2. If required, the President may employ the services of an outside party to collaboratively create, develop and alter the LSA's Logo, resulting in a permissible overruling of **XV.1** above if the President determines it to be necessary;
3. The LSA Logo may be altered at any time;
4. The President has the sole executive authority and permission to use, alter and maintain the LSA Logo;
5. The LSA Logo may be used on any instrument, publication, notice, correspondence and advertising property, as well as any other property related to the LSA;
6. In the event of the President of the association determining to form a committee as per **IV.1.b** above, a Committee's authority to use,



alter and maintain the LSA Logo shall be nonexistent until appropriate and corresponding rules have already been implemented into this Constitution by the President.

## **Article XVI: Powers and Rules**

### **1. Powers of the Association**

- a. The association shall have all the powers conferred by section 25 of the Act.

### **2. Binding**

- a. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

### **3. Alterations**

- a. The Articles and rules of this Constitution may be altered, at any time, including an alteration to the association's name;
- b. Only the association's President may alter any article and/or rule in this Constitution;
- c. Any alterations to this Constitution shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the *Associations Incorporation Act 1985*;
- d. An alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alternation of the name of the association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.

## **Article XVII: Effective Date**

This Constitution is effective from 1 March 2017.