

- ✓ *Amendments at a Special General Meeting of GSNSW on 12 December 2001*
- ✓ *Amendments made to membership at AGM on 26 August 2003*
- ✓ *Amendments made to student membership, student representative on Council, and date of AGM at a Special General Meeting on 6 June 2006*
- ✓ *Amendments at a Special General Meeting of GSNSW on 9 March 2010*

The Geographical Society of New South Wales Inc.

ABN 12 686 072 536

Founded 1927

CONSTITUTION

1. NAME OF THE BODY

The full name of the Society, hereinafter referred to as the Society, shall be the **Geographical Society of New South Wales Incorporated**.

2. OFFICE OF THE SOCIETY

The central office of the Society shall be located in New South Wales.

3. OBJECTIVES OF THE SOCIETY

The objectives of the Society shall be to encourage the growth and diffusion of geographical knowledge:

- 3.1 through programs of lectures, conferences, workshops, films, excursions, and study tours;
- 3.2 by the publication of a journal, newsletter and internet-based communications;
- 3.3 by the accumulation of a collection of written works and maps;
- 3.4 by the awarding of prizes to students of geography;
- 3.5 by the encouragement of geographical research; and
- 3.6 by collaboration with kindred bodies on matters of common interest.

4. ASSETS AND INCOME

As a non-profit organisation, the assets and income of the Society shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to its members except as a bona fide compensation for services rendered or expenses incurred on behalf of the Society.

5. POWERS OF THE SOCIETY

So as to attain the above objectives the Society, through its Council, shall have the following powers:

- 5.1 to make by-laws relating to the procedure of any matter governed by this Constitution;
- 5.2 to oversee and delegate day-to-day control of the issue of all publications of the Society including a scholarly journal, newsletter and internet-based communications;
- 5.3 to publish a scholarly journal to be called *Australian Geographer* which shall be issued to all Members of the Society;
- 5.4 to keep under continual review the possibility for geographical investigation in New South Wales and to endeavour to make recommendations thereon to appropriate authorities;
- 5.5 to provide a program of lectures, conferences, workshops, films, excursions, and study tours to assist members to maintain their knowledge of recent developments in geography;
- 5.6 to maintain a collection of geographical publications, maps, and other resources;
- 5.7 to award prizes to students of geography;
- 5.8 to co-operate with other bodies by providing lectures, workshop leaders, and resource materials, and to organise conferences together; and
- 5.9 to keep file copies of the minutes of all business transactions of the Society and of all publications of the Society.

6. MEMBERSHIP

- 6.1 Any person with an interest in the development of geography who applies for membership and is admitted shall be eligible for membership upon payment of the annual dues provided by this Constitution.
- 6.2 Members of the Society shall be of seven (7) categories:
 - 6.2.1 Fellows;
 - 6.2.2 Ordinary Members;
 - 6.2.3 Corporate Members;
 - 6.2.4 Student Members;
 - 6.2.5 Retired Members;
 - 6.2.6 Associate Members;
 - 6.2.7 Life Members.
- 6.3 Council of the Society has the right to accept or reject applications for membership.
- 6.4 The Council may elect to **Fellowship of the Society** persons of outstanding performance with regard to:
 - 6.4.1 the advancement of geographical knowledge; and
 - 6.4.2 contributions to the purposes of the Society.
- 6.5 Departments of Government, Educational Institutions, Business Organisations and other Corporate Bodies are eligible for **Corporate Membership**. Each Corporate Member shall have the right to nominate one representative who shall possess the rights and privileges of an Ordinary Member.
- 6.6 Students of tertiary education institutions and senior secondary students in secondary schools:

6.6.1 shall be eligible for **Student Membership** until they cease to be students.

6.7 Ordinary Members who have retired and are in receipt of a pension:

6.7.1 shall be eligible for **Retired Membership**;

6.7.2 Retired Members shall possess the rights and privileges of Ordinary Members.

6.8 Associate Members:

6.8.1 shall be eligible to receive the Society's *Newsletter* and any other information concerning the activities of the Society;

6.8.2 shall not be eligible to receive *The Australian Geographer*.

6.9 The Council may, in special circumstances, accord Life Membership to a member or benefactor who has provided exceptional support to the Society. Life Members:

6.9.1 shall not be expected to pay the annual membership fee.

7. DISCIPLINE OF MEMBERS

The council shall apply the following code of discipline to its members:

7.1 No member of the Society shall publish or otherwise communicate to any person or persons who are not Members of the Society, any matter which may purport to represent the views or policy of the Society, as a whole, without the expressed sanction of the Council.

7.2 Each Member shall, within one month of his election to Membership, register their postal and email (if available) addresses with the Council and shall notify the Council of any subsequent change of address.

7.3 Any member who fails to pay the appropriate annual dues within one calendar month of the day on which it is due shall be sent notice of the neglect by one of the Honorary Treasurers of the Council.

7.4 If the amount due be not paid within three (3) calendar months thereafter the Council may terminate the membership of the defaulting Member.

7.5 The Council may, however, reinstate the Member, whose membership has been terminated, should he or she pay his or her debts in full to the Society.

7.6 A Member may at any time resign his or her membership by notifying the Council in writing.

7.7 The Council shall have the power, at its discretion, to terminate the membership of any member. Membership shall not be terminated unless there has been a full and fair opportunity given to the Member to present to the Council any rebuttal, justification or explanation of his or her conduct.

8. REGISTER OF MEMBERS

The Honorary Secretaries shall establish and maintain a register of members, recording the name in full and address of each member.

9. ANNUAL MEMBERSHIP DUES

9.1 The amounts of all membership dues shall be recommended by Council and, if approved at the Annual General Meeting by a majority of members present, shall be announced in the Society's publications.

9.2 The annual membership dues shall be payable to the Honorary Treasurers of the Society on the first day of July in each year.

9.3 No Member shall be eligible to vote or to hold office unless his or her annual dues are fully paid-up.

10. COUNCIL AND OFFICERS

10.1 The officers of the Council of the Society shall consist of:

10.1.1 The President;

10.1.2 Four (4) Vice Presidents;

10.1.3 Two (2) Honorary Secretaries;

10.1.4 Two (2) Honorary Treasurers; and

10.1.5 Eight (8) other members

10.1.6 One (1) Student Representative, who shall be elected at the Annual General Meeting of the members. To be eligible to hold office, the student must be enrolled in a Geography Program at a tertiary education institution in New South Wales.

10.1.7 No President shall remain in office for a continuous period of more than four (4) years.

10.1.8 Notwithstanding the aforementioned limitations on the term of office of a President, if no valid nomination is received for this office the outgoing President may be renominated.

10.2 The Executive Committee shall consist of the President, Secretaries, Treasurers and the most immediate Past President. The Executive Committee shall operate under such rules and procedures, and with such support, as the Council may prescribe.

10.3 For the purpose of this Constitution, the office of an officer of the Society becomes vacant if the officer:

10.3.1 dies;

10.3.2 becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt insolvent debtors or compounds with his or her creditors;

10.3.3 becomes of unsound mind;

10.3.4 resigns from the office in writing to the Council or President;

10.3.5 fails, without leave granted by the Council **to attend three (3) consecutive meetings** of the Council; or

10.3.6 ceases to be a financial member of the Society.

11. POWERS OF THE COUNCIL

11.1 The Council, having regard to this Constitution, shall plan and implement the objectives of the Society. The Council may also determine the filling of casual vacancies on the Council through co-option.

11.2 The Council shall have the power to make such payments from the funds of the Society as are from time to time considered necessary for the good management of the Society.

11.3 The Council shall from time to time determine the investment of the monies in such a manner as deemed appropriate.

11.4 The Council may from time to time delegate such of its functions and authorities as it may think fit to sub-committees which shall report back to the Council any decisions and action taken for the next meeting of Council. The Council may revoke any such delegation.

11.5 The Council shall appoint a Public Officer.

11.6 The Council shall appoint the Editor, Associate Editors and members of the Editorial Boards of its publications.

11.7 The Council has sole authority to designate persons eligible to issue cheques, initiate electronic banking transfers and sign other financial documents.

12. ANNUAL GENERAL MEETING

12.1 The Society shall, in each calendar year, hold an Annual General Meeting not later than the last day of October. Ten (10) members shall constitute a quorum at the Annual General Meeting.

12.2 The Annual General Meeting shall be in addition to any other general meeting that may be held in the same year.

12.3 **Fourteen (14) days notice** of the holding of the Annual General Meeting shall be given to each Member of the Society. Said notice shall specify the place, the date, the time of the opening of the Annual General Meeting and the nature of the business to be transacted.

12.4 At its penultimate meeting, **or at least twenty-one (21) days before the date fixed for the Annual General Meeting:**

12.4.1 The Council shall prepare a list of nominations for the following offices:

- President of the Society;
- Four (4) Vice-Presidents;
- Two (2) Honorary Secretaries;
- Two (2) Honorary Treasurers;
- Eight (8) General Councillors and
- One (1) Student Representative.

12.4.2 Each Member of the Society shall receive details of this list **at least fourteen (14) days before the date fixed for the Annual General Meeting.**

12.4.3 On the same notice as the above mentioned list, Members shall be invited to submit further nominations for each of the above-mentioned offices.

12.4.4 Members' nominations for these offices shall be made in accordance with the Articles of the Constitution, and shall be signed by the nominee and by two nominators who shall be Members of the Society.

12.4.5 Members' nominations shall be in the hands of the Honorary Secretaries **not less than five (5) days before the date fixed for the Annual General Meeting.**

12.5 The ordinary business of the Annual General Meeting shall be:

12.5.1 to confirm the minutes of the last preceding Annual General Meeting;

12.5.2 to receive from Council the Annual Report and audited Annual Accounts for the preceding financial year;

12.5.3 to consider the recommendations by the Council on annual dues for members and the journal subscription for non-members and to determine them for the following year; and

12.5.4 to elect the Officers of the Society.

13. SPECIAL GENERAL MEETING

13.1 The Council may, whenever it thinks fit, convene a Special General Meeting of the Society.

13.2 The Council shall, on receiving a request for such a meeting from **not fewer than ten (10) members**, convene a Special General Meeting of the Society on the same terms of notice as for the Annual General Meeting.

14. NOTICES OF GENERAL MEETINGS

14.1 The council shall, at least fourteen (14) days before the date fixed for holding a General Meeting of the Society, notify all members of the Society of the place, day and time for holding of the meeting, and the nature of the business to be transacted thereat.

15. CONDUCT OF GENERAL MEETINGS

15.1 The Society shall arrange a program of activities and advise each Member of the Society.

15.2 **Ten (10) Members** personally present (being members entitled under this Constitution to vote thereat) constitute a quorum for the transaction of the business of a General Meeting.

15.3 If within thirty (30) minutes after the appointed time for the commencement of a General Meeting a quorum is **not** present, the meeting, if convened upon the request of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same place and at the same time (unless another place is specified by the President, or his or her nominee, at the time of the adjournment, or by written notice to members given before the day to which the meeting is adjourned) and if at the adjourned meeting a quorum is not present, at the time scheduled for the commencement of the meeting, the meeting shall proceed but shall be limited to formal business, i.e., the receipt and adoption of the minutes of the previous General Meeting and, in the case of the Annual General Meeting, the minutes of the previous Annual General Meeting, the Annual Report, the Annual Accounts and the Auditor's Report.

15.4 The President or, in the absence of the President, a Vice President present, shall preside as Chairperson at a General Meeting of the Society. If the President and the Vice Presidents are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson thereat.

15.5 A question at a General Meeting shall be resolved by a majority vote of those members, eligible to vote, present and voting. The Chair shall not vote on any motion except that, in the case of a tied vote, he or she shall have a casting vote.

16. COUNCIL MEETINGS

16.1 The Council shall meet **at least twice a year** and shall meet on such occasions as the Council shall decide. **Seven (7) members** shall constitute a quorum.

16.2 The President or their nominee shall advise each Member of the Council of the day, the time and place of each Council Meeting.

16.3 All Council Members in attendance will each have a vote.

16.4 The Chairperson shall have both an ordinary and a casting vote if necessary at all meetings.

17. FUNDS

17.1 All monies received by the Society shall be deposited, as soon as possible and without deduction, to the credit of the Society's Bank Account, and reported to Council promptly as practicable.

18. ACCOUNTS

18.1 The Council shall cause to be kept proper records and books of account showing the transactions, assets and liabilities of the Society from which income and expense accounts

and balance sheets may be prepared from time to time and as at the end of the Society's financial year on 30 June.

18.2 The Honorary Treasurers shall keep the records and books of account of the Society in such form and manner as the Council may direct.

19. BANKING AND FINANCE

19.1 The Honorary Treasurers shall, on behalf of the Society, receive all monies paid to the Society and forthwith issue official receipts therefore, or delegate these duties to a Society officer authorised by Council.

19.2 The Council shall cause to be opened, with such banks as the Council selects, a bank account in the name of the Society into which all monies received shall be paid as soon as possible after receipt thereof.

19.3 Except with the authority of the Council or the Executive Committee, no payment of a sum exceeding two hundred (200) dollars shall be made from the funds of the Society otherwise than drawn directly on the Society's bank account; in addition the Council may provide the Treasurers or their nominee with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Council or the Executive Committee may impose.

19.4 Cheques shall be drawn to order, crossed not negotiable.

19.5 All cheques, drafts, bills of exchange, promissory notes, electronic banking transfers and other negotiable instruments drawn on behalf of the Society shall be approved by any two (2) members from among the Executive Committee and the Office Manager.

19.6 One of the Honorary Treasurers will maintain an impress petty cash float as determined by the Council.

20. COMMON SEAL

20.1 The common seal of the Society shall be left in the custody of an Honorary Secretary or designated nominee.

20.2 The Common Seal shall not be affixed to any instrument except by the authority of the Council of the Society.

20.3 The affixing of the Common Seal shall be attested to by the signatures of any two of the following officers: namely, the President, the Honorary Secretaries, the Honorary Treasurers, and the Public Officer.

21. CUSTODY OF BOOKS

All records, books and other documents of the Society shall be maintained diligently and securely by and in the custody of the Honorary Secretaries and Honorary Treasurers.

22. INSPECTION OF BOOKS

All records, books and other documents of the Society shall be open to inspection, free of charge, by any Member of the Society, by arrangement with the Honorary Secretaries, and/or the Honorary Treasurers.

23. LIABILITY OF MEMBERS

23.1 The liability of a Member of the Society to contribute towards the payment of the debts and liabilities of the Society, or the costs, charges and expenses of the winding

up of the Society, is limited to the amount, if any, unpaid by the Member in respect of the membership of the Society as required by Rule 9.

- 23.2 No registered Member or Council Member shall be liable for any claim whatsoever, monetary or otherwise in the event of any action against the Society. This includes claims by persons whether they be members or non-members.

24. DISSOLUTION OF THE SOCIETY

- 24.1 The Society may be wound up voluntarily whenever a special resolution is passed requiring the Society to be wound up or dissolved at a Special General Meeting of the Society called for this purpose.
- 24.2 A special resolution requires that not less than three-quarters of the Members of the Society, attending the meeting and being entitled under the Rules of the Society so to do, vote in person at a General Meeting of which no fewer than twenty-one (21) days written notice specifying intention to propose the resolution as a special resolution is given in accordance with these rules.
- 24.3 If upon winding up or dissolution of the Society after the satisfaction of all its debts and liabilities, and subject to Section 4, any monies or property whatsoever remaining shall not be paid or distributed among the registered members but shall be given or transferred to some society or institution having objectives similar to the objectives of the Society, either wholly or in part, and which shall prohibit the distribution of their income and property among their members; or to some charitable institution or charitable object, which shall be determined by three-quarters majority of the Registered Members attending a Special or Annual General Meeting of the Society and subject to the provisions of the New South Wales Incorporation (Amendment) Act, 1985, No. 75.

25. AMENDMENT OF THIS CONSTITUTION

- 25.1 Repeal, alteration of, or addition to any of the articles contained in this Constitution shall not be made unless notice of motion, supported by at least ten (10) Members of the Society, shall have been received by the Honorary Secretaries of the Council at least seven (7) days before a regular meeting of the Council.
- 25.2 Should the Council decide that the proposed amendment to the Constitution be submitted to the Society, all Members will receive notification of the special resolution and a vote thereon shall be taken at a Special General Meeting, or at the ensuing Annual General Meeting, at which a three-quarters majority of the Members attending the Meeting will be required to adopt the resolution.