

The Geographical Society of New South Wales Inc

ABN 12 686 072 536

Founded 1927

CONSTITUTION

Approved at a Special General Meeting of GSNSW
on 12 December 2001

Amendments made to membership at AGM
26 August 2003

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 metropolitan Sydney, 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, discussions, films and excursions;
- 3.2 by the publication of a journal;
- 3.3 by the accumulation of a library 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 control the issue of all publications of the Society and to publish a serial journal to be called **Australian Geographer** which shall be issued to all Members of the Society;
- 5.3 to keep under continual review the possibility for geographical investigation in New South Wales and to endeavour to make recommendations thereon to appropriate authorities;
- 5.4 to provide a program of lectures, discussions, films and excursions to assist members to maintain their knowledge of recent developments in geography;
- 5.5 to maintain a library of written works and maps;

- 5.6 to award prizes to students of Geography;
- 5.7 to co-operate with other bodies by providing lectures, workshop leaders and resource materials and to organise conferences together; and
- 5.8 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 by the Council, shall be eligible for membership upon payment of the annual dues provided by this Constitution.
- 6.2 Members of the Society shall be of six (6) 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.
- 6.3 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 Full-time 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 full-time students;
 - 6.6.2 Student Members shall possess the rights and privileges of Ordinary Members but shall not be entitled to hold office in the Society or to vote at its meetings.
- 6.7 Ordinary Members who have retired from a profession 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*.

7 DISCIPLINE OF MEMBERS

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

- 7.8 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;
- 7.9 Each Member shall, within one month of his election to Membership, register his postal address with the Council and shall notify the Council of any subsequent change of address within one month of such change.

7.10 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.

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

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.

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

7.12 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

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

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

9.10 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

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

10.8.2 The President;

10.8.3 Four (4) Vice Presidents;

10.8.4 Two (2) Honorary Secretaries;

10.8.5 Two (2) Honorary Treasurers; and

10.8.6 Eight (8) other members

who shall be elected at the Annual General Meeting of the members.

10.9 No President shall remain in office for a continuous period of **more than two (2) years**.

10.10 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.

10.11 The Executive Committee shall consist of the President, one Honorary Secretary and one Honorary Treasurer.

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

10.12.2 dies;

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

10.12.4 becomes of unsound mind;

10.12.5 resigns from the office by writing under his or her hand addressed to the Council;

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

10.12.7 ceases to be a financial member of the Society.

11 POWERS OF THE COUNCIL

- 11.8 The Council, having regard to this Constitution, shall plan and implement the requirements of the Society. The council may also determine the filling of casual vacancies on the Council.
- 11.9 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.
- 11.10 The Council shall from time to time determine the investment of the monies in such a manner as deemed appropriate.
- 11.11 The Council may from time to time delegate such of its functions and authorities as it may think fit to sub-committees who shall report back to the Council for confirmation of any decision. The Council may revoke any such delegation.

12 ANNUAL GENERAL MEETING

- 12.8 The Society shall, in each calendar year, hold an Annual General Meeting **not later than the first day of September. Ten (10) members** shall constitute a quorum at the Annual General Meeting.
- 12.9 The Annual General Meeting shall be in addition to any other general meeting that may be held in the same year.
- 12.10 **Fourteen (14) days notice** of the holding of the Annual General Meeting shall be given in writing 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.
- 12.11 At its penultimate meeting, **or at least twenty-one (21) days before the date fixed for the Annual General Meeting:**
- 12.11.2 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'; and
 - Eight (8) General Councillors.
- 12.11.3 Each Member of the Society shall receive a copy of this list **at least fourteen (14) days before the date fixed for the Annual General Meeting.**
- 12.11.4 On the same notice as the above mentioned list, Members shall be invited to submit further nominations for each of the above-mentioned offices.
- 12.11.5 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.
- 12.11.6 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.**
- 12.12 The ordinary business of the Annual General Meeting shall be:
- 12.12.2 to confirm the minutes of the last preceding Annual General Meeting;
- 12.12.3 to receive from Council the Annual Report and audited Annual Accounts for the preceding financial year;
- 12.12.4 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
- 12.12.5 to elect the Officers of the Society.

13 SPECIAL GENERAL MEETING

- 13.8 The Council may, whenever it thinks fit, convene a Special General Meeting of the Society.
- 13.9 The Council shall, on receiving a request in writing for such a meeting from **not less than ten (10) ordinary 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

14.8 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

15.8 The Society shall arrange a program of activities and advise each Member of the Society in writing.

15.9 **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.

15.10 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.

15.11 The President, or in the absence of the President, the Senior 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.

15.12 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

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

16.9 The President shall advise each Member of the Council of the day, the time and place of each Council Meeting.

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

16.11 The Chairperson shall have an ordinary and casting vote if necessary at all meetings.

17 FUNDS SOURCE

17.8 The major source of funds shall be the annual membership dues and the annual royalties for the **Australian Geographer**.

17.9 Additional funds shall be generated by the Council, on behalf of the Society, by the publication of books, proceedings of conferences and other research resources.

17.10 Other funds shall be generated to meet the costs of organising seminars, excursions and fieldwork by charging a registration fee.

17.11 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.

18 ACCOUNTS

18.8 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 at the end of the Society's financial year.

18.9 The Honorary Treasurer 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

19.8 The Honorary Treasurer shall, on behalf of the Society, receive all monies paid to the Society and forthwith issue official receipts therefore.

19.9 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 by the Treasurer as soon as possible after receipt thereof.

19.10 Except with the authority of the Council, no payment of a sum exceeding **ten (10) dollars** shall be made from the funds of the Society otherwise than by cheque drawn on the Society's bank account; in addition the Council may provide the Treasurer 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 may impose.

19.11 Cheques shall be drawn **to order**, crossed **not negotiable**.

19.12 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn on behalf of the Society shall be signed by any two (2) of the following Council members, namely the President, one of the Honorary Secretaries and one of the Honorary Treasurers, or in the absence of any one of them the Council shall delegate the Office Manager to be the second signatory.

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

20 COMMON SEAL

20.8 The common seal of the Society shall be left in the custody of the Honorary Secretary.

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

20.10 The affixing of the Common Seal shall be attested to by the signatures either of:

20.10.2 The President and the Honorary Secretary; or

20.10.3 The Public Officer and the Honorary Treasurer; or

20.10.4 Any two of the above office bearers.

21 CUSTODY OF BOOKS

All records, books and other documents of the Society shall be open to inspection, free of charge, by a Member of the Society by arrangement with the Honorary Secretary and/or the Honorary Treasurer in the Office of the Society

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23 LIABILITY OF MEMBERS

- 23.8 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.
- 23.9 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

- 24.8 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.
- 24.9 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 **not less than twenty-one (21) days** written notice specifying intention to propose the resolution as a special resolution is given in accordance with these rules.
- 24.10 **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 or wholly or in part to the objectives of the Society 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

- 25.8 Repeal, alteration of, or addition to any of the articles contained in this Constitution shall **not** be made unless written notice of motion, signed by at least **ten (10) Members** of the Society, shall have been received by the Honorary Secretary of the Council at least **seven (7) days** before a regular meeting of the Council.
- 25.9 Should the Council decide that the proposed amendment to the Constitution be submitted to the Society, all Members will receive written 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 three-quarters majority of the Members attending the Meeting will be required to adopt the resolution.