



**GEOGRAPHICAL ASSOCIATION OF WESTERN AUSTRALIA [INC.]**

**CONSTITUTION**

**(As amended and passed by Special Resolution at the GAWA AGM held 8<sup>th</sup> September 2015)**

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## **CONSTITUTION**

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### **1. TITLE**

The title of the Association shall be “Geographical Association of Western Australia (Incorporated)” [herein referred to as: the Association].

### **2. OBJECTIVE**

The principal and over-riding objective of the Association shall be to encourage in various ways the advancement, education, promotion and practice of the science of geography in Western Australia.

### **3. AIMS**

To achieve this objective, the aims of the Association shall be:

- i) To promote learning, research, interest and practice of geography in Western Australia;
- ii) To provide an organisation and forum for students, teachers and practitioners of geography to communicate knowledge, ideas, opinions and activities about the science of geography and geographical education.

### **4. POWERS**

For the purpose of achieving or furthering the objective and aims, the Association shall have power:

- i) To publish and promote print and non-print materials related to the science of geography and geographical education;
- ii) To arrange and conduct student and teacher forums and other activities for the advancement of the science of geography and geographical education in Western Australia;
- iii) To purchase, sell, hold, lease or rent real or personal property;
- iv) To borrow, raise or secure the payment of money to secure the repayment or performance of any debt, liability, contract or guarantee incurred or to be entered into by the Association;
- v) To establish and collect annual membership subscriptions;
- vi) To enter into any arrangements with any government or local government authority or instrumentality;
- vii) To employ, hire or engage managers, clerks, secretaries or other persons;
- viii) To invest the monies of the Association;
- ix) To make gifts or give prizes;
- x) To amalgamate or associate with any other geographical or educational associations;
- xi) To do all such other things as are incidental or conducive to the objective and aims of the Association.

### **5. INCOME AND PROPERTY**

The assets and income of the Association shall be applied exclusively to the promotion of the objective and aims of the Association and no portion shall be paid, transferred or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

## **6. MEMBERSHIP**

- i) Membership shall be available to any person or organisation interested in the objective and aims of the Association and shall be granted at the discretion of the Council of the Association.
- ii) Membership classes shall be:
  - (a) Metropolitan Individual Membership (as defined by the Council and may include sub-categories of Membership with different membership fees);
  - (b) Country Individual Membership (as defined by the Council and may include sub-categories of Membership and whose annual subscription/s shall be three quarters of the Metropolitan Individual membership fee/s);
  - (c) Metropolitan Institution Membership (as defined by the Council);
  - (d) Country Institution Membership (as defined by the Council and whose annual subscription/s shall be three quarters of the Metropolitan Institutional Membership fee/s);
  - (e) Student Membership (as defined by the Council)
  - (f) Honorary Life Membership, awarded by the decision of a General Meeting upon the recommendation of the Council, for an outstanding contribution to the Association. Honorary Life Members shall not be required to pay an annual subscription fee.
- iii) A member shall cease to be a member if:
  - (a) The member resigns.
  - (b) The member fails to pay their dues.
  - (c) The member is suspended or expelled.

## **7. OFFICERS**

- i) The officers of the Association shall be:
  - (a) A President.
  - (b) Two Vice-Presidents.
  - (c) The Secretary.
  - (d) The Treasurer.
  - (e) The Immediate Past-President
- ii) The President shall not hold office continuously for a period longer than three years, unless no nomination for President is received, in which case the incumbent President shall be entitled to continue to hold the office of President until a nomination is received and election can occur at the next Annual General Meeting.
- iii) No person shall be an Officer of the Association unless they shall be a financial or an honorary life member of the Association.

## **8. MANAGEMENT**

The management of the affairs of the Association shall be vested in a Council.

### **The Council**

- i) The Council shall comprise:
  - (a) The six (6) Officers of the Association.

- (b) Up to fourteen (14) other members elected annually by simple majority at the Annual General Meeting.
- (c) An Editor - approved by the elected members of the Council.
- (d) A Business Manager - approved by the elected members of the Council.

Note: The Editor and/or Business Manager can be additional to the above Council Members, or can be one or more of the above Council Members.

- ii) Members shall elect annually, by simple majority of those present at the Annual General Meeting of the Association:

The Officers of the Association, viz:

- (a) A President.
- (b) Two Vice-Presidents.
- (c) A Secretary.
- (d) A Treasurer.

and

- (e) Up to fourteen (14) other Council Members.

Note 1: The Immediate Past-President shall automatically be an Officer and Council Member.

Note 2: The Council can comprise up to a maximum of twenty (20) Members.

- iii) The Council, elected at the Annual General Meeting, shall take up office in the January of the next calendar year following the Annual General Meeting.
- iv) The Council shall be responsible for the educational, professional development and learning, promotional and affiliate activities of the Association.
- v) The Council shall approve the appointment of an Editor and a Business Manager, with full voting rights.
- vi) Nominations for the election of members of the Council shall be submitted in writing to the Secretary in advance of the election date.
- vii) The Council shall have the power to:
  - (a) Appoint an Auditor.
  - (b) Appoint Council Members where a vacancy exists, until election can occur at the next General Meeting.
  - (c) Appoint a Primary-level Professional Learning Coordinator.
  - (d) Appoint a Secondary-level Professional Learning Coordinator.
  - (e) Appoint from Council an Assistant to the Secretary and/or Treasurer as it deems necessary.
  - (f) Co-opt members of the Association for any special purpose (with no voting rights).
- viii) A quorum at a Council meeting shall consist of a majority of the elected Council Members and shall include either the President or a Vice-President.
- ix) Council shall meet at least once every two months, and shall be empowered to call a General Meeting at two weeks' notice.
- x) Council meetings shall be convened by the President at her/his discretion, provided that a Council meeting must be held within two weeks from the date on which the President received a request for such a meeting from any two Council Members.
- xi) A record of minutes, including Resolutions and Decisions of all Council Meetings shall be maintained.
- xii) Any member of the Association may place any matter on the agenda of a Council meeting by submitting the matter in writing to the Secretary at least one week before the date of the Council meeting.

- xiii) Each member shall have one vote only in all matters requiring a decision by vote.
- xiv) The President shall exercise only a casting vote at Council meetings.
- xv) Divisions of the Association may be formed from time to time to reflect the special interests of members of the Association, such Divisions to be under the control of a Standing Committee appointed by the Council of the Association.

### **The Executive**

- i) The Officers of the Association shall constitute the Executive of the Association, which by delegation from the Council, shall be responsible for the day-to-day management of the commercial, financial and personnel tasks of GAWA, as well as strategic forward planning matters.
- ii) Regular Executive Meetings shall be held (including meetings conducted by e-mail or teleconference) at least once every two months before scheduled Council Meetings.
- iii) An Executive Meeting shall be convened by the President, or at the request of any two other Executive Officers.
- iv) Executive Meetings shall be presided over by the President, or in her/his absence, by a Vice-President.
- v) A quorum for an Executive Meeting shall comprise of least three GAWA Officers.
- vi) A record of minutes, including Resolutions and Decisions, of all Executive Meetings shall be maintained.
- vii) Executive Meeting Minutes shall be tabled at the following Council Meeting.
- viii) The record of Executive Meeting Minutes, Resolutions and Decisions shall be submitted to the GAWA Auditor as part of the audit documentation.

## **9. ANNUAL GENERAL MEETING**

- i) The Annual General Meeting shall be held each year within four months after the end of the Association's financial year on a day and time to be arranged by the Council.
- ii) The quorum shall consist of fifteen Association members.
- iii) The business of the Annual General Meeting shall include:
  - (a) Confirmation of minutes and matters arising;
  - (b) the President's Report;
  - (c) the Treasurer's Report and Statement of Accounts for the preceding financial year;
  - (d) the election of Officers and members of the Council;
  - (e) the appointment of an Auditor;
  - (f) setting of annual membership subscription fees;
  - (g) motions on notice; and
  - (h) general business.

## **10. EXTRAORDINARY GENERAL MEETING**

- i) An Extraordinary General Meeting may be called in one of the following ways:
  - (a) By resolution of the Council.
  - (b) By petition in writing by at least ten members of the Association.
  - (c) By resolution at a previous Annual General Meeting or Extraordinary Meeting.
- ii) The quorum shall consist of fifteen members.

## **11. CHAIRPERSON OF GENERAL MEETING**

- i) The President, or in the President's absence a Vice-President, shall preside at the Annual General Meeting and at any Extraordinary General Meeting.
- ii) In the absence of the President or Vice-President the meeting shall elect any member of the Association to preside.
- iii) The Chairperson of any General Meeting shall have a casting vote as well as a deliberative vote.

## **12. VOTING**

- i) Only financial members shall be eligible to vote at any General Meeting of the Association.
- ii) At every General Meeting a resolution put to the vote shall be decided by a show of hands by a numerical majority of members present.
- iii) At all General Meetings each member shall be entitled to one vote.
- iv) Postal votes may be permitted in such forms as the Council may decide, and will be available only to members resident outside the metropolitan area of Perth, provided that postal votes shall be received by the Secretary at least one week before the date of the General Meeting when voting occurs.

## **13. NOTICE OF MEETING**

- i) Ten days' written notice shall be given of the Annual General Meeting to all members.
- ii) Seven days' notice shall be given of a Council Meeting in any manner convenient to the Secretary.

## **14. MINUTES OF MEETINGS**

- i) The Secretary (or nominee) shall keep minutes of all General Meetings and Council Meetings.
- ii) Subject to the discretion of the President, minutes of all meetings shall be open to inspection by any member at a time and place convenient to the Secretary.

## **15. AFFILIATION**

The Association shall be affiliated to the Australian Geography Teachers' Association.

## **16. SUSPENSION AND EXPULSION**

- i) Any member of the Association whose conduct, in the opinion of the Council, is prejudicial to the interests of the Association may be suspended or removed from membership of the Association by a majority of at least two-thirds of the full Council, voting at a meeting of the Council called for that purpose and for which seven days' notice shall have been given to all members of the Council and to the member who it is proposed to suspend or expel.
- ii) The member who it is proposed to suspend or expel may attend such meeting for the purpose of being heard and offering an explanation for the alleged conduct.
- iii) An appeal shall be to an Extraordinary General Meeting which shall be called by the Council at the request in writing of the member who has been suspended or expelled within seven days of the Council's decision.
- iv) On appeal from a decision of the Council, the Extraordinary General Meeting may make such resolution as it may see fit to allow or disallow the appeal in whole or in part and may vary the decision of the Council.

- v) Any member who is suspended or expelled shall not be entitled to any refund of any subscription.
- vi) Where a member has been suspended or expelled, his suspension or expulsion shall not affect the membership of any other persons who may comprise a family membership.
- vii) Where a member is suspended, such member shall be deemed to be not a member during the period of his suspension until such time as his suspension is lifted.

## **17. RESIGNATION**

- i) Any person who wishes to resign their membership shall do so in writing by letter addressed to the Secretary.
- ii) Any person who fails to pay their annual subscription before 30 June of each year shall be deemed to have resigned from the membership of the Association.

## **18. SUBSCRIPTIONS**

The annual subscription for each class of membership shall be decided at the Annual General Meeting of the Association.

## **19. FINANCE**

- i) The Council shall cause true accounts to be kept of the monies received and expended.
- ii) A balance sheet containing a summary of assets and liabilities of the Association, together with a statement of profit and loss for the preceding year, shall be prepared and submitted to the Annual General Meeting.
- iii) The accounts shall be audited by the Auditor, who shall make a report on the accounts.
- iv) The financial year of the Association shall be from 1<sup>st</sup> July to 30<sup>th</sup> June of the following year.
- v) The Council shall conduct its financial transactions through banks or other financial institutions.
- vi) All cheques and/or electronic funds transfer payments shall be co-signed/co-authorised by any two of the following:
  - (a) the President;
  - (b) a Vice-President;
  - (c) the Secretary;
  - (d) the Treasurer
  - (e) the Immediate Past-President
  - (f) the Business Manager
- vii) The accounts shall be open to inspection by any member upon giving reasonable notice to the Treasurer at a time and place convenient to the Treasurer.

## **20. AUDITOR**

The Auditor shall be appointed by resolution at the Annual General Meeting to audit the accounts and shall not be a member of the Council. The Auditor may attend the Annual General Meeting and take part in discussions.

## **21. COMMON SEAL**

- i) The Association shall have and use a common seal inscribed with the name of the Association which shall be held in the custody of the President (or nominee) and it shall be used or affixed to any document after authority has been given by the Council.

- ii) The affixing of the common seal of the Association must be witnessed by any two of the President, the two Vice-Presidents, the Secretary and the Treasurer.

**22. DISSOLUTION**

- i) The Association may be dissolved at any time by a Special Resolution and agreed to by at least a three-quarter (75%) majority of the members present and entitled to vote at a General Meeting called for the purpose.
- ii) If upon dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any assets whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other association incorporated under the Associations Incorporation Act (1987) and having objectives/aims similar wholly or in part to the objective and aims of the Association and which has rules prohibiting the distribution of its assets and income to its members. In so far as effect cannot be given to such determination, then a Judge of the Supreme Court shall determine the distribution.

**23. AMENDING THE CONSTITUTION**

- i) Notice of Special Resolutions regarding proposed amendments to the Constitution of the Association shall be given to members at least two weeks before the Annual General Meeting or a General Meeting called to consider the proposed amendments.
  - ii) Amendments to the Constitution of the Association shall be made by a Special Resolution and agreed to by at least a three-quarters (75%) majority of members present and entitled to vote at a General Meeting.
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