

# *The Geography Teachers Association of New South Wales and Australian Capital Territory Incorporated. (GTANSW & ACT Inc.)*

Founded 1936

## **CONSTITUTION**

Approved by the Annual General Meeting of GTA NSW  
on October 28, 2024

### **1. NAME OF THE BODY**

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The name of the body shall be **The Geography Teachers' Association of New South Wales Incorporated**, herein after referred to as the **Association**.

### **2. OFFICE OF THE ASSOCIATION**

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The main office of the Association shall be located in metropolitan Sydney, New South Wales.

### **3. OBJECTIVES OF THE ASSOCIATION**

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The objectives of the Association shall be to promote the study and teaching of geography in schools by:

- introducing students to recent geographical research;
- developing students research skills in the classroom and in field studies;
- awarding prizes to students of geography;
- providing professional development to improve the teaching of geography;
- encouraging and disseminating educational research with particular reference to the teaching of geography;
- publishing and distributing materials to implement geography programs; and
- investigating and making recommendations to appropriate authorities and educational policies giving rise to, or arising from the laws, regulations and administrative practices governing education with particular reference to teaching and examining of geography.

### **4. ASSETS AND INCOME**

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**As a non-profit body, the assets and income of the Association 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 Association.**

### **5. POWERS OF THE ASSOCIATION**

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

- to keep under continual review the possibilities for investigation into geographical education in New South Wales and to make recommendations thereon to appropriate authorities;
- to provide a program of lectures, audio-visual presentations, seminars, student days, conferences, study tours and field study days;
- to establish sub-committees in such areas as curriculum resources, classroom practices and related educational policy;
- to foster the publication of books, magazines, papers, audio-visual materials, newsletters, research articles and journals to assist teachers and students;

- to keep file copies of all publications of the Association;
- to award prizes to students of Geography;
- to **Corporate Members** collaborate with the Joint Council of the New South Wales Teachers' Professional Association, interested Geography Teachers' Associations, and the Australian Geography Teachers Association; and
- to co-operate with other bodies by providing lectures, workshop leaders and resource materials and to organise conferences together.

## 6. MEMBERSHIP

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- 6.1 Any person with an interest in the development of geographical education who applies for membership and is admitted by Council, shall be eligible for membership upon payment of the annual dues provided by this Constitution.
- 6.2 Members of the Association shall be of four classes; K-12 educational organisations, Corporate institutions, Personal Members, and Concessional Members.
- 6.3 Admission to Membership shall be by online application and payment of due fees.
- 6.4 The Council may, on its unanimous vote, refuse admission to Membership to any applicant.
- 6.5 Departments of Government, business organisations, other educational institutions (e.g. Universities, Colleges) and other corporate bodies are eligible for Corporate Membership. K-12 educational organisations and Corporate Members shall NOT be entitled to hold office in the Association or to vote at its meetings.
- 6.6 Retired teachers, unemployed teachers, casual teachers and full-time students (universities, tertiary education colleges, TAFE institutions shall be eligible for Concessional Membership. Student Members shall NOT be entitled to hold office in the Association or to vote at its meetings.
- 6.7 The council may elect to a **Fellowship of the Association** members of outstanding performance with regard to:
1. the advancement of the teaching of Geography; or
  2. the advancement of geographical knowledge; and
  3. significant contribution to the objectives of the Association.
- The annual dues for Fellows shall be either the Personal or Concessional rate, whichever is appropriate.

## 7. DISCIPLINE OF MEMBERS

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- 7.1 The council shall apply the following code of discipline to its members:
- 7.2 No member of the Association shall publish, or otherwise communicate, any matter which may purport to represent the views or policy of the Association, as a whole, without the expressed sanction of the Council;
- 7.3 Any member who fails to pay the appropriate annual membership dues within **two** (2) calendar months of the day on which they are payable shall be sent a reminder notice by the Honorary Treasurer. Membership shall cease if the annual dues are **not** paid within **six** (6) calendar months from the beginning of the calendar year.
- 7.4 The council may terminate the Membership of any Member who is considered by a two-thirds majority of the Council to have committed a breach of these Articles or any regulations or shows

conduct prejudicial to the standing of the Association provided that the Member has been given an opportunity to state a defence before Council.

## 8. REGISTER OF MEMBERS

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The Honorary Secretary shall keep a Register of Members, recording the full name and address of each member.

## 9. ANNUAL MEMBERSHIP DUES

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9.1 The amounts of all membership dues shall be fixed by the Council at the Annual General Meeting and communicated in writing to all members.

9.2 The annual membership dues shall be payable to the Honorary Treasurer of the Association on the first day of January in each calendar year.

## 10. COUNCIL AND OFFICERS

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10.1 The Association shall be governed and managed by a Council which shall hold office from the conclusion of one Annual General Meeting to the conclusion of the succeeding Annual General Meeting.

10.2 The officers of the Council of the Association shall consist of:

1. The President;
2. **Four** (4) Vice Presidents;
3. **One** Minutes Secretary;
4. **One** Honorary Treasurer;
5. **The** Editor; and
6. **Fifteen** (15) other Councillors.

All of these officers shall be elected at the Annual General Meeting of the members.

10.3 The Council shall have the power to co-opt up to **ten** (10) other members to assist the elected officers.

10.4 No President shall remain in office for more than **three** (3) consecutive years.

10.5 The President, the Vice Presidents (4) and the Honorary Treasurer shall constitute the Executive of the Association.

10.6 For the purpose of this Constitution, the office of an officer of the Council of the Association becomes vacant if the officer:

1. dies;
2. becomes bankrupt or applies to take advantage of any law relating to bankrupt insolvent debtors or compounds with his or her creditors;
3. becomes of unsound mind;
4. resigns from the office by writing under his or her hand addressed to the Council;
5. fails, without leave granted by the Council to attend **three** (3) consecutive meetings of the Council; or
6. ceases to be a financial member of the Association.

## 11. POWERS OF THE COUNCIL

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- 11.1 The Council, having regard to this Constitution, shall plan and implement the requirements of the Association.
- 11.2 The Council may determine the filling of casual vacancies on the Council.
- 11.3 The Council shall have the power to make such payments from the funds of the Association as are from time to time considered necessary for the good management of the Association.
- 11.4 The Council shall from time to time determine the investment of monies in such a manner as deemed appropriate.
- 11.5 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.
- 11.6 The Council shall control the issue of all publications of the Association.

## 12. ANNUAL GENERAL MEETING

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- 12.1 The Association shall, in each calendar year, hold an Annual General Meeting **no later than the first day in November**. **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 in writing to each Member of the Association. 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:
  - 1. The Council shall prepare a list of nominations for the following offices:
    - President of the Association;
    - **Four** (4) Vice-Presidents of which one vice president position is for the immediate past president**Fifteen** (15) General Councillors.  
From these positions will draw the positions of Honorary Treasurer, Minutes Secretary and the Editor
  - 2. Each Member of the Association shall receive a copy of this list at least **fourteen** (14) days before the date fixed for the Annual General Meeting.
  - 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.
  - 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 Association.
  - 5. Members' nominations shall be in the hand of the President 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:
  - 1. to confirm the minutes of the last preceding Annual General Meeting;
  - 2. to receive from Council the Annual Report and audited Annual Accounts for the preceding financial year;
  - 3. to determine the annual dues for the following year;
  - 4. to elect the officers of the Association; and
  - 5. to deal with any other business raised at the meeting.

### 13. SPECIAL GENERAL MEETING

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- 13.1 The Council may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 13.2 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 Association in terms of notice as for the Annual General Meeting.

### 14. GENERAL MEETINGS

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- 14.1 The Council shall convene General Meetings of the Association in metropolitan Sydney at least **four (4) times** each calendar year and shall meet also on such other occasions as the Executive may decide.
- 14.2 The council shall, at least **fourteen (14)** days before the date fixed for holding a General Meeting of the Association, notify all members of the Association 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

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- 15.1 The Association shall arrange a program of activities and advise each Member of the Association in writing.
- 15.2 **Eight (8)** Members personally present (being members entitled under this Constitution to vote thereat) constitute of 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, the senior Vice President present shall chair a General Meeting of the Association. If the President and the Vice Presidents are absent from a General Meeting, the members present shall elect one of their number to chair 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

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- 16.1 The Council shall meet at least **four (4)** times a year in metropolitan Sydney and shall meet also on such other occasions as the Executive may decide. **Eight (8)** members shall constitute a quorum.
- 16.2 The President shall advise each Member of the Council of the day, time and place of each Council Meeting.
- 16.3 All Council Members in attendance will each have a vote.
- 16.4 The Chair shall have an ordinary and casting vote if necessary at all meetings.

### 17. ACCOUNTS

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- (a) The Association's Accounts are to be managed and operated in a manner determined by the Council and in accordance with the Constitution and the Act.
- (b) The Council shall submit to the Members at the AGM the statements of account of the Association in accordance with the Constitution and the Act.

- (c) The statements of account when approved or adopted by the AGM shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

## **18. ASSOCIATION FUNDS**

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18.1 Income and property derived from such sources; and managed in such manner; as the Council determines from time to time subject to the Act and this Constitution.

18.2 The income and property of the Association shall be applied solely towards the promotion of its objectives.

18.3 Except as prescribed in the Constitution or the Act

(a) other than specified honoraria (as approved by the Association's Council) and the reimbursements of expenses incurred in the conduct of the Association's activities, no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Council member; and

(b) other than contracted services (as approved by the Association's Council) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member who holds any office of the Association.

18.4 Nothing in clauses (18.3a) and (18.3b) shall prevent in good faith of or to any member for:

(a) any services actually rendered to the Association whether as an employee or otherwise;

(b) goods supplied to the Association in the ordinary and usual course of operation;

(c) any out-of-pocket expenses incurred by the Member on behalf of the Association; provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

### **18.5 AUDITOR**

(a) A properly qualified auditor or auditors shall be appointed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Council

(b) The accounts of the Association shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

## **19. LIABILITY OF MEMBERS**

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19.1 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the Member in respect of the membership of the Association as required by Rule 9.

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

## 20. DISSOLUTION OF THE ASSOCIATION

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20.1 The Association may be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up or dissolved at a Special General Meeting of the Association called for this purpose.

20.2 A special resolution requires that not less than two-thirds of the Members of the Association attending the meeting and being entitled under the Rules of the Association so to do, vote in person at a Special 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 the rules.

20.3 If upon winding up or dissolution of the Association 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 other body or association having objectives similar to those of the Association, or shall be paid to the credit of a selected charitable institution, determined by a two-thirds majority of the registered members of the Association and subject to the provisions of the New South Wales Incorporation (Amendment) Act, 1985, No. 75.

## 21. AMENDMENT OF THIS CONSTITUTION

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21.1 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 Association, shall have been received

by the Honorary Secretary of the Council at least **seven** (7) days before a regular meeting of the Council.

21.2 Should the Council decide that the proposed amendment to the Constitution be submitted to the Association, all Members will receive written notification of the proposal and a vote thereon shall be taken at a Special General Meeting, or at the ensuing Annual General Meeting.