

GEOCONFERENCES (W.A.) INC.

CONSTITUTION

CONTENTS

- 1. NAME**
- 2. OBJECTS**
- 3. POWERS**
- 4. NON-PROFIT**
- 5. MEMBERSHIP**
- 6. SUBSCRIPTIONS**
- 7. MEETINGS**
- 8. MANAGEMENT COMMITTEE**
- 9. POWERS OF COMMITTEE**
- 10. PROCEDURE**
- 11. COMMON SEAL**
- 12. FINANCE**
- 13. AUDITOR**
- 14. ALTERATION OF CONSTITUTION**
- 15. DISSOLUTION**
- 16. EXPULSION OF MEMBERS**
- 17. DEFINITIONS**
- 18. NOTICES**

1. NAME

The Association shall be called "Geoconferences (W.A.) Inc."

2. OBJECTS

The objects of the Association are:

- (1) To act as an organisation to educate and to afford the opportunity for the expression of opinion by arranging activities to benefit geoscientists on matters of common interest.
- (2) To promote geoscientific knowledge as an Association or in conjunction with other associated professional organisations, by:
 - (a) arranging conferences, symposia, conventions, seminars, meetings, workshops or studies of topics of geoscientific interest;
 - (b) publishing reports on activities conducted as above or any other aspect of geoscience;
 - (c) arranging for lectures which will benefit geoscientists;
 - (d) furthering the development of geoscience both among the members and the public; and
 - (e) using surplus funds, to support geoscience activities in Western Australia and assist geoscience students through grants or other means, either directly or through educational organisations.

3. POWERS

The Association shall have the following powers:

- (1) To do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.
- (2) To manage and conduct the operation and affairs of the Association in accordance with the Act and this Constitution.
- (3) Without affecting the generality of the foregoing, to invest and deal with monies of the Association not immediately required for the purpose of the Association in such a manner as may, from time to time, be determined by the Committee in accordance with this Constitution.

4. NON-PROFIT

- (1) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the Members of the Association, provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration of any officer or employee of the Association, or to any person other than a Member, in return for services rendered to the Association, nor prevent the reasonable and proper reimbursement of out-of-pocket expenses incurred by any Member carrying out the activities of the Association.

5. MEMBERSHIP

- (1) Membership shall be open to all geoscientists who qualify as members of any professional geoscientific organisation in Australia which is generally recognised by the geoscientific community in Australia, and such other persons as the Committee shall admit.

To become a Member it will be necessary that:

- (a) The applicant be proposed by a Member of the Association and seconded by another Member, and
- (b) The application be considered by the Committee to determine the admission or rejection of the applicant.

In no case shall the Committee be required to give any reason for the rejection of an applicant.

- (2) Membership of the association shall consist of:
 - (a) Ordinary Members, namely those members of the Association who pay the full subscription of the Association;
 - (b) Temporary (or co-opted) members, who may be invited by the Committee to attend a Meeting of the Association or a Committee Meeting, but shall not have the right to take part in the business of the meeting or the right to hold office.
- (3) The following privileges, rights and conditions shall apply to Ordinary Membership of the Association:
 - (a) A Member shall be entitled to vote and propose motions at a Meeting of the Association that may be called by the Secretary;
 - (b) Membership entitlement is not transferable;

- (c) A Member shall cease to be a member of the Association when the person dies, resigns membership, or is expelled from the Association in accordance with this Constitution, or when a subscription is six months in arrears; and
 - (d) A Member may resign from the Association by notifying the Committee in writing.
- (4) A register of the names, postal or residential addresses and membership status of Members of the Association shall be kept by the Secretary in accordance with the Act. In addition the Secretary shall maintain a list of appropriate addresses for use in electronic transmission of material relevant to the Association.

6. SUBSCRIPTIONS

- (1) Ordinary Members shall pay an annual subscription which shall become due and payable at the commencement of each financial year of the Association.
- (2) The amount of the subscription shall, from time to time, be recommended by the Committee and any proposal for alteration shall be put to the vote at the Annual General Meeting, of which not less than twenty one days notice shall be given to members, such notice setting out the full text of the recommendation.
- (3) Membership shall cease when a subscription is more than six months in arrears.

7. MEETINGS

- (1) The Annual General Meeting of the Association shall be held after 30th June and prior to the 31st October in every year. Not less than twenty one days notice in writing of the time and place of the meeting shall be given to members. The business of the meeting shall be:
 - (a) to receive and consider the audited profit and loss account, the balance sheet, and the reports of the Chairperson, Secretary, Treasurer and Auditor;
 - (b) to determine the amount of the annual subscription;
 - (c) to appoint an auditor;
 - (d) to approve remuneration to the appointed auditor;
 - (e) to determine the membership of the Committee; and

- (f) to deal with any other business of which due notice has been given.
- (2) The Secretary shall call a Meeting of the Association whenever required by the Chairperson of the Committee, or upon the written request of not less than ten Members of the Association or three Committee members, such written request to state the business proposed to be dealt with at that meeting.
- (3) No less than fourteen days notice in writing stating the time and place of any General Meeting of the Association and the proposed business to be discussed at that meeting shall be given to Members.
- (4) Not less than twenty eight days notice in writing stating the time and place of any Special General Meeting of the Association and the proposed business to be discussed at that meeting shall be given to Members.
- (5) At a Meeting of the Association, a quorum shall consist of whichever is the greater of either nine Members or fifteen per cent of the Ordinary financial Members on the register.
- (6) A Meeting of the Association may be adjourned when a quorum is no longer present.
- (7) If the Secretary fails to call a Meeting of the Association or a Committee Meeting within seven days of a valid request, then the Chairperson of the Committee shall be empowered to do so.

8. MANAGEMENT COMMITTEE

- (1) The conduct of the business and affairs of the Association shall be vested in a Management Committee (the Committee).
- (2) The Committee shall consist of the following persons who shall be elected or appointed to serve on the Committee from one Annual General Meeting until the next Annual General Meeting:
 - (a) four elected office bearers, being
 - (i) the Chairperson,
 - (ii) the Vice-Chairperson,
 - (iii) the Secretary, and
 - (iv) the Treasurer;
 - (b) at least three and not more than six other elected Members.

- (3) Only Members of the Association shall be considered for election to the Committee.
- (4) Nominations for election of Members to the Committee shall be received in writing prior to commencement of the Annual General Meeting. The nomination must indicate the name of the proposed and the proposer.
- (5) In the event that insufficient nominations are received, then nominations can be received from the floor.
- (6) Office bearers shall be elected by the Members of the Association.
- (7) The order in which voting shall take place is:
 - (a) the Chairperson,
 - (b) the Vice-Chairperson,
 - (c) the Secretary,
 - (d) the Treasurer, and
 - (e) the remaining elected members.
- (8) A person can be nominated for more than one position but may only hold one elected position in the Committee.
- (9) The Committee shall have the power to fill casual vacancies as they arise and to co-opt additional members to serve on Sub-committees.
- (10) The Committee may appoint persons who are not Members to attend meetings of the Committee and Association to assist in the administration of the Association; such persons will not have voting rights at meetings.
- (11) The time and place for a Committee Meeting may be determined by the Committee, provided that a meeting may be called at any time by the Chairperson, and shall be called at the request of any three other Committee members.
- (12) A quorum at a Committee Meeting shall be six Committee members, one of whom shall be either the Chairperson, the Vice-Chairperson, or the Secretary.
- (13) A Committee Meeting may be adjourned when a quorum is no longer present.

- (14) The Committee may appoint such Sub-committees or Special Activity Committees as it considers necessary and may delegate any of its powers to such committees subject to the following:
- (a) Each Sub-committee or Special Activity Committee shall elect its own chairperson and any other office bearers as required to pursue the purpose of its establishment,
 - (b) Each Sub-committee or Special Activity Committee shall be responsible to, and shall report to, the Committee, who may dissolve it at any time.
- (15) A member of the Committee or a Sub-committee who:
- (a) is absent from three consecutive Committee Meetings or three consecutive Sub-committee Meetings without leave of absence or good reason; or
 - (b) is declared bankrupt, either under the Act or the provisions relating to directors under the Companies (Western Australia) Code,
- shall cease to be a member of the Committee or Sub-committee, as the case may be, and shall be notified by the Chairperson in writing to that effect.
- (16) Officers and members of the Committee shall be eligible for re-election.
- (17) The Committee shall be able to act according to the objects of the Association notwithstanding vacancies or invalid appointments.
- (18) A Committee member may resign from the Committee by notifying the committee in writing.

9. POWERS OF THE COMMITTEE

- (1) Subject to the Constitution, to any resolution of a Meeting of the Association, and to the Act, all powers of the Association may be exercised by the Committee and the Committee shall have the power to do the following:
- (a) to control and manage the affairs of the Association and to do all acts and things as may appear to the Committee to be necessary or desirable for the proper management of the business affairs and activities of the Association;
 - (b) make such by-laws as may be necessary for the management of their own proceedings and of the Association, provided that no

by-laws shall be inconsistent with the Constitution and that they shall be notified at the next Meeting of the Association;

- (c) engage and dismiss servants of the Association and exercise such administrative powers as may be necessary for carrying out the objects of the Association in accordance with the Constitution; and
- (d) construe the Constitution for all purposes, such construction to be final until rescinded by a Meeting of the Association.

10. PROCEDURE

- (1) Meetings of the Association and Committee Meetings shall be presided over by the Chairperson or the Vice-Chairperson or, in their absence, by a person appointed to the Chair by the meeting.
- (2) At Meetings of the Association and Committee Meetings, voting shall, subject to this Constitution, be by simple majority of members present and entitled to vote and may be taken either by a show of hands or by ballot.
- (3) There shall be no voting by proxy.
- (4) The Chair may rule on all questions of order and procedure but such rulings may be voted upon by the members at the meeting.
- (5) The Chair shall have both a deliberate and a casting vote.
- (6) Minutes shall be taken of proceedings of all Meetings of the Association and Committee Meetings, and such minutes shall be read and confirmed at the following Meeting of the Association or Committee Meeting, respectively.

11. COMMON SEAL

- (1) The common seal of the Association, engraved with the name of the Association, shall be kept in the custody of the Secretary.
- (2) The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Committee and in the presence of any two of the following: the Chairperson, the Secretary, the Treasurer, or a Committee member nominated by the Committee, both of whom shall subscribe their names as attesting to the affixing of the seal.

12. FINANCE

- (1) The Treasurer or a nominee of the Association shall be empowered to receive monies and to issue receipts on behalf of the Association. The Treasurer, or the nominee, shall pay all monies so received into the Association's bank account or any other accounts.
- (2) The Association may open such accounts with any trading or savings bank, or invest funds as the Committee may authorise.
- (3) Any bank account or other investment shall have four signatories, namely the Chairperson, Treasurer, and any two other members of the Committee as determined at a Meeting of the Association. All cheques shall be signed by any two of the signatories to the account.
- (4) Any payment made on behalf of the Association in excess of an amount as determined at a Meeting of the Association, shall be made only on the authority of the Chairperson, Secretary and Treasurer.
- (5) The Treasurer shall be responsible for a correct account of receipts and disbursements, and shall present a statement of accounts at each committee meeting and an audited profit and loss account and balance sheet at the Annual General Meeting.
- (6) The Treasurer shall be responsible for the custody of all accounts books, financial documents and securities of the Association.
- (7) All accounts books, financial documents and securities of the Association shall be available for inspection by members of the Association provided that not less than seven days written notice is given to the Treasurer.
- (8) For the purpose of the accounts, the financial year shall terminate on 30th June.

13. AUDITOR

- (1) The accounts and books of the Association shall be audited by an auditor appointed at the Annual General Meeting who shall receive such remuneration as shall be recommended by the committee and approved by the Annual General Meeting.

14. ALTERATION OF CONSTITUTION

- (1) The Constitution may be amended from time to time provided that not less than twenty eight days notice in writing stating the proposed

amendment shall be given to the Secretary to be placed on the agenda of the next Special General Meeting.

- (2) The full text of the proposed amendment shall be incorporated in the notice calling the Special General Meeting.
- (3) No amendment of the Constitution shall be made except by a resolution carried by at least three-quarters of the financial members present and voting at the Special General Meeting.

15. DISSOLUTION

- (1) The Association may be dissolved by a resolution at a Special General Meeting called for that purpose.
- (2) No less than twenty eight days notice of such a meeting shall be given to members in writing stating the time and place of the Special General Meeting and the object of calling it.
- (3) A resolution calling for the dissolution of the Association shall be carried a majority of at least three-quarters of the financial Members present and voting at the Special General Meeting.
- (4) In the event of the resolution calling for the dissolution being carried, the surplus property and assets of the Association, after the satisfaction of all its debts and liabilities, must not be paid or distributed among the Members or former Members. The surplus property and assets must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the Members.

16. EXPULSION OF MEMBERS

- (1) The Committee may expel any Member whose behaviour is such as to bring the Association into disrepute.
- (2) Any Member expelled by the Association shall be notified within fourteen days of the Committee Meeting at which the resolution for expulsion was carried.
- (3) Any Member expelled by the Committee shall have a right of appeal to a Special General Meeting called for that purpose within twenty eight days of notification of the expulsion.
- (4) Any Member expelled by the Committee shall be permitted to attend and speak at the Special General Meeting.

- (5) Any Member expelled by the Committee shall be permitted to submit to the Special General Meeting written representations by any person.
- (6) No Member expelled by the Committee shall be reinstated except by a resolution carried by at least three-quarters of the financial members of the Association present and voting at the Special General Meeting called for that purpose within twenty eight days of notification of the expulsion.

17. DEFINITIONS


- (1) In this Constitution, unless inconsistent with the context or subject matter, "the Association" means Geoconferences (W.A.) Inc.
- (2) In this Constitution, unless inconsistent with the context or subject matter, "the Act" means the Associations Incorporation Act 1987.
- (3) In this Constitution, unless inconsistent with the context or subject matter, "Member" means a financial Ordinary Member of the Association.
- (4) In this Constitution, unless inconsistent with the context or subject matter, "a meeting of the Association" means an Annual General, General or Special General Meeting of the Association.
- (5) In this Constitution, unless inconsistent with the context or subject matter, "Committee" means the elected Management Committee of the Association and "a Committee Meeting" means a meeting of the Management Committee of the Association.

18. NOTICES

- (1) Any notice may be sent through the post to any Member at the address entered in the register of Members for the time being, or be sent by electronic means, such as facsimile or email, to the electronic address recorded in a list maintained by the Secretary, and such notice shall be deemed to have been given to and received by such member for any purpose required by the Constitution at the time when the letter containing the notice would be delivered in the ordinary course of post or the electronic communication would reasonably have been received by the Member.

I hereby certify the foregoing to be a true and correct copy
of the Constitution of Geoconferences W.A.) Inc.

Signed


.....
Timothy Griffin (Authorised Member)