

FIELD GEOLOGY CLUB OF SOUTH AUSTRALIA (INC.)

CONSTITUTION

1. The name of the Incorporated Association is "Field Geology Club of South Australia (Inc.)", referred to herein as "the Club".

2. DEFINITIONS

- (1) In this constitution, unless the contrary intention appears:-
 - "Act" means the Associations Incorporation Act No. 30 of 1985 and Amendment No. 100 of 1985;
 - "Commission" means the Corporate Affairs Commission;
 - "Bulletin" means the Bulletin of the Field Geology Club of South Australia (Inc.);
 - "Committee" means the Committee of Management of the Club;
 - "member" means a member of the Club;
 - "voting member" means a financial member of the Club over the age of 18 years, or an Honorary Life Member;
 - "eligible member" means a voting member of the Club who has been a member for at least six months;
 - "special resolution" has the same meaning as defined in the Act.
- (2) "Duties" refers to the description of the roles and functions performed by individuals within the Club. A description of each role or function will be supplied to each newcomer taking on the role or function. Only the roles of the 4 Officers must be within the Committee. Other roles or functions may be carried out by members of the Committee or within the general Club membership. The Committee shall decide which roles or functions it would prefer within the Committee and advertise them for election at the Annual General Meeting. An individual may be responsible for more than one duty. The Committee shall retain copies of the Duties descriptions and review them before each Annual General Meeting. The Committee shall revise, add or delete duties according to the changing needs of the Club.
- (3) "Position" with regard to Committee membership refers to any elected Officer or Member of the Committee

3. AIMS AND PURPOSES OF THE CLUB

- (1) To engage in and promote the study of Geology and Earth Sciences by means of lectures, discussions, excursions, publications and any other means deemed desirable by the Committee.
- (2) To encourage the preservation of areas of geological importance.
- (3) To engage with other societies having similar objectives.

4. POWERS

The Club shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

All members will be subject to the regulations of the Constitution and by joining the Club will be deemed to accept these regulations and codes of conduct of the Club.

- (1) Classes of Membership:
 - (a) Ordinary Member;
 - Entitled to participate in all activities of the Club, to receive the Bulletin and to vote if over

the age of 18 years. Entitled to be elected to office if over the age of 18 years and a member for at least six months.,

- (b) Concessional Member:
Pensioners with concession cards, full-time students and unemployed persons shall be entitled to be Concessional Members, with all entitlements of Ordinary Members as in subrule (a).
- (c) Family Member:
The Ordinary Membership or Concessional Membership of a person over the age of 18 years shall entitle that person's partner and any long term members of that household under 18 years of age living at the same address, to be Family Members. The Family Members shall have all entitlements of Ordinary Members, as in subrule (a), except for receiving the Bulletin. Any disputation of eligibility will be settled by the Committee.
- (d) Honorary Life Member:
An Ordinary, Family or Concessional Member, who has given long and/or outstanding active service to the Club may be eligible to be an Honorary Life Member.
- i. Each nomination shall be proposed and seconded in writing to the Committee by two eligible members.
 - ii. The nomination shall be considered by the Committee at its next meeting. The Committee's recommendation shall be put to the first general meeting after that Committee meeting, for a decision by secret ballot.
 - iii. An Honorary Life Member shall have all entitlements of an Ordinary Member as in subrule (a), but shall not be required to pay annual subscriptions.
- (e) Honorary Member:
Non-members who are lecturers and/or excursion leaders of the Club shall become Honorary Members for the calendar year of their contribution to the Club. Honorary Members shall be entitled to participate in all activities of the Club and to receive the Bulletin.
- (f) Body Corporate Member:
A member being a body corporate shall be entitled to appoint one person who need not be a member of the Club, to represent it at a particular general meeting, special general meeting or annual general meeting, or at all such meetings of the Club. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a voting member of the Club until the authority to represent the corporate member is revoked.
- (g) Temporary Member, visitor attending a day activity organized by the Club.
- (2) Application for membership
Application for membership shall be made in such form as the Committee shall prescribe from time to time. Upon payment of the subscription required by this constitution, the applicant shall be a financial member of the Club and be added to the register of members.

6. SUBSCRIPTIONS

- (1) Subscription rates for the various classes of membership shall be determined by the Committee and proposed for approval at a general meeting. The reasons for any variations in subscription rates shall be presented at that general meeting.
- (2) The subscription fees of each class of membership shall be payable annually on 1 October except category (g), which is to be paid on or before the day.
- (3) Any member whose subscription is outstanding for more than three months after 1 October for payment shall cease to be a member of the Club. A lapsed member may rejoin the Club on payment of a full year's subscription.

- (4) A person becoming a member for the first time after 31 March shall be required to pay half of the appropriate annual subscription for the year of joining.
- (5) The cost of the Bulletin shall be part of the members' subscriptions.

7. RESIGNATIONS

- (1) A member may resign from membership of the Club by giving written notice thereof to the Secretary of the Club. A Secretary's resignation shall be submitted to the President.
- (2) Any member so resigning shall be liable for any outstanding moneys or Club property in his/her possession, which may be recoverable as a debt due to the Club.
- (3) No person, on ceasing to be a member of the Club for any reason, shall be entitled to a refund of membership subscriptions.
- (4) No person, on ceasing to be a member of the Club for any reason, shall be entitled to, or have any claim upon, any portion whatever of the property of the Club.

8. EXPULSION OF A MEMBER

- (1) Subject to giving a member an opportunity to be heard by, or to make a written submission to the Committee, the Committee may resolve to expel a member upon a charge of conduct detrimental to the good name, good governance or interests of the Club.
- (2) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- (3) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination, the member shall, subject to subrule (4), cease to be a member 14 days after the Committee has communicated its determination to the member.
- (4) It shall be open to the member to appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the Club within 14 days after the determination of the Committee has been communicated to the member.
- (5) In the event of an appeal under subrule (4) the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club, by secret ballot in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. THE COMMITTEE

- (1) The affairs of the Club shall be managed and controlled exclusively by a Committee of Management which in addition to any powers and authorities conferred by this constitution may exercise all such powers and do all such things as are within the objects of the Club, and are not proscribed by the Act or by this constitution.
- (2) The Committee shall have the power to appoint such subcommittees, officers, and auditor as are required to carry out the objects of the Club, including a Public Officer as required.
- (3) Subcommittees may comprise members of the Committee, eligible members of the Club, or other persons as the Committee deems necessary.
- (4) The Committee shall be comprised of one Patron (if a Patron or Patrons appointed); the following Officers, viz., President, Vice-President, Secretary, Treasurer and between five and seven General Committee Members; all of whom shall be eligible members of the Club.
- (5) Election of Committee Members:

- (a) Any eligible member may stand for election or re-election either voluntarily, or with that member's consent through nomination by another voting member. All nominations must be seconded by another voting member.
 - (b) Election of Officers and General Committee members other than Patron shall be decided by secret ballot when there is more than one contender for the position.
 - (c) A member elected to a position (Officer or Member) shall hold that position for one term, i.e., from the conclusion of that annual general meeting to the conclusion of the next annual general meeting.
 - (d) If a Committee position (Officer or Member) is left vacant due to there being no candidate, the Committee will co-opt an eligible member as soon as possible as in (6)(a).
- (6) Casual vacancies in the Committee:
- (a) The Committee may appoint an eligible member to fill a casual vacancy for an Officer or General Committee Member and such a Committee Member shall hold membership of the Committee until the conclusion of the next annual general meeting of the Club and this period shall be considered to be a full term.
 - (b) The Committee shall have the power to declare a casual vacancy in the event of the Officer or General Committee Member not being able to carry out his or her duties, or not carrying out the duties in a satisfactory manner, or not attending, without prior arrangement, three successive Club activities at which these duties are required.
- (7) Absence of a Key Officer:
If the Secretary or Treasurer gives notice of an intended absence of more than two consecutive weeks, the Committee may appoint a General Committee Member to act in that position until the Officer returns. That appointee shall not have the power to sign cheques.
- (8) Time limitation to Officers and General Committee Members:
No Officer shall hold that office for more than five consecutive terms from the time that he/she is elected. A General Committee Member with a particular role or function in the club shall require approval from a show of hands at a General Meeting or Annual general Meeting to continue in that role or function beyond five years.
- (9) Levies and fines for loans of library books and publications:
The Committee may set a levy for each loan of a library book or publication and may set and collect a fine for the late return or non-return of an item.
- (10) Duties of Officers:
There will be a Duties document for each of the Officers viz. President, Vice President, Secretary and Treasurer. Each document will describe the requirements of the position and will be reviewed annually as in 2 (2).
- (11) General Committee Members
- (a) General Committee Members can be elected specifically to perform one or more roles or functions while on the Committee.
 - (b) They can be elected as a General Member without a specific role or function and then may later be requested by the Committee to take on role(s) and/or function(s).
 - (c) These roles or functions shall be described in separate Duties documents (See 2 (2)) for each of these roles or functions.
 - (d) Both General Members with, and those without, specific roles or functions shall stand in for Officers of the Club-when reasonably requested to do so and;
 - (e) Shall generally act under instructions of the Committee.
- (12) Expenditure:
The Committee shall not, without approval of a general meeting, or special general meeting

called for that purpose, enter into any agreement which would involve the expenditure of an amount equivalent to more than one half of the club's yearly income accrued by means of annual subscriptions, unless that expenditure is covered by an amount prepaid by members for that specific purpose.

(13) Auditor:

An Auditor shall be appointed by the Committee and shall be a qualified accountant. No member of the Committee shall be eligible to serve as Auditor.

(14) Public Officer:

- (a) Any Club member can be appointed The Public Officer by the Committee. This is a continuing role that should be acknowledged at each Annual General Meeting;
- (b) The Public Officer shall receive minutes of all Committee Meetings and may attend as an observer.
- (c) The Public Officer shall hold the Seal (see 15) and the Certificate of Incorporation.
- (d) The Committee must confirm that after any change of Public Officer the change is duly advised to the Commission in a timely manner as required under the "Act".

10. DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

- (1) The position of a Committee member shall become vacant if the Committee member is -
 - (a) disqualified by the Act;
 - (b) expelled under this constitution;
 - (c) unable through ill-health to perform the appointed duties for more than three months, unless an extension of time is approved by the Committee;
 - (d) absent without apology from more than three consecutive Committee meetings or more than three Committee meetings in a financial year;
 - (e) found by the Committee to be not performing his/her duties in a satisfactory manner, or guilty of conduct detrimental to the interests of the Club;
 - (f) no longer the duly appointed representative of a corporate member.
- (2) If any Officer, does not or cannot perform his/her duties for more than two weeks without prior arrangement, the Committee shall disqualify that Officer and declare the position a casual vacancy.
- (3) It shall be open to a Committee member to appeal to the Club in general meeting against a disqualification. The intention to appeal shall be communicated to the Secretary or President of the Club within fourteen days after the determination of the Committee has been communicated to the member.
- (4) In the event of an appeal under subrule (3) the appellant's membership of the Committee shall not be terminated unless the determination of the Committee to expel the Committee member is upheld by the members of the Club by secret ballot in general meeting after the appellant has been heard. If the determination of the Committee is upheld, the Committee membership in question shall terminate at the end of the General Meeting.

11. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the despatch of business at least three-monthly.
- (2) A member of the Committee having a pecuniary interest in a contract with the Club must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

12. FINANCIAL YEAR

The financial year of the Club shall be the period ending 30 June each year.

13. INVESTING AND BORROWING POWERS

- (1) The Club may invest its moneys -
 - (a) in any security in which trust moneys may, by Act of Parliament, be vested;
 - or
 - (b) in any other manner authorized by the Committee.
- (2) Subject to this rule the Club may borrow money from banks, financial institutions, or other organisations, upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Club.
- (3) Subject to section 53 of the Act the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

14. CONSTITUTION

- (1) This Constitution may be altered (including an alteration to the name of the Club), or be rescinded and replaced by a substitute constitution, by a two-thirds majority of voting members present at any general meeting, or a special general meeting called for that purpose. Such an alteration shall be registered with the Commission as required by the Act.
- (2) The registered constitution shall bind the Club and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

15. THE SEAL

- (1) The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by at least three of the following; President, Vice-President, Secretary and Treasurer.
- (3) The seal shall be held by the Public Officer.

16. MEETINGS

- (1) General meetings:
Shall be held from February to November inclusive on a set day of each month unless otherwise decided by the Committee.
- (2) Annual general meetings:
 - (a) Shall be held at the conclusion of the November general meeting.
 - (b) Written reports for the year shall be presented by the President and Treasurer (audited financial statement). These, together with other Committee reports shall be published in the next Bulletin.
 - (c) The election of Officers and General Committee Members for the ensuing year shall be conducted.
- (3) Special general meetings:
 - (a) May be convened at any time by the Committee. The notice of the meeting, its locality, date, time and purpose, is to be placed in the first Bulletin following the decision by the

Committee. The special general meeting shall be held at least 21 days after publication of that Bulletin.

- (b) Shall be convened by the Committee after being requested in writing to do so by not less than twelve voting members, who shall state the purpose for which such a meeting is required and who shall all sign the request. A Committee meeting shall be convened within fourteen days after receipt of the request by the Secretary. The notice of the special general meeting, its locality, date, time and purpose, is to be placed in the first Bulletin following that Committee meeting. The special general meeting shall be held at least 21 days after publication of that Bulletin.
 - (c) If the special general meeting requested by the voting members in subrule (b) is not held in accordance with that subrule, those members may advertise such a meeting, its locality, date, time and purpose in the Bulletin. The reasonable expenses of advertising, convening and conducting such a meeting shall be borne by the Club.
- (4) Notice of meetings:
- (a) Normally the notice of a meeting, its date, time, locality, purpose, the name of any lecturer and the title of the lecture shall be placed by the Secretary in the Bulletin which is published prior to that meeting.
 - (b) A notice may be given by the Club to any member in person or to the address appearing in the register of members.

17 PROCEEDINGS AT MEETINGS

- (1) Quorum:
 - (a) At general meetings, annual general meetings and special general meetings, a quorum shall consist of twenty voting members.
 - (b) At Committee meetings, a quorum shall consist of six members of the Committee.
- (2) If within 30 minutes after the time appointed for the meeting a quorum of voting members is not present, then a meeting convened upon a requisition of members shall lapse. At any other meeting, the meeting shall stand adjourned if a quorum is not present.
- (3) In the absence of the President or the Vice-President five minutes after the time appointed for holding the meeting, a chairperson shall be appointed by the voting members at the meeting.
- (4) The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (5) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (6) Voting on resolutions at all meetings shall be by show of hands, on the voices, or by secret ballot, at the discretion of the chairperson, who shall abstain from voting. In the case of equality of voting, the chairperson shall have a casting vote. The chairperson shall declare whether the resolution has been carried or lost.
- (7) If a poll is demanded by the chairperson of the meeting or by three or more voting members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that a special resolution must be approved by not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting.
- (8) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

18. MINUTES

- (1) Proper minutes of all proceedings of meetings of the Club and of meetings of the Committee shall be entered within one month after the relevant meeting, in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which proceedings took place or by the chairperson of the next similar meeting, after they have been presented and in the case of Committee meetings, agreed to by a majority of the voting members present who were at that previous meeting.
- (3) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

19. VOTING RIGHTS

Subject to this constitution, each voting member present in person or by proxy shall be entitled to one vote.

20. PROXIES

- (1) A voting member, when unable to attend a general meeting, annual general meeting or special general meeting, shall be entitled to appoint in writing a natural person who is also a voting member of the Club, to be his/her proxy and attend and vote at that meeting.
- (2) The proxy shall declare himself/herself to the members at that meeting and present the written authorisation to the chairperson.

21. ACCOUNTS

- (1) The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
- (2) The Auditor shall audit the general accounts after the end of the Club's financial year, before the annual general meeting.
- (3) The Auditor shall sign and certify as correct the financial statement to be presented at the annual general meeting.
- (4) The Auditor shall audit the general accounts at any other time on the request of the Committee.

22. NON PROFIT

The income and property of the Club shall be applied towards the promotion of the objects, aims and purposes of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend, bonus or other wise, howsoever by way of profit to members or relatives of members of the Club, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member of the club for any service actually rendered to the Club or reasonable and proper rental for premises let by any member to the Club.

23. WINDING UP

The Club shall be wound up in the manner provided for in the Act.

24. APPLICATION OF SURPLUS ASSETS

- (1) If after the winding up of the Club there remain 'surplus assets' as defined in the Act, such surplus assets shall be appropriated to a society or institution having objectives substantially similar to the objectives of the Club and which by its rules prohibits the distribution of its income or property amongst its members.

- (2) Such society or institution shall be determined by the members of the Club at or before the time of dissolution or in fault thereof, and if and so far as effect cannot be given to such determination, then the payment of distribution shall be referred to the Board of the South Australian Museum for their determination.

25. THE BULLETIN

- (1) Shall be published monthly from February to November inclusive and one edition for December / January
- (2) Shall contain Club Notices and may contain reports of lectures, excursions and other material in accordance with the objectives of the Club.