

# **RULES**

*of the*

## **ROYAL GEOGRAPHICAL SOCIETY OF SOUTH AUSTRALIA INCORPORATED**

*WITH ALTERATIONS APPROVED AT THE SPECIAL GENERAL MEETING ON 16 FEBRUARY 2012*

### **1 NAME**

The name of the institution (hereinafter referred to as 'the Society') is Royal Geographical Society of South Australia Incorporated.

### **2 OBJECTS**

The objects of the Society are

- 2.1 Advancing public awareness of, and interest in, geography\*
- 2.2 Encouraging research and scholarship in geography and closely related disciplines, including environmental studies
- 2.3 Recognising and rewarding achievements in geography
- 2.4 Commemorating past achievements of significance to geography.

In achieving these primary aims, the Society seeks

- To provide an interesting, educational and informative program of geographical interest to the Society's Members and the wider community
- To publish geographical material of high quality, including both fully refereed research papers and items of popular and topical interest
- To maintain, publicise and add to its library and other collections
- To operate a system of awards to students of geography at all levels, and to outstanding geographers
- To conserve and manage monuments and collections of objects relating to the geographical heritage of South Australia
- To review the Society's objects and aims every five years

**\* For the purpose of the Society, geography is defined as**

The integrated study of the earth's landscapes, peoples, places and environments, putting the understanding of social and physical processes within the context of places and regions. It seeks to understand interaction between people, and between people and the physical environments in which they live and upon which they ultimately depend.

### **3 MEMBERSHIP**

- 3.1 Members of the Society may be Ordinary, Student, Family, Institutional, Corporate, Honorary Life Members, Life Members or Fellows.

- 3.2 Any eligible person or body, having made written application for membership, paid the relevant subscription for the term current at the date of application and having been approved by Council, shall be admitted to that category of membership as approved by Council. Subscription rates for each category of membership shall be as fixed by the Council from time to time and payable in advance on the first day of each financial year (determined in accordance with Clause 22.1) and Council may grant concessional rates on whatever basis it might consider appropriate within one or more categories of membership.
- 3.3 If the first annual payment of any new member is made within two calendar months of the termination of the financial year, that payment shall be considered to extend to the end of the following financial year.
- 3.4 Any person of or over the age of 18 years may be admitted as an **Ordinary Member** or **Life Member** (see 4.2).
- 3.5 Any person of any age who is a full-time student may be admitted as a **Student Member** and may continue as a Student Member until such person ceases to be a full-time student.
- 3.6 Any persons living together as a family at the same address may collectively be admitted as a **Family Member**.
- 3.7 Any Society, Institution or Educational Body admitted to membership of this Society pursuant to Rule 10 shall become an **Institutional Member**.
- 3.8 Any government department, government institution or any commercial, industrial or professional organisation or body admitted to membership of this Society pursuant to Rule 11 shall become a **Corporate Member**.
- 3.9 Any member who has served the Society with distinction may be elected a **Fellow of the Society** at a General Meeting, upon the recommendation of the Council.
- 3.10 Any person, whether a member of the Society or not, who shall have rendered valuable service in the promotion, or furtherance of all or any of the objects of the Society, or who shall have rendered valuable service in the advancement of geographical knowledge or in research, may be elected an **Honorary Life Member** of the Society at a General Meeting upon the recommendation of the Council.
- 3.11 Any person who has been a member of the Society for a continuous period of 50 years or more shall be admitted to **Life Membership**.
- 3.12 Any reference to 'Member', unless the context otherwise provides, means Ordinary Members, Life Members, Family and Honorary Life Members, and Fellows.

#### **4 ORDINARY MEMBERS**

- 4.1 No Ordinary Member shall be liable to pay or to contribute towards any expenditure other than to the extent of his/her annual subscription; provided that charges may be made in respect of excursions, field trips and admission and/or refreshments at special functions (including ordinary meetings) if the Council so directs.
- 4.2 An Ordinary Member may at any time become a 'paid-up' **Life Member** by compounding all future subscriptions payable during his/her life (provided that the current and all arrears of subscription have been paid) by payment of such sum as shall be fixed by resolution of the Council

from time to time and being equal to not less than fifteen years' Ordinary Members' annual subscriptions.

- 4.3 An Ordinary Member, having paid the current subscription, shall have the right to be present and, subject to Rule 22.5 to vote at all meetings of the Society, and to have access to the premises and library of the Society on such dates, at such times, and on such conditions as the Council may from time to time prescribe as well as to receive a copy of the Society's *Journal* and of *GeoNews*.
- 4.4 An Ordinary Member shall be eligible for election or appointment to any office or to membership of the Council.
- 4.5 An Ordinary Member, who has not paid the annual subscription during the currency of the financial year, may have his/her membership terminated, and such persons name shall be removed by the Council from the list of members of the Society without notice; provided always that written application for payment shall first have been made by or on behalf of the Treasurer and provided also, that the Council shall have power to restore the defaulter's name on such list at his/her request after he/she has paid all arrears and the current subscription.

## **5 STUDENT MEMBERS**

- 5.1 Student Members eighteen years or over shall be eligible to hold office, to become members of the Council, and, subject to Rule 22.5, to vote at meetings of the Society, but shall not be eligible for nomination for the positions of President or Vice President.
- 5.2 Student Members shall have the right, to be exercised prior to the end of the financial year in which they cease to be full time students, to become ordinary Members for the ensuing financial year without further Council approval. Any Student Member who does not exercise such right will need to apply for membership as prescribed by these rules if he/she subsequently wishes to become an Ordinary Member.

## **6 FAMILY MEMBERS**

- 6.1 Family Membership shall be subject to the provisions of Rules 4.1, 4.3, 4.4 and, 4.5 inclusive providing that one copy only of each issue of the Society's *Journal* and *GeoNews* is received per family and that the family is entitled to two votes only.

## **7 HONORARY LIFE MEMBERSHIP**

- 7.1 Honorary Life Members are exempt from payment of subscription and shall not be liable to pay, or contribute towards, any expenditure except as provided in Rule 4.1.
- 7.2 Honorary Life Members shall have the rights and privileges of Ordinary Members as set forth in Rule 4.3 and 4.4 inclusive.

## **8 LIFE MEMBERSHIP**

- 8.1 Life Members are exempt from payment of subscription and shall not be liable to pay, or contribute towards, any expenditure except as provided in Rule 4.1.
- 8.2 Life Members shall have the rights and privileges of Ordinary Members as set forth in Rule 4.3 and 4.4 inclusive.

## **9 FELLOW**

A Fellow has the obligations, rights and privileges of an Ordinary Member.

## **10 INSTITUTIONAL MEMBERS**

10.1 The Council may grant membership of the Society, to any school, or an individual department of a university or any other society or institution having any of the objects mentioned in Rule 2 or similar such objects, upon such terms and conditions (including the right to attend meetings by one voting representative or to have a representative upon the Council or any Committee) as the Council considers appropriate. Such membership grants entitlement to as many copies of the Society's Journal, as well as other written material approved by Council and produced periodically to inform members of Society activities, as the Council may decide. The Council may at any time terminate any such membership or alter or determine such rights.

## **11 CORPORATE MEMBERS**

11.1 The Council may grant membership of the Society to any body who in the opinion of the Council is interested directly or indirectly in the science of geography, namely any government department or agency, or any commercial, industrial or professional organization or body. Membership shall be upon such terms and conditions (including the right to attend meetings by one voting representative and to have a representative upon the Council or any Committee) as the Council considers appropriate. Such a corporate member shall be entitled to receive up to five copies of the Society's *Journal* as well as other written material approved by Council and produced periodically to inform members of Society activities. The Council may at any time terminate any such membership, or alter or determine such rights.

## **12 COUNCIL OF THE SOCIETY**

- 12.1 The Council of the Society shall consist of the President, no more than two Vice Presidents, the Immediate Past President, the Treasurer, and as *ex-officio* member the Secretary. In addition there may be no less than six and up to ten other Members of the Society.
- 12.2 The Council may appoint as an additional member or members of its body to hold office during the pleasure of the Council any representative or representatives nominated under Rules 10.1 and 11.1.
- 12.3 The Council shall govern, manage and control the affairs, business, assets and funds of the Society and shall direct, prescribe, or transact, as it may deem necessary or useful, all such acts, matters, business and things for the purpose of the Society, and either at meetings of the Council or otherwise, as it may decide. Without limiting the amplitude of the authority and powers of the Council, it is expressly provided that it shall have full power concerning all publications of the Society and the employment and amount of remuneration of any suitable persons.
- 12.4 The Council shall meet at least six times in a calendar year at such times and places and upon such days as may be nominated by the President and agreed by a majority of Council members.
- 12.5 No business shall be transacted at any meeting of the Council unless at least seven of its members are present.
- 12.6 All officers and members of the Council are entitled to one deliberative vote during formal meetings. In the case of equality of votes, the chairperson for the time being shall have an additional casting vote.
- 12.7 Meetings of Council may occur by members participating through telephone or video conferencing but only with the prior approval of a majority of Council members.

## **13 ELECTION OF OFFICERS AND COUNCIL**

- 13.1 The President, Vice Presidents, Treasurer, and three elected members of the Council shall retire at each Annual General Meeting of the Society but shall be eligible for re-election. The three elected members of the Council who shall so retire, shall be the three members who have been longest in office since their last election. If there be more than three who have been in office the same length of time, the member or members to retire shall be selected by lot drawn by such person and in such manner as the President may direct.
- 13.2 All casual vacancies in any office or within the Council (other than those brought about under Rule 13.4), may be filled by the Council and the persons so appointed shall fill the vacancy until the next Annual General Meeting when the appointee shall retire in addition to those retiring under Rule 13.1 (but shall be eligible for election).
- 13.3 If any member of the Council is absent from three consecutive meetings of the Council without explanation that the Council accepts as satisfactory, his/her position as a member of the Council and as the holder of an office may be declared vacant by resolution of the Council (without notice to that person) and the same shall be deemed to have been vacated and may be filled forthwith pursuant to Rule 13.2.
- 13.4 The Society may at any General Meeting specially convened for the purpose by a resolution passed by the majority of voting members present at the meeting, declare vacant any office or offices or the position of all members or any individual member of the Council and may forthwith by the same or any subsequent resolution or by an election in the ordinary manner appoint any member or members qualified to the offices or positions so vacated.
- 13.5 The Council shall have and may exercise all or any of its powers or authorities under these rules notwithstanding a Council vacancy, or vacancies, that remain unfilled.
- 13.6 The offices of Secretaries and Editors shall be in the bestowal and shall be held during the pleasure of the Council.
- 13.7 The President with agreement of at least two thirds of the Council membership, may remove a Council member from the Council for –
- 13.7.1 mental or physical incapacity to carry out satisfactorily the role of Councillor; or
  - 13.7.2 neglect of duty, or
  - 13.7.3 dishonourable conduct, or conduct that is disruptive to the orderly business of the Council.
- 13.8 The position of any Officer or Councillor shall become vacant if –
- 13.8.1 he/she dies; or
  - 13.8.2 his/her term of office expires; or
  - 13.8.3 he/she resigns by written notice addressed to the President, or in the case of the President, by written notice sent to the place of business of the Council for the time being
- 13.9 Upon an Office or a position on the Council becoming vacant under the terms of Rules 13.7 or 13.8, a two-thirds majority of the Council may agree on a person to be appointed as a casual vacancy in accordance with Rule 13.2.

## **14 THE PRESIDENT**

- 14.1 When present, the President shall preside at all meetings of the Council or of the Society. In the President's absence his/her place shall be taken by a Vice President if present, or failing this, by an officer or member chosen by the Council, or members at the meeting.

14.2 The President shall prepare a report on the operations of the Society for the preceding year for presentation on behalf of the Council at the Annual General Meeting.

**15 IMMEDIATE PAST PRESIDENT**

The office of Immediate Past President shall be held by the member who last held office as President, and he/she shall retain the office of Immediate Past President during the financial years his/her successor is President, provided he/she is and remains a member of the Society.

**16 THE EDITORS**

The Council shall appoint an Editor or Editors from the membership who shall be responsible to the Council for all publications of the Society and shall from time to time recommend papers, reports, and other matter for publication. The Editors shall not significantly alter the format of any publication series without the previous sanction of the Council. The Editors shall have the right to appear before Council meetings to report on any matters regarding the publications of the Society.

**17 THE TREASURER**

17.1 The Treasurer shall be responsible to the Council for all moneys, accounts, deeds and securities and investments in the name of the Society, including various forms of fixed interest, shares and managed funds.

17.2 The Council must be satisfied that the Treasurer has sought independent professional financial information to support his/her advice to Council on any investment recommendation made on behalf of the Society.

17.3 All moneys received shall be paid into the Society's banking accounts to its credit. All accounts payable by the Society shall be paid either by cheque upon the said banking accounts or by such other method as approved by the President and reported to Council. All cheques shall be signed by any two of those officers of the Council as it may from time to time decide.

17.4 The Treasurer shall prepare an *Annual Statement of Financial Position* to be duly audited and presented to the Council for approval and submission to the Annual General Meeting.

**18 THE SECRETARY AND ASSISTANT SECRETARY**

18.1 There shall be a Secretary and Assistant Secretary.

18.2 The Secretary shall attend all meetings of the Council and those meetings of Society members where Society affairs are to be considered, and shall cause minutes of the proceedings at such meetings to be duly entered in the appropriate minute book of the Society.

18.3 The Assistant Secretary shall lend such assistance to the Secretary as may be appropriate from time to time and shall perform the role of Secretary in the Secretary's absence.

18.4 The Secretaries, or one of them, shall carry out such other duties as the Council may from time to time require.

**19 AUDITOR**

19.1 There shall be an Auditor who must not hold any other office in the Society or be a member of the Council. The Auditor shall be appointed by the Council and shall hold office for the time being. The Auditor shall not be removed by the Council without prior ratification at a General Meeting.

19.2 The Auditor shall, so often as necessary, examine the records pertaining to any business affairs of the Society and shall before any general financial statement of its affairs is submitted to the members, or to any General Meeting, certify that the same has been examined and audited and the result provided of such examination and audit.

## **20 ACTING OFFICERS**

During the absence or illness of any Council member or officer (other than an Auditor), another Member may be appointed by the Council to act in that person's place, and during such absence or illness, the person so appointed shall have all the authority and shall bear the responsibility of the Council member or officer in whose place that person is acting.

## **21 COMMITTEES AND SUB-COMMITTEES**

21.1 The Council may

- 21.1.1 Constitute and appoint committees or sub-committees, in each case consisting of one or more persons for a specific purpose relating to Society affairs;
- 21.1.2 Reduce or increase the number of persons comprising any such committee;
- 21.1.3 Rescind the constitution and appointment of and terminate any such committee;
- 21.1.4 Direct any such committee to act in an advisory capacity or delegate to any such committee any powers, duties and discretions of the Council under these rules (including, if thought fit, the power of delegation);
- 21.1.5 Impose any condition, restriction, limitation, or stipulation upon the exercise of any power, duty or discretion so delegated; and
- 21.1.6 Revoke, cancel, annul, alter, modify, amend or vary any such delegation or any such condition, restriction, limitation or stipulation.

21.2 The Council may

- 21.2.1 Nominate or appoint any member or members of the Council or of the Society to be a committee person or chairperson or other officials of the committee such as Curators, Editors, Minute Secretaries, or other persons with such designated duties;
- 21.2.2 Rescind any such nominations or appointments, including that of committee chairperson where deemed necessary;
- 21.2.3 Co-opt and appoint any person or persons or any representative or representatives of any other society, institution or body (whether the appointee be a member of this Society or not) to be a committee or committee-person or to act with any committee in an advisory capacity (with or without stipulating that such appointee should become a member of this Society);
- 21.2.4 Delegate to any such other society, institution or body, the authority to appoint any such representative or representatives and rescind or withdraw any such delegation;
- 21.2.5 Rescind any co-option or appointment under rule 21.2.3; and
- 21.2.6 Give directions as to how and when and in what manner any committee shall carry out any of its duties.

21.3 The President will be an ex officio member of all Committees or sub-committees constituted under this Rule 21 with the right (but not the obligation) to attend, and participate in, and vote at, all meetings of such committees and sub-committees.

## **22 GENERAL MEETINGS OF THE SOCIETY**

22.1 As soon as practicable after the determination of each financial year (which shall begin on 1 January of each year and conclude on 31 December of the same year, unless and until otherwise prescribed by the Council), the Annual General Meeting shall be held on a day and at a time set by the Council.

- 22.2 The agenda for the Annual General Meeting shall include
- 22.2.1 A report by the President or nominee;
  - 22.2.2 Presentation of the Annual Report and Financial Statements;
  - 22.2.3 Election of officers and filling of vacancies in the Council;
  - 22.2.4 Appointment of Auditor if there be any vacancy; and
  - 22.2.5 Any other business Council may direct, or that the President may permit, to be introduced.
- 22.3 Nominations of candidates for all those vacancies to be filled under Rule 12.1 must be received by the Secretary by 1.00 p.m. on a day that is not later than seven days prior to the Annual General Meeting or any Special General Meeting called for the purpose. Every nomination paper shall be signed by two Members of the Society, neither being the nominee, (as proposer and seconder) who will certify therein that they support the nomination and shall also be signed by the nominee as consenting to their nomination.
- 22.4 A nominee for any vacant office at an Annual General Meeting can only assume that office by election and cannot assume that office merely by virtue of being the only nominee.
- 22.5 Notwithstanding any other Rule, for:
- 22.5.1 any elections of office holders including Councillors; or
  - 22.5.2 any other vote that does not constitute the ordinary business of the annual general meeting; or
  - 22.5.3 any vote taken at a special general meeting,
- only those financial members, including student members, who have been a member for at least the immediately preceding six month period, shall be eligible to vote.
- 22.6 If after the expiration of 15 minutes from the hour fixed for the General meeting, or for any adjournment thereof, a quorum be not present, it shall be unlawful for the meeting to proceed to formal business except for the purpose of adjourning and the meeting shall stand adjourned until a day and time agreed, but if no time be fixed, until such day and time as the Council, or failing any resolution by the Council, as the President, may fix.
- 22.7 Pending such adjourned meeting being duly held, the retirement of officers and others due to retire shall be postponed, and they shall continue to hold and may act in their respective offices and positions.
- 22.8 A Special General Meeting shall be called by the Council, when considered essential for effective operation of the Society's affairs, or when required by the requisition in writing of any ten Members. The requisition shall specify the purpose for which the meeting is required to be held and at the meeting, the discussion shall be confined to the subjects mentioned in the requisition and any other matter which may be included in the notice of the meeting with the authority of the Council.
- 22.9 Fifteen Members shall constitute a quorum at any General Meeting whether Annual or Special.
- 22.10 Ordinary meetings of the Society for the purpose of lectures by members or other persons and other purposes shall be held on such days and at such times and places as the Council may decide.
- 22.11 Ordinary meetings of the Society shall be convened by notice distributed to members at least seven days before the date fixed to the meeting. Notification shall be by the most effective means available to Council and accessible to a majority of members. The notice shall state as succinctly as may be convenient, the subjects to be dealt with at the meeting.



- 22.12 Notices convening an Annual General Meeting or Special General Meeting shall be sent as specified in Rule 22.11, except that:
- 22.12.1 subject to Rule 22.12.2, the notices shall be sent at least ten working days before the date fixed for the meeting; and
  - 22.12.2 notices that propose any *special resolutions* as that term is used on the Associations Incorporations Act 1985 (SA) shall be sent at least 21 days before the date fixed for the meeting.
- 22.13 At all meetings the voting shall be by show of hands unless upon any question a ballot is demanded by five members present who are qualified to vote, in which case the voting on such question shall be by ballot. Every matter shall be decided by the majority of votes cast by members present. The Chairperson (Rule 14.1) shall have a deliberative and, in the case of equality of voting, a casting vote. The Chairperson's formal declaration at any meeting of the result of the voting on any question shall be final.
- 22.14 The filling of all vacancies of Office holders including Councillors must be by carried out through a vote of members present (or by proxy as set out in Rule 22.15) and the vote may be by a show of hands or by ballot as determined in accordance with Rule 22.13. Such a vote must be taken regardless of whether or not there be more persons nominated than there are vacancies. Only those members who have submitted nominations in accordance with Rule 22.3 shall be eligible for election. Each election shall be carried out in a fair and impartial manner as previously determined by the Council or, in default of the Council having considered the matter, as determined by the President and provided that no person shall be duly elected to any office unless that person has a majority support of members voting (including by proxy if sanctioned by Council as set out in Rule 22.15).
- 22.15 Proxy voting may be permitted at any Annual General Meeting or Special General Meeting if Council agrees providing
- 22.15.1 Both the Principal (the person or persons requiring a proxy) and the proxy (the person nominated to act for the principal) are financial members of the Society
  - 22.15.2 The proxy is personally present at the said meeting.
  - 22.15.3 The Principal has submitted a written authorisation for the proxy to vote on his or her behalf, signed by both parties, to be received by the Society's secretary not less than seven days before the General Meeting at which the proxy vote is to be exercised
  - 22.15.4 Such authorisation shall be valid only for the specific General Meeting for which it is requested.

## **23 TERMINATION OF MEMBERSHIP**

- 23.1 Any member may on payment of all arrears and the current subscription, withdraw from the Society by signifying a wish to do so by letter or electronic communication with the office of the Society. Such member shall become liable for further accruing subscriptions until all books or other property borrowed from the Society have been returned or shall have paid full compensation to the satisfaction of the Secretary if lost or not forthcoming.
- 23.2 Should there appear cause in the opinion of the Council to require the expulsion of any Society member including a Councillor, the member concerned shall be given due written notice from the President and shall be entitled to be present and be heard at a Council meeting. If after so affording the member an opportunity to be heard three-quarters of the Council are in favour of the member's expulsion, the President shall advise the member or Councillor forthwith, whereupon the person's membership and privileges as a member shall be suspended. The President shall report the Council's action and its reasons for recommending expulsion to the next General Meeting. The suspended member shall be given due notice and shall be entitled to be present and to be heard. Provided the Council's recommendation is approved by a two-thirds majority vote at the General

Meeting the person concerned shall cease to be a member and the name of the person shall be erased from the membership list.

**24 COMMON SEAL**

The President, Vice Presidents, Immediate Past President, Secretary and Treasurer shall be the Sealholders. The Common Seal of the Society shall be affixed to any document which the Council shall direct to be sealed. If a situation arises where the use of the Seal is demanded which cannot receive direction from Council, interim approval to apply the Seal shall be given verbally by any two of the above persons, one of whom shall be the President, or in his or her absence, a Vice President or Immediate Past President. The Seal shall be affixed and countersigned by any two Sealholders. In cases where the Seal is used before Council direction, the use of the Seal and its reason for use shall be reported to Council or the Executive Committee of Council, whichever meeting is held first.

**25 BY-LAWS**

The Council may at any time or from time to time make, alter or revoke By-laws not inconsistent with these rules for regulating the conduct of meetings of the Society or of the Council or of any Committee or Sub-Committee or for any other purpose that the Council may deem necessary or convenient; provided always that the Society at a General Meeting convened for the purpose may review and rescind any act of the Council in making, altering or rescinding any By-law or By-laws, but until so rescinded the By-law shall be binding on the Society and rescission shall only be effective from the date thereof.

**26 ALTERATION OF RULES**

These rules and any rules in force from time to time may be altered at the Annual General Meeting or by a Special General Meeting of the Society convened for the purpose.

**27. POWERS**

The Society shall have all those powers provided for in section 25 of the Associations Incorporations Act 1985 (SA).

**28. WINDING UP**

The Society may by special resolution (as that term is defined in the Associations Incorporations Act 1985 (SA)) resolve to wind itself up.