

# THE AUSTRALIAN MAP CIRCLE INCORPORATED

## CONSTITUTION

### NAME

1. The name of the incorporated association shall be The Australian Map Circle Incorporated, hereinafter called 'the Circle'.

### PURPOSES

2. The purposes of the Circle shall be:
  - (a) To promote the development and effective exploitation of map collections throughout Australia;
  - (b) To improve the skills and status of persons working in map collections; and
  - (c) To promote communication between producers, users and curators of maps.

### MEMBERSHIP

3. The Circle shall consist of Ordinary, Institutional, Emeritus and Student members and such Honorary members as may be elected. Honorary members and financial members are entitled to attend all ordinary meetings of the Circle and to receive copies of the journal.
4. Ordinary membership shall be available to any person who subscribes to the purposes of the Circle. A financial Ordinary member has the right to vote for, and to hold office in, the National Executive of the Circle.
5. Institutional membership shall be available to any firm, organisation or institution that subscribes to the purposes of the Circle. Each Institutional member is entitled to nominate one person who shall have the same rights as an Ordinary member, except the right to hold office.
6. Emeritus membership shall be open to Ordinary members who have been financial members for at least ten years and who can satisfy the National Executive that they are not in receipt of full-time salary or wages. An Emeritus member shall have the same rights as an Ordinary member and shall pay a subscription set by the National Executive that shall be as nearly as practicable two-thirds of the ordinary subscription.
7. Student membership shall be open to bona fide full-time or part-time students. Student members shall have no voting rights, nor the right to hold office. Student membership fees shall be at a rate lower than those of other classes of members.
8. Membership shall not become effective until payment of the appropriate subscription has been made. Such payment will entitle the member to receive a copy of each journal published during that current year.
9. The annual subscription shall become due on the first day of January of each year. Members who fail to pay the appropriate subscription within three calendar months of the due date shall be deemed to be unfinancial, and if the subscription remains unpaid, their names may be removed from the register of members.
10. Nomination for Honorary membership shall be submitted in writing to the National Executive by a minimum of six Honorary, Emeritus or Ordinary members together with supporting evidence for such a distinction. Approval for election as an Honorary member will be by a 75% majority vote of Honorary, Emeritus or Ordinary members present at a General Meeting. An Honorary member has the same rights as an Ordinary member, and is exempt from the payment of annual subscriptions.

### EXPULSION AND SUSPENSION OF MEMBER

- 11.(1) Subject to this Constitution, the National Executive may by resolution -
  - (a) expel a member from the Circle; or
  - (b) suspend a member from membership of the Circle for a specified period -  
if the National Executive is of the opinion that the member -
    - (c) has refused or neglected to comply with the Constitution; or

- (d) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Circle.
- (2) A resolution of the National Executive under sub-clause (1) -
- (a) does not take effect unless the National Executive, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Circle under this clause, does not take effect unless the Circle confirms the resolution in accordance with this clause.
- (3) If the National Executive passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -
- (a) setting out the resolution of the National Executive and the grounds on which it is based;
  - (b) stating that the member may address the National Executive at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the National Executive before the date of that meeting a written statement seeking the revocation of the resolution; and
    - (iii) not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he wishes to appeal to the Circle at a General Meeting against the resolution.
- (4) At a meeting of the National Executive held in accordance with sub-clause (2), the National Executive -
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) If the Secretary receives a notice under sub-clause (3), he shall notify the National Executive and the National Executive shall convene a General Meeting of the Circle to be held within twenty-one days after the date on which the Secretary received the notice.
- (6) At a General Meeting of the Circle convened under sub-clause (5) -
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the National Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the General Meeting -
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

## **FINANCE**

12. The financial year shall end on the thirty-first day of December and an audited financial statement shall be presented to the National Executive prior to its submission to the next General Meeting.

## **REGISTER OF MEMBERS**

13. The Business Manager shall keep and maintain a register of Honorary and financial members in which shall be entered the name and address of each member. The register shall be available for inspection and copying by members on request.

## **MEETINGS**

14. Ordinary meetings for discussions concerning matters related to the purposes of the Circle shall be held from time to time.
15. General Meetings to consider business shall be held to coincide with each Annual Conference. The quorum at a General Meeting shall be ten Honorary and financial Emeritus Ordinary and Institutional members of the Circle. At least one calendar month's notice of such a meeting shall be given.
16. Except as otherwise provided by the Constitution, all questions before a General Meeting shall be decided by a majority of the votes of the Honorary members and financial Emeritus Ordinary and Institutional members present, the President having a deliberative and, in the case of equality of voting, a casting vote.

## **NATIONAL EXECUTIVE**

17. The general business of the Circle shall be conducted by a National Executive of Honorary and financial Emeritus and Ordinary members consisting of a President, Vice President, Secretary and Business Manager. From time to time, the National Executive may co-opt certain Honorary and financial members to advise, assist and perform such duties as the National Executive may assign to them.
18. The functions of the National Executive are to conduct the business of the Circle and to represent the members of the Circle in negotiations affecting Australian map curatorship, and allied interests. It shall prepare an Annual Report, that shall be circulated to all Honorary and financial members prior to the General Meeting.

## **ELECTION OF OFFICERS AND VACANCY**

19. Members of the National Executive shall hold office for one year and shall be eligible for re-election.
20. Nominations for the next National Executive will be called for prior to the General Meeting by the retiring National Executive. All members shall be advised of nominations after a closing date to be decided by the National Executive. Only Honorary members, and those Emeritus and Ordinary members who are financial, may be nominated for election to any office in the Circle.
21. Election of each officer shall be by simple majority of the votes returned.
22. Postal and proxy votes will be received prior to the General Meeting. Votes received after the General Meeting will be considered invalid. Proxy votes must be signed by the Honorary member or financial Emeritus, Ordinary or Institutional member.
23. The conduct of elections shall be in the hands of a Returning Officer appointed by the Executive. Such Returning Officer may not be a candidate for election in any vote conducted by him.
24. The office of an officer of the National Executive becomes vacant if that officer:
  - (a) ceases to be a member of the Circle;
  - (b) resigns from office by notice in writing given to the Secretary; or
  - (c) is removed by resolution of the National Executive.
25. The National Executive shall have the power to fill extraordinary vacancies by co-option of Honorary members and financial Emeritus and Ordinary members. Such co-opted officers shall hold office until the next General Meeting.

## **SECRETARY**

26. The Secretary of the Circle shall keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose.

## **BUSINESS MANAGER**

27. The Business Manager of the Circle

- (a) shall collect and receive all moneys due to the Circle and make all payments authorised by the Circle;
- (b) shall keep correct accounts and books showing the financial affairs of the Circle with full details of all receipts and expenditure connected with the activities of the Circle; and
- (c) shall maintain a register of members of the Circle.

#### **CHEQUES**

- 28. All cheques, drafts and other negotiable instruments shall be signed by two members of the National Executive.

#### **SEAL**

- 29. The Common Seal of the Circle shall be kept in the custody of the Secretary.
- 30. The Common Seal shall not be affixed to any instrument except by the authority of the National Executive and the affixing of the Common Seal shall be attested by the signatures either of two members of the National Executive or of one member of the National Executive and the Public Officer of the Circle.

#### **ALTERATIONS TO THE CONSTITUTION AND STATEMENT OF PURPOSES**

- 31. Any motion to alter the Constitution or Statement of Purposes shall be sent to the Secretary in writing over the signatures of not fewer than five Honorary, Emeritus or Ordinary members, not less than eight weeks before the date of a General Meeting. Such a proposal for alteration shall be circulated forthwith to members by the Secretary.
- 32. Any motion to alter the Constitution or Statement of Purposes shall be discussed at the General Meeting following its circulation. If the motion receives the affirmative votes of 75% of the members voting at the General Meeting, it shall be declared adopted by the President, subject to the provisions of the Act.

#### **CUSTODY OF RECORDS**

- 33. Except as otherwise provided in the Constitution, the Secretary shall keep in his custody or under his control all books, documents and securities of the Circle.
- 34. The National Executive shall determine from time to time when such books, documents and securities of the Circle shall be treated as archival records and deposited with the Manuscript Section of the State Library of Victoria for safe-keeping.
- 35. All accounts, books, documents and securities of the Circle shall be available for inspection and copying by any members of the Circle upon written request to the National Executive.

#### **WINDING UP OR CANCELLATION**

- 36. In the event of the winding up, or the cancellation of the incorporation, of the Circle, no assets of the Circle shall be distributed to members of the Circle, but all assets shall be donated to an institution or organisation with purposes similar to those of the Circle.

#### **FUNDS**

- 37. The funds of the Circle shall be derived from annual subscriptions, donations and such other sources as the National Executive determines.

#### **INTERPRETATION**

- 38. "The Act" means the *Associations Incorporation Act 1981 (Vic.)*.
- 39. Words or expressions contained in this Constitution shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.
- 40. References to male gender specific statements shall include the female.

The incorporation of **The Australian Map Circle Inc.** under the Victorian *Associations Incorporation Act* 1981, was based on the attached Constitution. The Certificate of Incorporation, number A0034021A, was issued on 25 October 1996.

## HISTORY

The original Constitution was adopted at the General Meeting held at the University of New South Wales, Sydney, on 5 February 1981, amended at the General Meeting held at the University of Melbourne on 3 February 1983, and further amended at the Annual General Meeting held at Monash University on 30 January 1991.

At the Annual General Meeting held at the Australian National University, Canberra, on 29 January 1996, it was resolved that the Executive should explore as a matter of urgency the incorporation of the Australian Map Circle.

In applying for incorporation under the Victorian *Associations Incorporation Act* 1981, the Executive found it necessary to invoke Section 4 (1) of the Act, to comply with the requirements of the Act. [Section 4 (1) allows the applicant to ‘perform all such acts and do all such things as may be necessary for securing the incorporation of the association under the Act, notwithstanding anything to the contrary which may be contained in the constitution of the association’.]