



Special Resolutions to amend the ANZMapS constitution.

***To be considered at the next ANZMapS Annual General Meeting to be held at
4pm, Thursday 8 April 2010,
at the State Library of South Australia.***

A separate form, authorising a proxy vote has been circulated so that those unable to attend the meeting can vote on the resolutions.

Context

At the time of their amalgamation in March 2009 the respective Australian and New Zealand map societies adopted the constitution of the Australian Map Circle with some limited changes mainly to reflect the new name. However the Executive Committee also indicated that it proposed to review the Constitution with the aim of making it more relevant and forward looking and, hopefully, to make the operation of ANZMapS more efficient.

Subsequent to lodging the various March 2009 constitutional amendments for approval (as is required under the operative legislation, the *Victorian Associations Incorporation Act 1981*), the Registrar mandated the insertion of three additional provisions to bring the ANZMapS Constitution into line with the Model Rules established under the regulations accompanying that Act. Effectively, those provisions now form part of the ANZMapS Constitution.

Notionally it would be possible for ANZMapS to alter these provisions somewhat if it chose to do so, though not to the point of failing to make provision for the substance they address. The Committee does not recommend altering them with one exception (to make clear that Committee meetings can be conducted by phone hook up or e-mail). With that limited change the committee is proceeding on the basis that these provisions are now part of the Constitution. Their text is attached. (The Resolution proposing the one amendment is Special Resolution 12 below).

In August 2009, the Committee posted on the ANZMapS website a discussion paper outlining a series of issues which it felt would benefit from constitutional amendment and called for comments. Four members either posted comments on the blog or communicated their views directly to members of the Committee. Having now had the opportunity to reflect further on the discussion paper proposals in the light of those comments the Committee now proposes a number of constitutional changes be considered at the next annual general meeting which will be held in Adelaide on 8 April 2010.

Each of these suggestions is now in the form of a separate Special Resolution so as to allow members to vote on them separately, not as interrelated components of a "package. Two options are presented for consideration on one issue, whether or not to retain the emeritus membership category, option (b) only becoming available if option (a) fails to get the necessary support.

Each Special Resolution is preceded by a brief explanatory statement: a more extensive explanation of the reasons for the specific suggestions can be found in the August 2009 Discussion Paper.

Decision Making Procedure

The decision making procedure takes account of the requirements of both the *Victorian Associations Incorporation Act and its related regulations and model rules* and the existing ANZMapS constitution, meeting the most demanding requirement specified in either.

On this basis a constitutional change requires:

- the passing a special resolution,
 - the text of which must be sent to the ANZMapS Secretary over the signatures of at least five members;
 - no less than eight weeks before the meeting;
 - and “circulated forthwith”.
- A quorum for the 8 April meeting is 10 honorary or current financial members present.
- Changes, to be successful, require a 75% approval by those at the meeting who are entitled to vote (either in person or who have submitted proxy votes).
- The changes adopted are then submitted to the Registrar under the Victorian Associations Incorporation Act.
- The amendments become operative when agreed to by the Registrar.

Proposals for Consideration

Where the proposals amend the wording of existing clauses of the constitution the changes are highlighted by the use of italics and/or by scoring out words. The use of dots before or after a change indicates that there is further text in the clause that has not been quoted as it is not relevant to or changed by the suggested amendment.

Special Resolution 1...

...is directed to broadening and up-dating the purposes of the Society. The new wording is self explanatory.

Proposal: Clause 2 of the Constitution be amended to read:

Purposes

2. The purposes of the Society shall be;

(a) to promote public interest within Australia and New Zealand in historical and contemporary cartography and in map collections;

(b) to promote the development, maintenance and preservation and effective exploitation of map collections throughout Australia and New Zealand;

(c) to improve the skills and status of persons working ~~in~~ with map collections; and

(d) to promote communication between producers, users and curators of maps.

ANZMapS Membership Categories.

Special Resolutions 2, 3, and 4 are directed to modernizing and rejuvenating the Society's rather complicated membership categories, in the first instance by removing the emeritus category and then by allowing tertiary student members the right to vote and to be office bearers or committee members.

Special Resolution 2...

...deletes Emeritus as a category of membership. The Committee recommends deleting this membership category and for existing emeritus members to again become Ordinary members of the Association. The reason is that an increasing number of members are eligible to become emeritus and the status effectively is a tax on ordinary members. However, if members believe that those now holding the emeritus category of membership should continue to do so, Option (b) below, would allow existing Emeritus members to retain that status but preclude the creation of any new Emeritus members.

Option (b) will not be put to the vote if Option (a) is accepted.

Special Resolution 2.

Option(a)

Proposal: The constitution be amended as follows:

Clause 3. The Society shall consist of Ordinary, Institutional ~~Emeritus~~ and Student members and such Honorary members as may be elected. Honorary members and Financial members....

Clause 6 ~~Emeritus membership shall be open to Ordinary members who have been financial members for at least ten years and who can satisfy the Committee 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 Committee that shall be as nearly as practicable two-thirds of the ordinary subscription.~~

Option (b). (To be considered only if Option (a) is not agreed):

Proposal: Clause 6 of the Constitution be amended to read:

Emeritus membership shall be open to Ordinary members who have been financial members for at least 10 years and can satisfy the Committee 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 Committee that shall be as nearly as practicable two thirds of the ordinary subscription. From 8 April 2010, no new Emeritus members shall be designated.

Special Resolution 3...

... has the intent of giving tertiary Student members the same right to vote and be office bearers as Ordinary members.

Proposal: Amend existing Clause 7 to read:

Student membership shall be open to bona fide full-time or part-time *tertiary* students. A financial Student member has the right to vote and hold office in the Committee of the Society. ~~Student members and 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.

Special Resolution 4 ...

... adjusts the wording of a number of clauses in the constitution so as to accommodate a change to the membership arrangements. The suggested wording replaces the current references to specific membership categories with a generic descriptor and is designed to operate if the above resolutions on student and emeritus membership are approved, or if one or other of them is rejected. In other words the wording is designed to facilitate a change but they do not, of themselves, alter the substance of the current clauses of the constitution as now drafted.

Proposal: Change the indicated wording in the clauses listed below to read...

Clause 10. Nomination for Honorary membership together with supporting evidence for such a distinction shall be submitted in writing to the committee by a minimum of six Honorary ~~Emeritus and Ordinary~~ or financial members eligible to vote members Approval for election as an Honorary member shall be by a 75% majority vote of Honorary and ~~Emeritus or Ordinary~~ financial members eligible to vote ~~members who are~~ present at a General Meeting ...

Clause 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 members eligible to vote ~~Emeritus, Ordinary and Institutional members~~ who are present, ...

Clause 16. Except as otherwise provided in 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~~ financial members eligible to vote who are present ...

Clause 17. The general business of the Society shall be conducted by a committee of Honorary and eligible ~~financial Emeritus and Ordinary~~ members consisting of a President ...

Clause 20. Only Honorary members, and those ~~Emeritus and Ordinary~~ eligible members who are financial, may be nominated for election to any office in the Society.

Clause 22. ... Proxy votes must be signed by an Honorary member or a financial ~~Emeritus,~~ individual ~~Ordinary~~ or Institutional member.

Clause 25. The Committee shall have the power to fill extraordinary vacancies by co-option of Honorary members and eligible financial ~~Emeritus and Ordinary~~ members....

Clause 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 or ~~Emeritus or Ordinary~~ *financial* members *eligible to vote*, not less than....

Special Resolution 5...

... addresses the role and functions of the Committee. As presently defined the Committee's role is narrower than the Purposes of the Society as defined in Clause 2, even more so if the new purposes are adopted. To remove the discrepancy requires an amendment to Clause 18.

Proposal: Existing Clause 18 be amended to read:

"18. The functions of the Committee are to conduct the business of the Society and to represent the members of the Society *in pursuit of the purposes defined in Clause 2.* ~~negotiations affecting Australian and New Zealand 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.

Special Resolution 6....

... aims to broaden membership of the committee and to democratize it by ensuring that ordinary committee members are elected rather than co-opted. However co-option remains as a possibility under clause 25 if the need arises.

Clause 17 currently reads: "The general business of the Society shall be conducted by a committee of four comprising the President, Vice President, Secretary and Business Manager. From time to time, the Committee may co-opt certain honorary and financial members to advise, assist and perform such duties as the Committee may assign to them."

Proposal: Clause 17 be amended as follows:

17(1). The general business of the Society shall be conducted by a Committee comprising honorary and *eligible* financial members consisting of;

- (a) the *members elected as* President, Vice President, Secretary and Business Manager;
- (b) *two other Committee members elected at a General Meeting;*
- (c) *the Editor of The Globe (ex-officio);*
- e) *the President in the preceding 12 months, if that person is not otherwise elected under the provisions of sub-clauses (a) and (b) above (ex officio);*
- f) *one additional member, if co-opted under the provisions of clause XXX below, to ensure a minimum level of Trans Tasman representation (co-opted).*

Special Resolution 7...

...is designed to ensure fresh blood in any office bearer position after a period of time by decreeing that no person shall hold any one office bearer position for more than four consecutive years. The provision does not limit the time any one individual may serve, in one or other guise, as a member of the Committee.

Proposal: Add the following to existing Clause 17:

17(2) The office bearers of the Society are the President, Vice president, Secretary and Business Manager. No member shall hold the same office bearer position for more than four consecutive years.

Special Resolution 8 ...

...aims to make clear that co-opted Office-bearers and Committee members have the same voting rights as elected Office bearers and Committee members.

Proposal: Clause 25 be amended to read:

"The Committee shall have the power to fill extraordinary vacancies by co-option of Honorary members and ~~Emeritus and Ordinary~~ eligible financial members. Such co-opted officers shall hold office until the next General Meeting, and have the same voting rights and responsibilities as an elected office-bearer or Committee member.

Special Resolution 9...

... is to reflect in the constitution the substance of the resolution taken at the last AGM on minimum New Zealand representation, changing it to the extent of giving an undertaking to provide minimum representation from *both* sides of the Tasman. At that time of amalgamation one of the agreed resolutions, lacking the status of a constitutional amendment, read:

"Subject to item 5, from 2009 to 2013 inclusive, if there is not at least one elected officer of the Association resident in New Zealand, the Association's Committee will co-opt a suitable committee member from New Zealand if one is available."

Proposal: Insert new Clause to read:

- a) If there is not at least one elected office-bearer or committee member of the Society who is resident in New Zealand, the Committee will co-opt a suitable member resident in New Zealand to the Committee if one is available;
- b) if there is not at least one elected office-bearer or Committee member of the Society resident in Australia, the Committee will co-opt a suitable member resident in Australia to the Committee if one is available.

Special Resolution 10...

....aims to clarify and specify the process for the selecting the editor of the Globe and to describe certain responsibilities.

Proposal: Insert a new Clause as follows:

The Globe

- (1) The Society shall on a regular basis publish a journal which is to be called **the Globe**.

- (2) The President, after consulting the Committee, shall select an appropriately qualified member of the Society to be the Editor of the Globe.
- (3) An Editor may be removed from office by resolution of the Committee.
- (4) The Editor may select an Advisory Board to assist him having particular regard to including on it members who can facilitate the peer review of articles.
- (5) The Editor, after consultation with the Committee, periodically shall publish for consideration and comment by members a document that outlines the editorial, operational and commercial policy of the Globe.

Special Resolution 11...

... is intended to allow the Committee to insert clause numbering and vary the existing clause numbering of the clauses of the Constitution to most logically incorporate the resolutions adopted at the AGM, together with the Registrar's additions.

Proposal: So as to most logically incorporate into the existing text of the Constitution the Registrar's changes, and the texts of any resolutions agreed to by the special general meeting, the Committee is authorized to alter the sequence and numbering of the clauses in the ANZMapS Constitution prior to submitting the text to the Registrar.

Special Resolution 12...

...relates to the model rule 27 on the conduct of committee meetings that the Registrar inserted in April 2009. The purpose of the amendment is to put beyond doubt that the Committee can conduct its meetings by phone hook-up or by e-mail on an agreed and basis allowing full participation by all members..

Proposal: Add to the above Clause:

(5) The Committee may conduct its business in person, or by using such telephonic or electronic means that allow its members equal opportunity to participate and contribute.

Changes to Constitution Required by the Registrar.

The additional provisions included by edict of the *Victorian Incorporation Associations Act* Registrar, and now integral to the Constitution, read as follows:

(Rule 27 of the Model Rules) The quorum for committee meetings.

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.*
- (2) No business may be conducted unless a quorum is present.*
- (3) If within half an hour of the time appointed for the meeting a quorum is not present --
 - (i) in the case of a special meeting -- the meeting lapses;*
 - (ii) in any other case -- the meeting shall stand adjourned to the same place and the same time and day in the following week.**
- (4) The committee may act notwithstanding any vacancy on the committee.*

(Rule 8 of the Model Rules) Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between--
 - (a) a member and another member; or*
 - (b) a member and the Society.**
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.*
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.*
- (4) The mediator must be --
 - (a) a person chosen by agreement between the parties; or*
 - (b) in the absence of agreement --
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the association; or*
 - (ii) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)***
- (5) A member of the Society can be a mediator.*
- (6) The mediator cannot be a member who is a party to the dispute.*
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.*
- (8) The mediator, in conducting their mediation, must --*

- (a) give the parties to the mediation process every opportunity to be heard; and*
- (b) allow due consideration by all parties of any written statements submitted by any party; and*
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.*

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Rule 12. Notice of general meetings.

(1) The Secretary of the Society, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General meeting of the Society, must cause to be sent to each member of the Society, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent --

(a) by prepaid post to the address appearing in the register of members; or

(b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business on the notice calling the next general meeting.