

## *Australian and New Zealand Map Society (ANZMapS)*

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### **Discussion Paper**

**31 August 2009**

#### **Possible Changes to the ANZMapS Constitution**

**Comments are requested by 31 October 2009.**

**This paper is being circulated to seek member's reaction to a range of possible changes to the Society's constitution. Before taking these possibilities further, we would appreciate advice and comments from you, not least as to whether the suggestions are seen as helpful and prudent. You may have other desirable changes in mind that the Committee has missed.**

**The intent is that a set of suggested amendments will be circulated, at least eight weeks in advance, for consideration and decision at the time of the next ANZMapS Annual General Meeting, scheduled to be held with the Adelaide Conference, 7-9 April, 2010.**

**At this stage the issues and suggestions are described in general terms, rather than as changes to the precise wording of the Constitution. The "legal" drafting stage will take place once comments have been received from members. Ultimately we will need to get a lawyer's advice on the proposed wording, to ensure any changes are sound in their own right and that the concepts and language used are compatible with the Victorian Associations Act. It is these "legally worded" changes, as then drafted, that will be circulated in advance to members and considered at the Adelaide AGM.**

**To the extent possible the proposed changes will be drafted in a way that allows each to be discussed and voted on separately, on its merits, not as a component integrated package of changes. However, for reasons explained below, certain provisions do interact, and those provisions will need to be grouped for decision.**

**Could you please post your comments on the related Blog: <http://anzmaps.blogspot.com/>, or if technologically diffident, by posting them to ANZMapS at the above address, before 31 October.**

## **Background.**

ANZMapS is an incorporated association under the Victorian Associations Incorporation Act. Upon amalgamation, the Australian Map Circle and the New Zealand Map Society adopted the Constitution of the old AMC as the ANZMapS Constitution, with limited changes designed mainly to reflect the combined organisation's new title.

Constitutional changes require a 75% approval by those voting at a duly notified and convened meeting. Any changes adopted at such a meeting do not take effect until approved by the Registrar appointed under the Association's Act.

In the case of the latest amendments this occurred on 15 April 2009.

## **Committee's approach**

Subsequent to the Annual General Meeting last March, the ANZMapS Committee has been considering whether to make further changes to update the constitution. That examination has been prompted by a wish to use the opportunity offered by amalgamation to reflect on the philosophy, governance, objectives and modus operandi of the Society.

Our clear intent, and need as an organisation, is to revitalise. For the organisation generally there seem to be a number of considerations in play. One is that changes in cartography and technology are impacting quite drastically on mapping and on institutional attitudes to maintaining map collections. Indirectly, these developments affect the Society.

Another, is that the current demography of the Society is ageing. Unless this trend is addressed, it will erode the Society's viability in the longer term.

Separately, there may be technical improvements to the constitution that are possible that would enable the Society to work more democratically, efficiently and contribute to ensuring that all age groups, membership categories, and both sides of the Tasman, have full say in its running.

That said, as now drafted, the constitution is pretty sound – clear, at least most of the time, simple and it doesn't over-reach.

## **Registrar's Intervention**

Besides any changes of inherent merit, a recent intervention by the Victorian Association's Registrar, makes certain changes compelling. The Victorian Act gives the Registrar the power to amend an association's constitution if, in his view, it does not make provision for all matters covered by the Model Rules that accompany the Act.

While agreeing to the changes adopted by the Society in March, the Registrar deemed three elements in the Model Rules to be missing from the ANZMapS constitution and that in these areas

the Model Rules provisions should be deemed to apply. Effectively they now form part of the Society's constitution.

The text of these now (externally) inserted provisions is included at Attachment A. Specifically, the additions relate to the quorum and procedure followed at meetings of the (Executive) Committee, (currently not defined but model rules specify a quorum is four committee members); the inclusion of a grievance procedure; and the definition of the manner in which notices of general meetings are given, published or circulated.

### **Considerations**

It is open to ANZMapS to vary the exact terms of the registrar's inclusions, as long as the issues referred to in the imposed provisions are addressed in a credible fashion. However, it is the Committee's view that there is no need to challenge the substance of the registrar's additions and that they should be formally adopted into the ANZMapS constitution at the next AGM.

However certain of these new additions do grate against ANZMapS existing constitutional provisions, making amendment of one provision, the size of the committee, now essential, and affecting certain others, beneficially and otherwise.

Against this background our suggestions for your consideration are the following.

### **ANZMapS Purposes**

The purposes of the Society, as now defined in **Article 2** of the Constitution, are:

- (a) to promote the development and effective exploitation of map collections throughout Australia and New Zealand;
- (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.

These purposes are in fact narrower than the Society, with its "broad church" approach to membership and mandate tends to set itself. Hence two additions are being suggested.

The motivation for the first stems from the cost pressures and pressures for technological change place on map collections in universities, government agencies, and even public libraries, many of which are now under threat. A number of significant collections have been already disbanded, a matter of concern. The importance of **maintaining and preserving** these archives should be an objective of ANZMapS and should be reflected in the association's purposes by adding those words in (a) above.

In addition, and closely related, the general objective of promoting public interest in cartography generally should be included in the purposes, not least with the aim of broadening participation in ANZMapS and raising awareness and interest in these threatened collections. The current

formulations don't draw out the Society's promotional role, particularly as it tries to engage the broader public.

An additional purpose along the lines of ...(d) to promote public interest in Australia and New Zealand in map collections, and in historical and contemporary cartography" ...is therefore suggested.

### **Membership categories**

For a small organisation the categories of membership are surprisingly complex. They currently include ordinary, institutional, emeritus, student, and honorary members. Importantly, it is highly desirable for ANZMapS to expand its membership base: encouraging younger members to join is a particular need.

One result of an aging membership demography is that an ever increasing proportion of the total membership qualifies for emeritus membership, potentially affecting revenue flow to the organisation. The emeritus system amounts to an effective "tax" on ordinary members, not that the annual cost of membership is particularly weighty.

Student fees are also discounted, but currently the constitution precludes student members from voting and from being office bearers in the organisation. (Though it has been known to happen Constitution notwithstanding: a student member was Vice-President at one point in time). Nevertheless, the Constitution's design is sending conflicting messages: we want to attract students in (by discounting fees), then formally disadvantage them (at least while they remain students) by saying they can't have a role or a say in the Society. Longer term the viability of ANZMapS makes it undesirable for this cohort, tertiary students at least, to be excluded from having a say in the conduct of the Society.

Hence we have in mind two proposals regarding membership.

- a) drop the category of emeritus membership from the Constitution.

We are conscious that this raises an issue for those already entitled to this category of membership. We would hope that as the cost of ordinary membership is modest, they, like some of the rest of us who are now qualified, would accept the rationale for the change.

- b) The second is to propose that student members (those full or part time students attending **tertiary** institutions) should have full voting rights, and the right to hold office.

The Society should be open to any individual interested in furthering the purposes of the Society.

### ***An aside: NZ Life Members, post amalgamation***

*Can we flag at this juncture one issue arising from amalgamation. Whereas the AMC had "honorary members" (whose position remains unchanged with amalgamation) the New Zealand Society had "Life Members", currently two in number.*

*Without again going through the nomination and voting procedures for honorary membership in the ANZMapS Constitution, the Committee's intent is to treat the two NZ Life Members as honorary members of ANZMapS, unless anyone objects, which hopefully they won't.*

*To do otherwise would seem gratuitously discourteous.*

### **Committee role and functions**

The functions of the committee are defined in Article 18 as being "to represent the members of the society in negotiations affecting Australian and New Zealand map curatorship, and allied interests". This is a narrower formulation than the existing purposes of the society, even more so if the purposes are broadened as suggested above.

It is therefore suggested that Article 18 be amended so that the functions of the committee are to conduct the business of the society, and to represent the members of the society, in pursuit of all the purposes defined in the constitution.

### **Structure and election of the Committee**

As things stand formally under the constitution, the committee elected at the annual general meeting, solely comprises the four office bearers; the president, vice president, secretary, and business manager. Strictly speaking, these four alone form the Committee of ANZMapS.

This committee of four can, in turn, co-opt ..."certain honorary and financial members to advise, assist and perform such duties as the committee may assign to them" (Article 17). It should be noted that these additional committee members are co-opted, not elected. The advantage of this design is that these additional personnel, appointed to assist the committee on a co-opted basis, (though formally not part of the voting/decision making process) are likely to have special interests or expertise.

One effect of the Registrar inserting Section 27 of the Model Rules in our constitution is that the committee requires a quorum of four. As formally there are only four committee members, all decisions now require everyone, ie all office-bearers, to be present. It is now axiomatic that the size of the Committee must be increased to ensure it can effectively function (or possibly that the quorum be reduced).

Another aspect is that the process of co-opting committee members is rather undemocratic. The more normal approach would be to elect, at each annual general meeting, not only the four office

bearers, but a set number “ordinary” committee members. This gives such committee members standing in their own right as representing the membership.

Current practice heads somewhat in this direction. For example at the 2009 AGM the newly elected president, Martin Woods, advised the AGM of that he had co-opted to the committee, Michael Ross and Greg Wood, who serve at the Committee’s pleasure. Notionally, though unlikely in practice, members at the AGM could take issue with the proposed co-optees.

It is therefore suggested that the existing Article 17 be amended to provide that the general business of the society shall be conducted by an elected committee of up to eight persons who are honorary or financial members of the society. These would comprise the president, vice president, secretary, and business manager, (as now) together with two elected committee members, plus the editor of the Globe, ex officio, and possibly one co-opted member if the provisions of the section below on minimum trans Tasman representation are ever required.

If the AGM failed to elect the necessary number of bodies then the provisions of Article 25, allowing for members to be co-opted, would still be used, with the difference that anyone co-opted in future would be a full committee member.

#### **Minimum Trans-Tasman representation on the Committee**

The resolutions passed at the time of amalgamation included, at (paragraph 6);

*"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."*

This resolution, and the others passed at the time, stand as a commitment. However, if members prefer, the substance of the resolution could be incorporated in the constitution.

The committee has no strong views on this, one way or the other, though its inclusion would formalise the March 2009 resolution. If that’s to be done we would suggest a provision in which:

- a) the time limitation is deleted, as under any conceivable circumstance, the amalgamated organisations should desirably have a New Zealand representative. In extremis, there is flexibility provided by the wording above "if one is available".
- b) include a symmetrical provision providing the same presumption of minimum Australian resident representation on the Committee, just in case the circumstance ever arose that all committee members were NZ residents.

#### **Designate a line of succession for the position of President?**

Some members of the Committee have expressed the view that it would be desirable that whoever holds the position of vice president should be the heir presumptive to the position of president, and

suggest this be incorporated in the Constitution. This succession has been the recent practice of the AMC, but such a change would translate practice into a constitutional provision.

The advantage would be to create a presumption that whoever holds the presidency comes to the position with a record of past involvement and up-to-date knowledge of the agenda, workings and purposes of the society.

The disadvantage is that it is inflexible. ANZMapS is a small voluntary organisation: there's not a large number of people are falling over themselves to become office bearers. The circumstances of individuals, and the organisation itself, can readily change, in which case the constitutionally designated line of succession could become impractical or undesirable. In addition the Constitution should not preclude the possibility that members, at an AGM, decide on of a clean sweep of office bearers, for example if they are judged the Committee to have performed unsatisfactorily. Hence, any provision should be indicative, not binding. Technically, that makes it difficult to draft.

Nevertheless we invite comment on three possible options.

- The first would designate the vice president as heir apparent, but with some wriggle-room allowed for the reasons mentioned.
- The second could broaden out the succession possibilities to provide that the President will be elected from among the existing (four) office bearers.
- The third would make no change, leave the existing constitutional arrangement as is, and makes no constitutional presumption regarding succession, apart from the Society's practice.

### **Should the tenure of office bearers be time-limited?**

If a provision such as that above is adopted regarding the position of President, then logic would specify a maximum term of office for the President, otherwise the Vice President could be forever the bridesmaid-in-waiting. As a general rule any organisation benefits from turnover of those involved in its administration. However, with ANZMaps, getting anyone involved has been a challenge.

For that reason we do not recommend a constitution-based time limit on any individual's membership of the Committee as such. However we do suggest putting a limit on any one individual holding any one particular office bearer position for a continuous period of, say, more than four years.

### **Expulsion or suspension of a member.**

A number of aspects make this provision (Article 11 in the Constitution) unattractive, over and above the unpalatable nature of the whole question.

The wording of this provision in the ANZMapS Constitution reflects the wording of the Model Rules accompanying the Act. As now worded, the provision is probably unworkable if ever challenged, certainly so if the member slated for expulsion is a Committee member. That was so previously, but

is certainly so with the addition by the Registrar of the new provision requiring a committee quorum of four, (meaning there is currently an effective need for full committee attendance for the issue to be resolved, ie very readily thwarted).

This particular defect is corrected if the size of the committee is increased.

There are a number of other aspects of this provision that are unclear. However given the wording reflects the provisions in the Model Rules, on balance, the Committee's thinking is to leave it as...

...with one amendment. That would involve placing the provision further down the text of the Constitution rather than accord it the conspicuous pride-of-place it now holds. It would sit with the Registrar-inserted provision on disputes and mediation (Rule 8 of the Model Rules) to which is somewhat related.

### **Relationship between the Committee and the Globe.**

The Society vests the responsibility for acting on its member's behalf solely in the Committee. The Constitution makes passing mention of "a journal", but in no way defines the character of that publication, or the relationship between that journal, its editorial arrangements, and the Society. There are a number of obvious circumstances when it would be in the clear interest of the Society (and the Journal's Editor and Editorial Board) to do so. The lack of such a provision now is a potential source of vulnerability to both, for example, if for some reason, an intellectual property related legal action were to be taken against the Journal and those involved with it, particularly if unbeknown to the Committee.

At another level *the Globe* is the mouthpiece, the showcase and the durable legacy of the Society and, probably, its largest recurrent cost outlay. The elected Committee is ultimately accountable for it, and for any legal or financial responsibilities arising from it, and for the way the Society presents itself publicly. As straight forward good governance, the Committee, and ultimately the ANZMapS membership, should, at the very least be equipped with knowledge of the activities and intentions of the editorial group that could have a bearing on the Society and its operations. That includes as simple a matter of recording who is involved in its decision making and publication.

A logical step would be to spell out the arrangements between the Society, the Committee, the Journal's Editor and Editorial Board, at least to some extent. Such considerations could be handled a number of ways, but the most transparent, and protective, is by including a provision in the constitution.

### **Some considerations**

#### **Role and independence of the Editor**

One of the issues is the exact role and function of the Editorial Board, and the relationship between the Board and the Editor.

In essence the Board's role should be an advisory one: the ultimate decisions on publication of articles resting with the Editor, whose independence is paramount. The Editor's responsibility and ultimate independence would beneficially be stated in the constitution.

### **Role of the Editorial Board**

With the above proviso, the Editorial Board's functions are arguably twofold. The first, in consultation with the Editor, is to contribute to defining the general editorial principles that apply to the Journal. The second is for the Editorial Board members, who desirably are particularly respected for their knowledge and expertise of maps and mapping, to contribute to, and/or facilitate, the peer review of articles submitted for publication. That balance of expertise between the Board members would to some extent be a proxy for geographical location and subject knowledge. Again, reflecting both those functions and membership attributes in the constitution could be beneficial.

### **Separation of editorial policy from financial considerations**

The decision on financial issues, cost and frequency of publication, style of publication, advertising etc, are clearly areas where the Editor's role, and the Committee's role, directly intersect. One way of ensuring close dialogue is for the Editor to be a Committee member ex-officio, and to report periodically to it. This could be reinforced by the President being a member of the Editorial Board ex-officio.

Again stepping the fine line between editorial independence, and meaningful accountability, the Editor, say every six months, should be required to inform the Committee:

- of the prospective publication schedule for the journal; (which the Committee should endorse or modify);
- the actual costs incurred and the expected financial circumstances of the journal;
- of any changes in approach to editorial policy with respect to publication or circulation;
- any matters in his/her knowledge that could bear on the situation and circumstances of the Society.

### **Selection of Editor and Editorial Board**

Basically any editor has to be selected not elected. Again that would logically be by the Committee, or possibly by the President, usefully after consulting existing members of the editorial board.

The practice with many learned journals is for the editor to then select the editorial board. Superficially this is a somewhat circular design, but one that allows for a mix-and-match process and the drawing together of a supportive editorial board with the right balance of expertise. Another approach would be for the Editorial Board members to be selected by the Committee, after consulting the Editor.

### **Rationale**

The bottom line in all this is to protect the independence of the Editor, provide a process and criteria for selecting a supportive, highly qualified, Editorial Board, put in place logical management and

prudential arrangements between the Journal and the Committee, thereby both enhancing and protecting the interests of the Globe team and ANZMapS more generally. Plus, in addition, make the whole process more transparent and explicit. Doing so in the Constitution would strengthen everyone's hand.

### **Meetings, voting and decision making**

The Victorian Associations Act specifies that, by special resolution, an association may alter its constitution or change its name.

There is no provision in the Act for passing special resolutions by postal vote, only by proxy. Ordinary resolutions, and voting on routine matters such as in an election of the Committee, can be undertaken by postal vote.

The addition to the Constitution of Model Rule 12 (see Attachment A), indicates the possibility of using electronic transmission if authorised with a member's agreement. It is not clear if this applies both ways, something that will have to be clarified with the Registrar.

Presumably postal votes or proxies, if electronically communicated, have to be received from a clearly recognisable (financial) member, and received by the designated returning officer, say, 48 hours before the AGM to allow for verification if needs be. Basically ANZMapS processes in this area should be designed so as to allow the greatest, legally acceptable, participation in votes and proceedings by our more distant members, by postal or proxy.

There is a need to further consult the Registrar as to how the mechanics can be structured but the issue is under consideration.

31 August 2009

## **Attachment A**

### **Extracts from the Model Rules for an association established under the Victorian Associations Incorporation Act (1981)**

**From 15 April 2009, the provisions below were deemed by the Registrar to apply in addition to the existing ANZMapS Constitution provisions.**

#### **Rule 27.**

##### **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.**

##### **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 Association.
- (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 association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)

(5) A member of the association 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 Association, 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 Association, must cause to be sent to each member of the Association, must cause to be sent to each member of the Association, 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.