

**CONSTITUTION OF
GIFTED AND TALENTED CHILDREN'S ASSOCIATION OF SOUTH AUSTRALIA
INCORPORATED**

1. The name of the Association is "GIFTED AND TALENTED CHILDREN'S ASSOCIATION OF SOUTH AUSTRALIA INC." and the Association is an Incorporated Association pursuant to the "Associations Incorporation Act" 1956 as amended.

2. **DEFINITIONS**

In this Constitution unless the contrary intention shall be expressed:

"Association" means the Gifted and Talented Children's Association of South Australia Inc.

"Affiliate" or "Affiliate Member" means a club society association or body admitted by the Association as an affiliate member of the Association.

"Fees" refers to and includes any monies payable to the Association in respect of any subscription or registration or in respect of any entry in the records of the Association and shall include penalty fees.

"Financial Year" means the one-year period commencing on the first day of July in any year.

"The Committee" means those financial members of the Association who are elected by the members or who are otherwise appointed to the various positions of Secretary, President, Teacher-Vice President, Parent-Vice President, Treasurer together with such number of general Committee members as determined by the AGM for the terms of office hereinafter specified.

"Gifted and Talented Child" is one possessing to an outstanding degree, demonstrated competence or potential in intellectual, creative and/or other abilities and needing different education or services beyond those provided by the regular school curriculum.

"Writing" includes printing and duplicating or any other like means of communication on paper.

"Rules" means the Rules and Regulations promulgated by the Committee from time to time pursuant to the provisions of the Constitution.

3. **OBJECTS**

- 3.1 The objects of the Association shall be:-

- 3.1.1 To provide opportunities for the parents and teachers of gifted and talented children to meet to discuss their mutual problems and consult specialists on education and other matters.

- 3.1.2 To promote community awareness of the needs and potential of gifted and talented children.

- 3.1.3 To meet the needs of gifted and talented children.

- 3.1.4 To collate and initiate research dealing with gifted and talented children.

- 3.1.5 To provide resources for gifted and talented children and people interested in their welfare.

3.1.6 To promote awareness among parents and educators of the needs and potential of gifted and talented children.

3.1.7 To provide assistance and counselling for gifted and talented children and people concerned with their welfare.

3.1.8 To raise funds for the carrying out of the Objects of the Association.

3.1.9 To do all such things within the Association's power as will be for the benefit of gifted and talented children.

3.2 In pursuit of its Objects, the Association shall be non-party political, non-sectarian and non-racist.

4. MEMBERSHIP

4.1 Any person who was a member of the Association pursuant to the preceding constitution of the Association shall notwithstanding the provisions hereof have and hold all of the rights, benefits and privileges of membership as though that membership was duly established hereunder.

4.2 Any person may apply to become a member of the Association by lodging with the Secretary written application for membership in such form as the Association shall from time to time prescribe.

4.3 An application for membership shall be determined by the Committee which may grant or conditionally grant or refuse such application without assigning any reason therefore but the Committee shall have regard in considering an application to ensure that the child who is the subject of any application is a gifted and talented child in accordance with the definition contained in this Constitution.

4.4 Membership of the Association shall be available in the following categories:

4.4.1 Families of gifted and talented children.

4.4.2 Teachers, schools and educational organisations.

4.4.3 Individuals and groups who are interested in pursuing the Objects of the Association as defined in this Constitution.

5. RENEWAL OF MEMBERSHIP

5.1 Save and except for Life Membership, the membership of every member shall endure for a period of one year, commencing on the first day of October of each year.

5.2 Every member shall be entitled to reapply for membership from year to year by tendering to the Treasurer prior to the end of the membership year the amount from time to time prescribed as being the annual subscription.

5.3 Any person who fails to renew membership as aforesaid on or before the first day of December in any year shall cease to be a member of the Association but such a person may nevertheless apply for renewal of membership.

6. LIFE MEMBERSHIP

The Committee shall appoint as a Life Member any member of the Association in respect of whom a resolution at an Annual General Meeting has been carried that such member should be so appointed and a member so appointed shall not be required to renew membership in accordance with the foregoing provisions hereof but shall retain membership of the Association for life unless otherwise determined by virtue of any exercise of the disciplinary provisions of this Constitution.

7. CESSATION OF MEMBERSHIP

A member shall cease to be a member of the Association if that member:-

- 7.1 Resigns by notice in writing addressed to the Secretary.
- 7.2 Dies.
- 7.3 Shall be suspended in terms of the disciplinary powers contained in the Rules and Regulations from time to time.
- 7.4 Fails to renew membership as aforesaid.

8. AFFILIATE MEMBERS

8.1 Any club, society or association primarily concerned with the education of gifted and talented children or any aspect thereof may apply to become an Affiliate of the Association by lodging with the President an application in the prescribed form and every application for Affiliate membership shall be accompanied by:-

8.1.1 An up to date copy of the constitution or other documentation whereunder the applicant operates.

8.1.2 A completely prepared statement of the financial affairs of the applicant.

8.1.3 A written copy of the minutes of the applicant's last Annual General Meeting duly certified by an authorised officer as being a true copy thereof.

8.1.4 A statement recording the names and addresses of at least ten members of the applicant who are then current members of the applicant Association.

8.1.5 An undertaking that in the case of any change of office holder or committee member within the applicant, then the applicant will cause notice thereof to be filed with the Secretary of the Association and will require any newly elected officer or committee member to the applicant to become a financial member of the Association within twenty-one (21) days of such election to office.

8.2 Every application for Affiliate membership shall be considered by the Committee and if any application shall be granted then the Secretary shall so as soon as practicable thereafter communicate the fact thereof to the applicant who shall within fourteen (14) days thereof make payment of the prescribed membership fee and shall thereupon be an Affiliate member of the Association.

8.3 Every Affiliate shall renew its membership annually at a time prescribed by the Committee from time to time.

- 8.4 No Affiliate shall conduct its own affairs and no Affiliate or office bearer or committee member of an Affiliate shall suffer the affairs of an Affiliate to be conducted in any manner which is contrary to the objects of the Association nor do or suffer to be done any act which reflects adversely upon the standing of the Association, the Affiliate or other members or Affiliate Members.
- 8.5 Every Affiliate, Office Bearer and Committee Member of an Affiliate shall comply with every order or direction of the Committee made or given pursuant to the Constitution or the Rules and upon being required at any time by Committee to do so shall promptly furnish to the Association as the Committee may request any information, explanation or documentation (including accounts) relating to its management, conduct, operation, financial affairs, election of officers, meetings of members, meetings of officers, disciplinary proceedings or any aspect or incident thereof.
- 8.6 Any Affiliate member may be exempted by the Committee from any of the foregoing provisions relating to Affiliate members.

9. AFFILIATION WITH OTHER ORGANISATIONS

The Association, by resolution of the Committee, may apply to become an affiliate of any other Association, Club, Society or Organisation primarily concerned with the education of gifted and talented children.

10. MEMBERS BOUND BY CONSTITUTION

Every member shall be bound by this Constitution and all rules and regulations promulgated hereunder and where any member shall commit any breach of the provisions hereof or of the said rules or regulations, then such member shall be subject to the disciplinary provisions herein contained.

11. THE COMMITTEE

- 11.1 The business and affairs and property of the Association shall subject to the Constitution and any specific rules to the contrary, be under the control of the Committee.
- 11.2 The Committee shall consist of such members as defined by the Association elected by members of the Association exercising their respective voting rights to the following officers of the Association:-
- 11.2.1 President
 - 11.2.2 Parent Vice President
 - 11.2.3 Teacher Vice President
 - 11.2.4 Secretary
 - 11.2.5 Treasurer
 - 11.2.6 Such number of general Committee members as determined by the AGM.

- 11.3 Any person who was at the time of the coming into force of this Constitution an officer (in any capacity or by any title whatsoever) of the Association, shall by virtue of this sub-rule be deemed to have been duly elected or appointed hereunder and shall continue to hold office as an Officer of the Association hereunder until the date of holding of the first election pursuant to this Constitution.
- 11.4 All Officers of the Committee shall hold office for one year and shall be eligible for re-election to such office or any other office of the Committee.

12. ELECTIONS, ELIGIBILITY, VOTING

- 12.1 Any member of the Association shall be eligible to nominate for elections to any office of the Committee.
- 12.2 A candidate for election shall be a financial member of the Association at the time of nomination.
- 12.3 A candidate seeking election shall 2 weeks prior to election place as the Committee shall specify in the appropriate place a nomination form (in the form prescribed in the rules) specifying the office or offices to which election is sought by the candidate.
- 12.4 Within ten (10) days prior to election the Secretary shall -
- 12.4.1 Publish at the Office of the Association a list containing the names of the candidates for election for such offices of the Committee and in such publication shall group together candidates for Committee offices other than that of President and Vice Presidents.
- 12.4.2 Supply free of fee to any member of the Association so requesting it a photocopy of such list.
- 12.5 Voting for Committee elections shall be held at a venue specified by the Committee. Such venue shall be publicised at least 2 weeks prior to the election at the Office of the Association and in the newsletter of the Association and by such other means (if any) as Committee may find convenient and expedient.
- 12.6 Every member (other than an Affiliate member) shall be entitled to cast one (1) vote for each position on the Committee.
- 12.6.1 Family and group members are entitled to one vote only.
- 12.7 Voting for all offices shall be cast by a show of hands or ballot or any other method necessary at the discretion of the President.
- 12.8 All officers of the Committee of whatsoever title shall continue in such office until immediately preceding the declaration of the next election results whereby they respectively are affected.
- 12.9 Elections shall be held on the first Saturday in the month of September in each year.

13. VACANCY IN COMMITTEE

Subject to the following sub-rule where for any reason there is at any time a vacancy of any office of the Committee then the Committee shall as soon as practicable appoint to fill such vacancy any member of the Association of its choice and upon such appointment the person appointed shall be deemed to have been duly elected to the Committee and shall hold office for the whole of the unexpired portion of the predecessor's term of office.

14. POWERS OF THE COMMITTEE

Without derogating from the generality of the power of the Committee to manage the business affairs and property of the Association and without in any way limiting the powers of the Committee hereinbefore expressed, the Committee shall have all and several of the following powers:-

- 14.1 To employ or appoint a person (not being a member of the Committee) to carry out the role of the Executive Officer of the Association and if thought fit to appoint an additional person to be the Assistant Executive Officer of the Association.
- 14.2 To prescribe the amount of any fee which may be payable to the Association and to levy and impose any further and other fees as may from time to time be required for the better management of the affairs of the Association and to increase or decrease or otherwise make rules binding upon members in relation to all such fees.
- 14.3 To make contracts of every kind and nature and without limiting the extent of the Committee's power in this behalf to make contracts for the buying and selling or other dealing whatsoever in any real or personal property, to borrow money in the name of and on behalf of the Association from any bank or other lender whatsoever and for such purpose to mortgage, charge or encumber any real or personal property of the Association as might be required by any condition attracting to the borrowing of any money by the Association, to invest the available monies of the Association, and to lend out to Affiliates upon such terms as may be considered proper any monies of the Association as are from time to time available for investment and to make such loans upon such terms as shall appear commercially expedient and to enter into contracts for performance of building works upon the Association's real estate, to transact every kind of banking, business and other commercial activity as may be transacted ordinarily by any other person or body.
- 14.4 To engage professional persons or bodies to act for and on behalf of the Association in any matter.
- 14.5 To establish and promote schools, kindergartens, courses and literature in relation to gifted and talented children.
- 14.6 To do all such things as are conducive or thought by Committee to be conducive to the attainment of the objects of the Association.
- 14.7 To do all such things directly or indirectly incidental or consequential to or connected with all and several of the powers of Committee herein before contained and this grant of incidental power to Council shall be construed upon the broadest plain style.
- 14.8 The Association shall have the power to borrow or raise money and secure the payment thereof in such manner as the Association shall think fit and in particular by the creation of issues of debentures charged upon all or any of the Association's property real or personal, present or future.

15. MEETINGS OF COMMITTEE

- 15.1 In any period of one year commencing from the date of publication of Committee election results there shall be not less than eight (8) meetings of the Committee and each such meeting shall be held not later than two months from the date of the preceding meeting. The first meeting of the Committee subsequent to elections shall be held on such date as the President may direct being not later than one month from the date of publication as aforesaid.
- 15.2 The Committee on the first such meeting after publication of election results shall appoint a Minutes Secretary for the term of the Committee to cause proper minutes of all such meetings to be kept and shall make available for inspection by any member or Affiliate the content of such minutes provided that the Minutes Secretary shall not so make available information arising out of a Committee meeting which the President has directed to be classified as confidential information.
- 15.3 One-third of the members of The Committee shall form a quorum of the Committee.
- 15.4 The Committee shall appoint a Chairperson who shall preside over all meetings of the Committee and in the event of any deadlock of votes shall exercise a casting vote in addition to their vote as a member of the Committee.
- 15.5 Any member of the Committee of whatsoever title who in any period of one year from the date of election and from year to year during tenure as a Committee member, who is absent from three consecutive meetings of the Committee without any apology being tendered and duly accepted shall be deemed to have resigned as an officer of the Committee and a certificate signed by the President that such member has resigned by virtue of this provision and that the former office held is a vacant office shall be conclusive proof of such matters and shall not thereafter be the subject of any enquiry.
- 15.6 At each Committee meeting the Committee shall appoint the date for the holding of the next Committee meeting providing always that the President or in absence the Vice President may in respect of any matter deemed to be urgent call an extraordinary meeting of the Committee.
- 15.7 No person other than members of the Committee, the Minutes Secretary or any person expressly invited or directed to attend or given permission to attend any meeting of the Committee shall be entitled to be present at Committee meetings.

16. THE COMMON SEAL

The common seal of the Association shall be kept in the custody of the Treasurer and shall be affixed to any document required by law to be executed by the Association under its common seal only upon the resolution of the Committee and in such case shall be counter-signed by two persons from the group of the President, the Vice Presidents and the Treasurer. The said common seal may further be employed in relation to the Association's internal documents or in documents between members of the Association and in such case may be affixed without need for formal resolution but nevertheless in such cases the same shall be affixed in accordance with a general direction of the Committee.

17. ANNUAL GENERAL MEETING

- 17.1 The Annual General Meeting of the Association shall be held on the first Saturday of September in each year. At least 2 weeks' notice of the holding of the Annual General Meeting shall be given by the President who shall publish such notice thereof in at least one edition of the newsletter of the Association and otherwise as may be directed by Committee.

- 17.2 A Chairperson shall preside at the Annual General Meeting and the Minutes Secretary shall cause minutes thereof to be kept.
- 17.3 The Treasurer shall submit to the Annual General Meeting the accounts of the Association made up to the 30th day of June prior to the date fixed for the Annual General Meeting.
- 17.4 Any matter proposed to be submitted for consideration and vote at an Annual General Meeting shall be submitted to the President in writing not later than the 30th day of June prior to the date fixed for the Annual General Meeting. The proposer of such matter shall be entitled at the Annual General Meeting to put the motion and to be heard thereon.
- 17.5 The President shall at the Annual General Meeting-
 - 17.5.1 Lay before the meeting all matters contained in an agenda and admit all matters and petitions properly brought before the meeting.
 - 17.5.2 Report to the meeting upon such past, present and proposed activities for the Association and of Committee as may properly be of concern and interest to members of the Association.
 - 17.5.3 Report on any matters specifically directed by Committee to be laid before the Annual General Meeting.
- 17.6 At the Annual General Meeting of the Association twenty (20) members shall form a quorum but should there not be a quorum at the expiration of 30 minutes from the time appointed for the Annual General Meeting members present may adjourn the same to a time, date and place to be fixed.

18. EXTRAORDINARY GENERAL MEETING

- 18.1 An Extraordinary General Meeting of the Association shall be convened within 14 days of the Committee passing a motion to convene an Extraordinary General Meeting by virtue of a resolution of a majority of members thereof.
- 18.2 An Extraordinary General Meeting of the Association shall be convened within 14 days of not less than one-quarter of the general membership petitioning the President in writing to convene an Extraordinary General Meeting.
- 18.3 The President shall preside at an Extraordinary General Meeting and the Minutes Secretary shall cause minutes thereof to be kept.
- 18.4 The President has the individual right to call an Extraordinary General Meeting at any time giving 14 days' notice thereof to the general membership.
- 18.5 At any Extraordinary General Meeting of the Association twenty (20) members shall form a quorum but should there not be a quorum at the expiration of 30 minutes from the time appointed for the Extraordinary General Meeting members present may adjourn the same to a time, date and place to be fixed.

19. VOTING OF MEMBERS AT MEETINGS

- 19.1 All questions and matters arising at any meeting of the Association (other than questions of order and procedure) shall be decided by the majority of the votes of members present and entitled to vote at such meetings. Votes shall ordinarily be by show of hands but if in any instance a vote by show of hands appears to the President or any member to be unsatisfactory or ambiguous then the President or such member shall be entitled to request a division. Where a majority of members request a secret ballot to be undertaken in respect of any matter to be put to the meeting the Chairman shall direct the Returning Officer to conduct such secret ballots.
- 19.2 Any member who has not paid their membership fee shall not be entitled to vote at such meeting.
- 19.3 Life Members shall be entitled to vote on the same basis as if they had duly paid their membership fee entitling them to vote.
- 19.4 Vote counting at any meeting shall be under the supervision of the President who may appoint scrutineers from the body of the meeting to assist in connection therewith.

20. DISCIPLINARY MATTERS

- 20.1 Any allegation of the breach of the Constitution or the Rules or Regulations by any member or Affiliate shall be made to the Committee in writing.
- 20.2 The Committee shall be empowered to make such Rules and Regulations as it thinks fit from time to time in relation to the definition of matters requiring disciplinary action, the penalties for such matters, and the mechanism by which the validity of any allegation made pursuant to sub-paragraph 20.1 hereof shall be determined.

21. OTHER COMMITTEES

The Committee may establish such committees to deal with any aspect of the business of the Association or for the purpose of the better attainment of the Association's objects as the Committee shall see fit and may appoint members willing to accept appointment to be members of such committees and all such committees respectively shall act as agent of the Committee with such express powers, rights and obligations as the Committee shall from time to time confer upon such committees and the Committee shall have the power to bring to an end the operation of any such committee or to remove any member therefrom.

22. ACCOUNTS

- 22.1 The Treasurer and such other person or persons as shall from time to time be authorised in writing by the Committee or by the provisions of this Constitution or by virtue of such person or persons appointed to any Committee shall keep true and proper accounts of all monies received and all payments made by and on behalf of the Association and of all the assets and liabilities thereof and the Treasurer shall have available for consideration by the Committee at each and every meeting of Committee full particulars mentioned in this rule.
- 22.2 The Committee shall appoint competent persons as auditors of the accounts of the Association and may cancel or vary such appointment from time to time.

- 22.3 The Committee shall open and maintain such banking account or accounts in the name of the Association as the Committee shall from time to time think fit, but in any event shall open and keep current a cheque account as a general bank account into which monies of the Association are to be received and deposited and upon which monies payable by the Association shall be paid.
- 22.4 Cheques and any other documents for the purpose of drawing upon out or from any account of the Association any monies of the Association shall be signed for and on behalf of the Association by any two of the members of the Committee who are authorised signatories of the Association for such purpose. No variation of the list of authorised signatories shall be effected save by instrument in writing under the common seal of the Association.
- 22.5 The Treasurer shall also as soon as practicable after each financial year of the Association prepare and make up a general account of all the financial affairs of the Association and shall submit the same for audit by the auditors by the Association so that an audited copy thereof can be laid before the Annual General Meeting of the Association.

23. RULES AND REGULATIONS

- 23.1 The Committee shall have all the powers necessary or desirable to make Rules and Regulations to enable the committee to fulfil the objects of the Constitution. Such powers shall include but shall not be limited to the powers to make Rules and Regulations in relation to each of the following matters:-
- 23.1.1 Registration, re-registration and deregistration of members.
- 23.1.2 Forms and documents to be used in relation to the Association's business affairs and for any other purpose arising out of the provisions of the Constitution.
- 23.1.3 Conduct and discipline of members and Affiliates.
- 23.1.4 All matters arising out of the exercise of any power or discretion of the Committee conferred by the terms of this Constitution.
- 23.1.5 All matters of and incidental to any of the foregoing.
- 23.2 The Committee shall have the power to rescind, vary, amend and substitute any rules or regulations from time to time being the Rules and Regulations of the Association.
- 23.3 All and several the Rules and Regulations of the Association and all variations, precisions, amendments and substitutions thereof shall from time to time be published in the newsletter of the Association and may be recorded in a handbook to be published by the Association and any member shall be entitled upon payment of the prescribed fee to a copy of such handbook.

24. RECOVERY OF SUBSCRIPTIONS

All subscriptions, fees, fines, costs and other monies payable to the Association under the provisions of the Constitution and the Rules shall be payable to the Association in the name of the Association and at the office of the Association within the time specified by the Constitution or the Rules or where no time is specified, then within two calendar months of the date upon which the same become due and the Association may by action recover any such subscriptions, fees, fines, costs or other monies due.

25. INDEMNITY OF OFFICERS

Every Officer of the Association and every member of the Association acting in a capacity as duly authorised agent of the Association shall be entitled to indemnity from the Association in respect of all losses and expenses suffered or incurred in the proper exercise of their functions as an Officer or Agent of the Association.

26. ALTERATION OF THE CONSTITUTION

No alteration of the Association shall be effected except upon a resolution passed by a majority of the members who, being entitled to do so, vote personally or by proxy vote at the Annual General Meeting or at an Extraordinary General Meeting of the Association convened for the purpose of such alteration and notice of which meeting specifying the intention to propose the resolution as a special resolution was given to all members of the Association at least 14 days prior to the holding of such meeting.

27. WINDING UP THE ASSOCIATION

In the event of the winding up of the Association or in the event that for any reason it ceases to function, there remains after satisfaction of all debts and liabilities any property whatsoever, such property shall be distributed to another body or other bodies having similar objects and which prohibits the distribution of its income and property among its members.

28. ASSETS AND INCOME

The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

Alterations to Constitution of Gifted and Talented Children's Association of South Australia 1993

1. The following words in 17.1 be deleted

... on the first Saturday in September in each year..

and be amended with

... in the third quarter of the calendar year...

Therefore 17.1 will read as.

The Annual General Meeting of the Association shall be held in the third quarter of the calendar year...

Alterations to the constitution of Gifted and Talented Children's Association of South Australia 1994

The following words in 12.9 be deleted.

" Elections shall be held on the first Saturday in the month of September each year."

and be replaced by:

"Elections shall be held on the same date as the Annual General Meeting each year."

Therefore 12.9 shall read as-

"Elections shall be held on the same date as the Annual General Meeting each year."

Alterations to the Constitution of Gifted and Talented Children's Association of South Australia 1995

Section 5 currently reads as:

Renewal of Membership

5.1 Save and except for Life Membership, the membership of every member shall endure for a period of one year, commencing on the first day of October of each year.

5.2 Every member shall be entitled to reapply for membership from year to year by tendering to the Treasurer prior to the end of the membership year the amount from time to time prescribed as being the annual subscription.

5.3 Any person who fails to renew membership as foresaid on or before the first day of December in any year shall cease to be a member of the Association but such a person may nevertheless apply for renewal of membership.

Amendment therefore to read as:

Renewal of Membership

5.1 Save and except for Life Membership, the membership of every member shall endure for a period of one year, commencing on the payment of membership fee to the Treasurer (ie. due and payable on a yearly basis).

5.2 Every member shall be entitled to reapply for membership from year to year by tendering to the Treasurer prior to the end of the member's membership year the amount from time to time prescribed as being the annual subscription.

5.3 Any person who fails to renew membership as foresaid on or before the first day of the following month shall cease to be a member of the Association but such a person may nevertheless apply for renewal of membership.