

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

1. NAME

The name of the Association is "GIFTED AND TALENTED CHILDREN'S ASSOCIATION OF SOUTH AUSTRALIA INC."

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.

"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 the committee of management of the Association comprising financial members of the Association who are elected by the members or who are otherwise appointed to the various positions of Secretary, President, Vice President and 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 or electronically.

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

"General meeting" means a general meeting of members of the Association convened in accordance with these rules.

"Member" means a financial member of the Association.

"The Act" means the Associations Incorporation Act 1985.

"Special resolution" means a special resolution defined in the Act.

"Month" shall mean a calendar month.

3. OBJECTS OF THE ASSOCIATION

3.1 The objects of the Association shall be:

- a. 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.
- b. To promote community awareness of the needs and potential of gifted and talented children.
- c. To meet the needs of gifted and talented children.
- d. To collate and initiate research dealing with gifted and talented children.
- e. To provide resources for gifted and talented children and people interested in their welfare.
- f. To promote awareness among parents and educators of the needs and potential of gifted and talented children.
- g. To provide assistance and counselling for gifted and talented children and people concerned with their welfare.
- h. To raise funds for the carrying out of the Objects of the Association.
- i. 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.

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

- a. Families and guardians of gifted and talented children.
- b. Schools, groups and educational organisations.
- c. Individuals (including teachers) who are interested in pursuing the Objects of the Association as defined in this Constitution.
- d. Concession - as for 4.4.c except that the individuals must provide proof of holding a concession card

- e. Country families of gifted and talented children whose children do not attend student programs.

5. RENEWAL OF MEMBERSHIP

5.1 Save and except for Life Membership, the membership of every member shall endure for a period of one or two years, commencing on the payment of one or two years' membership fee to the Treasurer (i.e. due and payable on a yearly or biennial basis respectively).

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 determined from time to time in general meeting as being the annual subscription.

- a. The subscription fees shall be payable annually or biennially at the end of the member's membership year (i.e. 12 months or 24 months from the initial payment).

5.3 Any person who fails to renew membership as aforesaid 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.

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. RESIGNATION OF MEMBERSHIP

A member shall may resign from membership of the Association if that member:

7.1 Resigns by notice in writing addressed to the Secretary. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

7.2 Dies.

7.3 Fails to renew membership as aforesaid.

8. EXPULSION OF A MEMBER

8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

8.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

8.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 8.4 below), cease to be a member 14 days after the committee has communicated its determination to the member.

8.4 It shall be open to a member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the committee has been communicated to the member.

8.5 In the event of an appeal under 8.4 above, the appellant's membership of the Association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

9. REGISTER OF MEMBERS

A register of members must be kept and contain:

- i) the name and address of each member
- ii) the date on which each member was admitted to the Association, and
- iii) if applicable, the date of and reason(s) for termination of membership.

10. 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.

11. 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.

12. THE COMMITTEE

12.1 Powers and duties

- b. The affairs of the Association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are

within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.

- c. The committee has the management and control of the funds and other property of the Association.
- d. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- e. The committee shall appoint a public officer as required by the Act.

12.2 Appointment

- a. The Committee shall consist of the following officers of the Association, elected by members of the Association exercising their respective voting rights:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - v. such number of general Committee members as determined by the AGM.
- b. A committee member shall be a natural person.
- c. 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.
- d. 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.

13. ELECTIONS, ELIGIBILITY, VOTING

13.1 Any member of the Association shall be eligible to nominate for elections to any office of the Committee.

12.3 A candidate for election shall be a financial member of the Association at the time of nomination.

13.3 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.

13.4 Within ten (10) days prior to election the Secretary shall -

- a. 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 President.

- b. Supply free of fee to any member of the Association so requesting it a copy of such list.

13.5 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.

13.6 Every member shall be entitled to cast one (1) vote for each position on the Committee.

13.6.1 Family and group members are entitled to one vote only.

13.7 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.

13.8 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.

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

14. 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.

15. 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:

15.1 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.

15.2 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.

- 15.3 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 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.
- 15.4 To engage professional persons or bodies to act for and on behalf of the Association in any matter.
- 15.5 To establish and promote schools, preschools, courses and literature in relation to gifted and talented children.
- 15.6 To do all such things as are conducive or thought by Committee to be conducive to the attainment of the objects of the Association.
- 15.7 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.

16. MEETINGS OF COMMITTEE

- 16.1 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.
- 16.2 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 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.
- 16.3 A quorum of the Committee shall be one-third of the members of the Committee.
- 16.4 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract.
- 16.5 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.

16.6 Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

17. DISQUALIFICATION OF COMMITTEE MEMBERS

17.1 The office of a committee member shall become vacant if a committee member is:

- a. disqualified from being a committee member by the Act
- b. expelled as a member under these rules
- c. permanently incapacitated by ill health
- d. absent without apology from more than four meetings in a financial year
- e. no longer the duly appointed representative of a corporate member.

17.2 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 their absence, the Vice President, may in respect of any matter deemed to be urgent call an extraordinary meeting of the Committee.

17.3 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.

18. THE COMMON SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

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 President 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.

19. GENERAL MEETINGS

19.1 Annual General Meetings

19.1.1 The committee shall call an Annual General Meeting in accordance with the Act and these rules.

19.1.2 The Annual General Meeting of the Association shall be held within four months of the end of its financial year.

19.1.3 The order of the business at the meeting shall be:

- a. the confirmation of the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting
- b. the consideration of the accounts and reports of the committee
- c. the election of committee members
- d. any other business requiring consideration by the Association in general meeting.

19.1.4 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.

19.1.5 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.

19.1.6 The President shall at the Annual General Meeting-

- a. Lay before the meeting all matters contained in an agenda and admit all matters and petitions properly brought before the meeting.
- b. 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.
- c. Report on any matters specifically directed by the Committee to be laid before the Annual General Meeting.

19.2. Special General Meeting

19.2.1 The committee may call a special general meeting of the Association at any time.

19.2.2 Upon a requisition in writing of not less than 5% of the total number of members of the Association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

19.2.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

19.2.4 If a special general meeting is not convened within one month, as required by 19.2.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable

expenses of convening and conducting such a meeting shall be borne by the Association.

19.3 Notice of general meetings

19.3.1 Subject to 19.3.2, at least 7 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

19.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

19.3.3 A notice shall be published in at least one edition of the newsletter of the Association and otherwise as may be directed by the Committee. A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See rule 9.)

19.3.4 Where a notice is sent by post:

- a. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
- b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

19.4 Proceedings at General Meetings

19.4.1 Ten members or one-sixth of the membership (whichever is the lesser) present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

19.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to a time, date and place to be fixed by the chairperson, and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.

19.4.3 A chairperson shall preside at the Annual General Meeting and the Minutes Secretary shall cause minutes thereof to be kept.

19.4.4 If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

19.5 Voting at General Meetings

19.5.1 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of

members who vote in person or, where proxies are allowed, by proxy, at that meeting.

19.5.2 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.

19.5.3 Any member who has not paid their membership fee shall not be entitled to vote at such meeting.

19.5.4 A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

19.5.5 Life Members shall be entitled to vote on the same basis as if they had duly paid their membership fee entitling them to vote.

19.5.6 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.

19.6 Special and ordinary resolutions

19.6.1 A special resolution as defined in the Act, is a resolution passed at a duly convened meeting of the members of the Association if—

- a. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Association; and
- b. it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;

19.6.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

19.7 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

20. MINUTES

- 20.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 20.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) at a subsequent meeting.
- 20.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 20.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

21. DISCIPLINARY MATTERS

21.1 Any allegation of the breach of the Constitution or the Rules or Regulations by any member shall be made to the Committee in writing.

22.2 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 21.1 hereof shall be determined.

22. 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.

23. FINANCIAL REPORTING

23.1 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.

23.2 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.

23.3 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 an 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.

23.4 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.

23.5 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.

24. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their Associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

25. RULES AND REGULATIONS

25.1 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:

- a. Registration, re-registration and deregistration of members.
- b. 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.
- c. Conduct and discipline of members.
- d. All matters arising out of the exercise of any power or discretion of the Committee conferred by the terms of this Constitution.
- e. All matters of and incidental to any of the foregoing.

25.2 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.

25.3 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.

26. 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.

27. 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.

28. ALTERATION OF THE CONSTITUTION

No alteration of the Association shall be effected except upon a special resolution passed by three-quarters of the members who, being entitled to do so, vote personally or by proxy vote at the Annual General Meeting or at a Special 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 21 days prior to the holding of such meeting.

The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

29. 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.