



THE WESTERN AUSTRALIAN EXPLORERS' DIARIES PROJECT

1. GENERAL

- 1.1 The body shall be named the Western Australian Explorers' Diaries Project Inc. or the Project.
- 1.2 The Objects of the Western Australian Explorers' Diaries Project Inc. are:
 - to provide an unbiased and objective view of the facts available in Western Australian exploration historical material;
 - to preserve and disseminate information about Western Australian exploration history;
 - to preserve and disseminate information that led to the development of Western Australian exploration;
 - to produce volumes of explorers' material concerning exploration including but not limited to diaries, maps, tables, reports and journals.
- 1.3 Throughout this Constitution the Western Australian Explorers' Diaries Project Inc. shall be referred to as the Project.
- 1.4 The Project year is to be from the first day of January to the thirty first day of December.
- 1.5 This Constitution shall come into force on the first day of March 2007.

2. EXECUTIVE

- 2.1 The Project shall have an Executive to manage its affairs.
- 2.2 The Executive shall comprise:
 - Chairman;
 - Secretary;
 - Treasurer;
 - Publisher's Representative; and
 - Two Members - one of whom shall be the Project Coordinator as elected by the membership.
- 2.3 The members of the Executive shall be elected by the financial Members of the Project.
- 2.4 The Term of office of the Executive is one year.
- 2.5 The Executive shall meet as the need requires.
- 2.6 A quorum for a meeting of the Executive is four.
- 2.7 The Executive shall have the power to appoint ad hoc committees for a specific period, which shall be stated at the time of appointment, to carry out a task or tasks decided by the Executive.
- 2.8 The Executive shall have the power to:
 - manage and guide the Project;
 - appoint a publisher by way of a written agreement, which may be altered subject to negotiations between the Committee and the publisher;
 - control the finances of the Project;
 - employ and oversight consultants;
 - apply for, and manage prizes, awards and sponsorship;
 - investigate matters of copyright.

- 2.9 The Executive shall have the power to borrow or raise or secure the payment of money, in such manner as the Project sees fit, with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property, real or personal, both present and future of the Project and to redeem or pay off any existing or future security.
- 2.10 A Member of the Executive who is absent from three consecutive meetings in any one year without advising the Executive Committee in advance, may be removed from the Executive.
- 2.11 Where for any reason a vacancy occurs in the Executive Committee, the membership may appoint another member to fill the vacancy until the next Annual General Meeting.

3. EDITORIAL COMMITTEE

- 3.1 The Project shall have an Editorial Committee that shall comprise the Executive and Members of the Project.
- 3.2 The Editorial Committee shall be responsible for:
 - transcription of original documents to digital format;
 - the proofing of transcripts;
 - co-ordination of research, provenance, digitisation, compilation and presentation;
 - preparation of the introduction for each volume;
 - preparation of additional notes applicable to a volume;
 - the delivery of volumes to the Publisher.
- 3.3 The Editorial Committee shall meet as required but no less than six (6) times per financial year. The date of a future meeting shall be decided at the current meeting. Members will be informed of the date and place of the meeting at the current meeting and/or by email notification.
- 3.4 A quorum for the Editorial Committee is five.

4. MEMBERSHIP

- 4.1 Persons over the age of eighteen years may apply for Membership of the Project or be asked to join.
- 4.2 An application for membership shall be accompanied by the annual membership fee and shall not be otherwise considered.
- 4.3 The Executive in consultation with the membership may, at their absolute discretion, refuse an application for membership without prejudice and without the need to offer any reason for such refusal.
- 4.4 There shall be no right of appeal against a refusal of membership.
- 4.5 A Register of Members of the Project shall be maintained by the Project Co-ordinator.
- 4.6 A Member may be removed from the Committee for behaviour deemed by the Committee to be inappropriate.
- 4.7 A Member who is absent from three consecutive meetings in any one year, without advising the Executive Committee in advance, may be removed from the Committee. (They may be reinstated as a Member at the discretion of the Committee.)
- 4.8 A member who is not financial at the time of the Annual General Meeting may be removed from the Register of Members.

5. FEES

- 5.1 The annual membership fee is to be determined at the Annual General Meeting by a majority of the Members present and voting.
- 5.2 The annual membership fee is due on the first day of April of each year.
- 5.3 The full annual membership fee is payable, regardless of the date of joining.

6. FUNDS

- 6.1 The funds of the Project shall be placed in a financial institution account in the name of the Project.
- 6.2 The Executive shall have authority to operate the financial institution account on behalf of the Project on a two-to-sign basis.
- 6.3 The income and property of the Project, however derived, shall be applied solely toward the promotion of its Objects as set forth in this Constitution. No part of that property or income may be paid or otherwise distributed directly or indirectly to members of the Project except in good faith in the promotion of those objects and purposes.
- 6.4 Before the Annual General Meeting, the accounts and balance sheet of the Project shall be audited and a report as to their correctness shall be submitted at the Annual General Meeting.

7. ANNUAL GENERAL MEETING

- 7.1 The Project shall hold its Annual General Meeting in June of each year, or such other date as decided by the Executive.
- 7.2 The order of business at the Annual General Meeting shall be:
 - a) Reading and confirmation of the previous Annual General Meeting minutes;
 - b) Reading and consideration of correspondence relating to the Annual General Meeting;
 - c) Executive's Annual Report (including an audited financial statement)
 - d) Adoption of Annual Report;
 - e) Election of the Executive to relevant positions as outlined, including the Project Coordinator;
 - f) Appointment of Auditor;
 - g) Determination of the annual membership fee.
- 7.3 A quorum for the Annual General Meeting shall be fifty percent (50%) of the total number of financial Members at the time of the Meeting.

8. GENERAL MEETING

- 8.1 General Meetings of the Project shall be held as required - with no less than six meetings per financial year.. The date of a future meeting shall be decided by the Members at the current meeting.
- 8.2 Only financial Members shall be entitled to speak or vote at a General Meeting, unless by the agreement of a majority of those in attendance at the meeting.
- 8.3 Members will be informed of the date and place of the meeting at the current meeting and/or by email notification at least seven days before the proposed meeting.
- 8.4 Notice of motion is to be received at least eight days before the next meeting by the Project Coordinator, and members are to be advised of such motion with the due notice of the next proposed General Meeting.

- 8.5 A quorum for the General Meeting is five.
- 8.6 The order of business at the General Meeting shall be:
- a) Reading and confirmation of the previous General Meeting minutes;
 - b) Reading and consideration of correspondence relating to the General Meeting;
 - c) Treasurer's Report;
 - d) Executive Report;
 - e) Co-ordinator's Report;
 - f) Publisher's Report;
 - g) General Business.

9. PROPERTY OF THE PROJECT

- 9.1 The Project Co-ordinator shall be responsible for storing and maintaining the records, books and documents of the Project and making these records available for inspection by Members of the Project.
- 9.2 The Project Co-ordinator shall be responsible for storing or making arrangements for the storing, of archival material relating to the Project.

10. COMMON SEAL

- 10.1 The Common Seal of the Project shall be in the custody of the Trustees and shall be affixed to any document only pursuant to a resolution of the Editorial Committee.
- 10.2 The Trustees of the Common Seal shall be the Executive.
- 10.3 The affixation of the Common Seal shall be witnessed by at least two of the Executives.

11. DISSOLUTION

- 11.1 The Project may be dissolved at any time, with the consent of seventy-five per cent of the Members present at a Meeting called for that purpose.
- 11.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

12. AMENDMENT OF CONSTITUTION

- 12.1 Any amendment, deletion, addition or change of meaning to any part of this Constitution shall be ratified by resolution of 75% of the financial Members who are present at a Meeting summoned for that purpose or at the Annual General Meeting.
- 12.2 Members shall be notified in writing or email of the details of any proposed amendment, deletion, addition or change of meaning to any part of this Constitution no less than fourteen (14) days before any Meeting called for that purpose.