

BY-LAWS

1 INTRODUCTION

1.1 The Geographical Association

The Geographical Association ("GA") was an unincorporated association from its foundation in 1893 until 2010. The original Geographical Association was registered as a Charity in 1985. The current GA was incorporated as a Company Limited by Guarantee (Company No. 07139068) on 28 January 2010 and the new GA Limited Company was registered as a charity (Reg. Char. No. 1135148) on 24 March 2010. References in these By-laws to the GA are to be read as references to the GA Limited Company.

1.2 Governing Body

The GA is governed by a Board of Directors. They are the legal 'Members' of the GA Limited Company and also the Trustees of the GA. To avoid confusion, the Board will be known as the 'Governing Body'. The power to appoint Members of the Governing Body rests with the Governing Body itself, but the members may, by means of the election procedures set out in these By-laws, make nominations for membership of the Governing Body.

1.3 Governing Document

The GA's statutory governing document is the Articles of Association of the Geographical Association.

1.4 Objects

The objects of the GA, as stated in the Articles of Association, are specifically restricted to the following:
The advancement of education for the public benefit by furthering geographical knowledge and understanding, through the promotion and dissemination of good practice in geographical teaching and learning.

1.5 Area of operation

The GA operates predominantly in England and Wales, but welcomes members from any country and as an organisation encourages international links.

1.6 Policies

The GA's policies are set down in a series of policy documents which are determined by the Governing Body and reviewed at least every three years.

1.7 Procedures

The GA's general operating practices and procedures are set out in these By-laws which are determined by the Governing Body and regularly reviewed.

2 MEMBERSHIP

2.1 Members of 'The Geographical Association' (limited company)

The GA's Directors/Governing Body are the legal 'Members' of the Geographical Association (Company Limited by Guarantee, Number 07139068)

2.2 Subscribing membership

Subscribing membership of the GA is open to any person or body of people interested in furthering the objects of the GA. Subscribing members of the GA are not Members of the GA in the legal sense. Subscribing members may be enrolled in any one of the following grades on payment of the appropriate

annual subscription and shall be entitled to enjoy the rights and privileges specified in each case. The terms 'members' and 'membership' in the remainder of these By-laws refer to 'subscribing members'.

Subscribing membership grades are currently as follows:

A Full GA membership

On payment of the annual subscription, full members have the rights:

- i. to receive one copy of each of the current issue of those journals of the GA for which subscription has been paid;
- ii. to receive one copy of the current issue of *GA (the Magazine of the Geographical Association)* and have access to the members' areas of the GA websites;
- iii. to receive notices of and to attend the GA Annual Meeting;
- iv. to be nominated, and to make nominations, for election to GA office, as set out in these By-Laws;
- v. to purchase GA publications at members' prices;
- vi. to enjoy such other rights and privileges as the Governing Body may from time to time determine.

B Concessionary membership

On payment of a reduced annual subscription, concessionary membership shall be available to:

- i. *bona fide* full-time students in institutions of further and higher education, and to senior students in secondary schools or sixth form and tertiary colleges. Proof of studentship may be required;
- ii. persons who have either reached state retirement age or retired from employment;
- iii. persons who are, or become, unemployed and/or unwaged, providing that if the concessionary member subsequently accepts paid employment, membership of the GA should revert to full membership at the next subscription renewal date;
- iv. trainee teachers in schools and newly qualified teachers in their first year of teaching;
- v. members of geographical organisations from outside the UK with whom the GA may from time to time agree to extend access to the GA's online services.

Concessionary members in categories i-iv above shall have the same rights as full members (see 2 A above). Concessionary members in category v above shall have the same rights as full members (see 2 A above), with the proviso that they shall not have the right to receive printed copies of GA journals.

C Group membership

On payment of the annual subscription, group members shall have the rights:

- i. to receive one copy of each of the current issue of those journals of the GA for which subscription has been paid;
- ii. to receive one copy of the current issue of *GA (the Magazine of the Geographical Association)* and have access to the members' areas of the GA websites;
- iii. to receive notices of, and for one nominated person from the group to attend, the GA Annual Meeting;
- iv. to make nominations for election to GA Office as set out in these By-Laws;
- v. for members of the group to be nominated for election or appointment to serve on GA committees or sub-groups, provided that no more than one representative is nominated for each committee or sub-group;
- vi. to purchase GA publications at members' prices;
- vii. for up to ten named individuals within the group to have access to the members' areas of the GA websites;
- viii. to purchase IP access rights on payment to the GA of an additional fee set by the Governing Body;
- ix. to enjoy such other rights and privileges as the Governing Body may from time to time determine.

D Life membership

From and including 1 September 1981, the grade of life membership was discontinued without detriment to any members who had paid the life membership fee up to and including 31 August 1981. Any person who became a life member of the then unincorporated Geographical Association on payment of a single composition fee shall, subject to By-laws 2.6 and 2.7, be entitled to enjoy for life all the rights and privileges of full members.

E Corporate membership

Corporate membership is open to organisations who wish to support the objects of the GA. Organisations wishing to become corporate members must conform to the ethical and environmental policies of the GA. Applications for corporate membership are subject to the approval of the Governing Body and the payment of a non-refundable standard annual fee set by the Governing Body. On payment of the fee, corporate members shall have the rights:

- i. to receive one copy of each of the current issues of all the GA's journals;
- ii. to receive one copy of the current issue of *GA (the Magazine of the Geographical Association)* and have access to the members' areas of the GA websites;
- iii. to receive notices of the GA Annual Meeting, and for one person nominated by the corporate member to attend the GA Annual Meeting;
- iv. to make nominations for election to GA Office, as set out in these By-Laws;
- v. for a representative of the corporate member to be nominated for election or appointment to serve on GA committees or sub-groups, provided that no more than one representative is nominated for each committee or sub-group;
- vi. to purchase GA publications at members' prices;
- vii. to use the GA name and logo, subject to agreement between the Corporate Member and the GA;
- viii. to enjoy such other rights and privileges as the Governing Body may from time to time determine.

F Joint and reciprocal membership

Joint and Reciprocal membership of the GA may be extended to members of other organisations under terms to be determined in each case by the Governing Body. Joint membership for two people living at the same address was abolished for new members in 1995 but remains available as a renewal option to Joint Members who joined the GA at that grade prior to 1 September 1995.

G Entry level membership

On payment of the annual subscription, entry level members have the rights:

- i. to receive one copy of the current issue of *GA (the Magazine of the Geographical Association)* and have access to the members' areas of the GA websites (excludes online journals archive);
- ii. to receive notices of and to attend the GA Annual Meeting;
- iii. to enjoy such other rights and privileges as the Governing Body may from time to time determine.

2.3 Subscription rates

Subscription rates for all membership grades shall be as determined from time to time by the Governing Body. There will be different rates of subscription within each grade of membership depending upon which of the GA's journals the member elects to receive. The Governing Body may offer complimentary or exchange memberships in any of the membership grades.

2.4 Due date of subscriptions

Annual subscriptions and fees for membership grades in By-law 2.2 shall be deemed to be due and payable on the anniversary of enrolment.

2.5 Honorary members

The Governing Body has power to award Honorary Membership of the GA in accordance with the GA's Awards programme. Honorary Members enjoy the rights and privileges of Full members.

2.6 Removal of members

The Governing Body has power to remove from the GA any member who has acted detrimentally to the aims of the GA. No member shall be removed except by the majority vote of the Governing Body and provided that the member, accompanied by a friend, shall first have had an opportunity of being heard by the Governing Body, at a meeting of the Governing Body where the proposed removal has been included on the agenda.

2.7 No repayment of life membership

No life member shall have any claim upon the GA for repayment of any part of the composition fee paid by the member, with the proviso that the By-law shall not prejudice the rights of any life member registered as such before these By-laws came into force.

3 OFFICERS

3.1 Officers of the GA shall be:

A Officers whose election or appointment implies nomination to the Governing Body

- (i) The Officers listed below shall be deemed to be nominated to the Governing Body for appointment as Members of the Governing Body (and therefore Directors of the GA and Trustees of the GA):
- i. the President (Chair of the Governing Body);
 - ii. the immediate Past President;
 - iii. the Senior Vice President;
 - iv. the Junior Vice President;
 - v. the Chair of the Education Group;
 - vi. the Honorary Treasurer, one of three Named Trustees Body;
 - vii. two further Named Trustees;
 - viii. up to three additional members appointed by the Governing Body for no more than three consecutive years each;
 - ix. up to three additional members nominated by the membership in accordance with By-law 3.2 A (v).
- (ii) The Presidents Group is a formally constituted sub-group of the Governing Body that is made up of the four Presidents and Honorary Treasurer, plus the Chief Executive by invitation. The Presidents' Group:
- i. Provides a mechanism for Presidents to gain experience and responsibility over the four-year cycle from Junior Vice President through to Past President;
 - ii. Supports the President in preparing the Governing Body agenda, and prepares items for full discussion at Governing Body meetings, for example by providing a sounding board for the Honorary Treasurer and Chief Executive;
 - iii. Makes recommendations on some matters for approval by the full Governing Body e.g. awards and routine premises and staffing matters, to free the Governing Body to exercise its strategic role;
 - iv. Would usually meet a few weeks prior to full meetings of the GA's Governing Body.

B Additional Officers

Election or appointment as an Officer on the following list does **not** imply nomination to the Governing Body:

- i. the Vice Chair of the Education Group;
- ii. the Chairs of the Phase Committees;
- iii. the Chairs of the Special Interest Groups;
- iv. the Honorary Editors of the journals and GA Magazine;
- v. the Publications Officer(s);
- vi. the Website Editor(s);
- vii. the Chairs of the Communication Boards;
- viii. the Honorary Vice Presidents.

3.2 Election and tenure of Officers

A Officers elected by the subscribing membership

The Officers listed below shall be elected by the subscribing membership according to the procedures stated below. Their election shall deem them nominated to the Governing Body for appointment as Members of the Governing Body from the 1 September following the GA Annual Meeting at which their election has been declared.

i. President, immediate Past President, Senior Vice President and Junior Vice President

The President shall be elected two years before the year's term of office begins, and shall serve one of these years as Junior Vice President and one as Senior Vice President, before assuming the Presidency. After the year's term of office, the President shall serve for one further year as immediate Past President. Nominees for GA Presidential posts will be required to demonstrate that they (i) actively uphold and support the aims, values and mission of the Association and usually (ii) have experience of the GA through holding other significant posts within the Association.

ii. Chair of the Education Group

The initial term of office shall be three years, with eligibility for immediate re-nomination and re-election for one further three-year period.

iii. Honorary Treasurer

The initial term of office shall be three years, with eligibility for immediate re-nomination and re-election for one further three-year period. During tenure of office, the Honorary Treasurer shall be one of the Named Trustees of the GA.

iv. The Named Trustees

Of the three Named Trustees, one Named Trustee shall be the Honorary Treasurer. The initial terms of office of the other two Named Trustees shall be six years, and they shall be eligible for immediate re-election for one further three-year period. Nominations for the post of Named Trustee (including Honorary Treasurer) will usually be required to demonstrate that they have considerable experience of the GA, either through previously being a member of the Governing Body or through holding other significant post(s) within the Association.

v. The three member-nominated Members of the Governing Body

Up to three additional Members of the Governing Body may be nominated by the members and, if approved, shall be appointed by the Governing Body. Each such Member of the Governing Body shall serve for three years and shall be eligible for immediate re-nomination and re-election for one further three-year period.

Election Procedures:

- a) All Officers must be members of the GA.
- b) The Governing Body shall aim to make known to all members details of Officer vacancies twelve months before the post is due to become vacant.
- c) Nominations for Officer posts due to become vacant must be received by the Chief Executive at the Headquarters of the GA five months before the GA Annual Meeting.
- d) All members (excepting Entry Level Members) are entitled to nominate another qualifying member (excludes Entry Level Members) of the GA for election to GA Officer posts and to take part in any subsequent ballot.

- e) Nominations must be made in writing and should be signed and supported by two qualifying members (excludes Entry Level Members) of the GA. Nominations must be counter-signed by the nominee thus indicating willingness to serve as an Officer of the GA and to resign at the end of the period for which they have been elected.
- f) Where there is more than one candidate for any of the above vacancies all members will be sent information regarding the nominated candidates and the mechanisms in place for voting.
- g) Voting will close approximately one month before the GA Annual Meeting.
- h) Elections shall be conducted on a single transferable vote system.
- i) The results of the election for each office shall be made known at the GA Annual Meeting of the GA and through the GA magazine and website.

B Officers appointed by the Governing Body

i. Additional Members of the Governing Body

Up to three additional Members of the Governing Body may be co-opted for appointment by the Governing Body. Each such Member of the Governing Body shall be appointed initially for three consecutive years and they shall be eligible for immediate re-appointment for one further three-year period.

ii. Editors and Publications Officer(s)

The GA Editors for the GA website and GA journals and the Publications Officer(s) shall be nominated by the Education Group and appointed by the Governing Body. Their initial appointment shall be for three years and they shall be eligible for immediate re-nomination and re-appointment for two further three-year periods.

iii. Honorary Vice Presidents

The Governing Body shall have power to elect up to seven persons as Honorary Vice Presidents of the GA. Their appointment shall normally be for three years. Honorary Vice Presidents are not Members of either the Governing Body or the Education Group.

C Officers appointed by the Education Group and its sub-groups

i. Vice Chair of the Education Group

The Vice Chair of the Education Group shall be elected annually, by and from the Education Group, subject to the approval of the Governing Body.

ii. Chairs of Phase Committees

Chairs of Phase Committees shall be appointed in accordance with their own terms of reference, which shall be approved by the Education Group.

iii. Chairs of Special Interest Groups

Chairs of Special Interest Groups shall be appointed in accordance with their own terms of reference, which shall be approved by the Education Group.

iv. Chairs of Communication Boards

Chairs of Communication Boards shall be appointed in accordance with their own terms of reference, which shall be approved by the Education Group.

4 THE EDUCATION GROUP

4.1 There shall be an Education Group, appointed and constituted as prescribed in By-law 4.2.

4.2 Composition of the Education Group

The members of the Education Group shall be:

- i. the Chair (Member of the Governing Body);
- ii. the Vice Chair (elected by and from the Chairs of the Special Interest Groups);
- iii. the Senior Vice President (Member of the Governing Body);
- iv. the Junior Vice President (Member of the Governing Body);
- v. Chairs of the Phase Committees;
- vi. Chairs of the Special Interest Groups;
- vii. Chairs of the Communication Boards;

The Education Group shall also have the power to invite persons to an individual meeting for the purpose of the business of that meeting, those persons having no vote.

4.3 Functions of the Education Group

The Education Group shall have overall responsibility for formulating the educational policy of the GA, taking into account the broad policies of the GA determined by the Governing Body, and ensuring that provision is made for all aspects of, and institutions for, geographical education. The functions of the Education Group shall include:

- i. the guidance of the Governing Body on priorities for the educational work of the GA;
- ii. the establishment, discontinuance, encouragement and oversight of its sub-groups;
- iii. the taking of action on matters brought to its attention by Officers, the Governing Body and EC sub-groups, the transmission of briefs, reports and recommendation to these bodies, and the initiation of action on educational and professional issues;
- iv. the preparation of an annual budget for its own activities and those of its sub-groups for submission to the Governing Body;
- v. the monitoring of income and expenditure in connection with its activities, and the reporting of its financial position to the Governing Body;
- vi. the annual election of a Vice Chair of the Education Group, from the Education Group membership, subject to the approval of the Governing Body.

4.4 Conduct of meetings of Education Group

At all meetings of the Education Group:

- i. a quorum shall consist of either 10 members or two-thirds of the invited members whichever is the lower number;
- ii. in the absence of the Chair, the chair shall be taken by the Vice Chair of the Education Group, or a Chair elected by the Group from its members for that meeting;
- iii. on all issues, the vote shall prevail of the bare majority of those present and voting, and in the case of equality of votes the Chair shall have a second or casting vote;
- iv. minutes shall be recorded of all resolutions and proceedings of the Group. Every minute signed by the Chair of the meeting to which it relates, or by the Chair of the subsequent meeting, shall be conclusive evidence of the facts therein stated.

4.5 Sub-groups of Education Group

- i. All sub-groups of the Education Group shall be drawn from the membership and staff of the GA, but shall have the additional power to invite other persons to attend from time to time for specific purposes.
- ii. The Chair of the Education Group, the Senior Vice President and the Junior Vice President shall be ex officio members of all sub-groups of the Education Group.
- iii. There shall be five categories of sub-group of the Education Group:

A Phase Committees

- i. There shall be Phase Committees representing the various educational sectors of the GA's membership. Such Phase Committees are currently:
 - a) Early Years and Primary Phase Committee;
 - b) Secondary Phase Committee;
 - c) Post 16 and HE Phase Committee;
- ii. The Education Group shall have powers to extend or contract this list of Phase Committees. It shall advise on the age range and areas of concern of the respective Phase Committees and shall exercise an annual review of the activities and membership of the Phase Committees.
- iii. Chairs and members of the Phase Committees shall be appointed in accordance with their respective terms of reference, which shall have been approved by the Education Group.

B Special Interest Groups

- i. There shall be Special Interest Groups (SIG) that bring together members with a particular geographical interest, and these are currently:
 - a) Fieldwork and Outdoor Learning SIG;
 - b) Information and Communications Technology SIG;
 - c) Sustainability and Citizenship SIG;
 - d) Independent Schools SIG;
 - e) Assessment and Examinations SIG;
 - f) International SIG;
 - g) Teacher Education SIG;
 - h) Physical Geography SIG;
 - i) Welsh SIG.
- ii. The Education Group shall have powers to extend or contract this list of Special Interest Groups, subject to a maximum of nine Special Interest Groups at any one time. Governing Body approval is required for any increase to the number of Special Interest Groups beyond nine. The Education Group shall set the terms of reference, aims and objectives of the Special Interest Groups, and shall exercise a review of their activities and membership at least every three years.
- iii. Membership of a Special Interest Group shall be on the recommendation of the Chair of that Special Interest Group to the Education Group.

C Communication Boards

- i. There shall be Boards representing the various channels of communication and dissemination at the disposal of the GA, and these are currently:
 - a. *Geography* Editorial Board;
 - b. *Teaching Geography* Editorial Board;
 - c. *Primary Geography* Editorial Board;
 - d. *GA Magazine* Editorial Board;
 - e. Publications Board;
 - f. Website Board;
 - g. Conference Board.
- ii. The Education Group shall have powers to extend or contract this list of Communication Boards. It shall exercise an annual review of the activities and membership of the Communication Boards.
- iii. Chairs and Members of the Communication Boards shall be appointed in accordance with their respective terms of reference, which shall have been approved by the Education Group.

D Working Parties

Working Parties to consider specific matters of immediate concern may be established and terminated by the Education Group. The Chair and members of a Working Party shall be appointed by the Education Group, which shall carry out an annual review of their functions and activities.

E Observers

By invitation, RGS-IBG, Ofsted or others may from time to time attend the Education Group. Observers will have no voting rights. Observers may be asked to withdraw from meetings if requested to do so by the Chair.

5 FINANCIAL YEAR

The financial year of the GA shall end on the thirty-first day of August.

6 BANK MANDATE

For payments in excess of £500 the GA's bank mandate should require two authorised signatures. Authorised signatories will include members of the GA's senior management team and the Honorary Treasurer. Any changes to the list of authorised signatories are to be approved by the Honorary Treasurer.

7 EMPLOYEES

The GA employs a team of staff led by the Chief Executive, who reports to the Governing Body.

8 DELEGATION OF AUTHORITY

The Governing Body has powers to delegate authority for action and aspects of management (including financial management) to individual members/sub-groups of the Governing Body, other GA Officers, the Chief Executive and other GA employees, the Education Group, individual members/sub-groups of the Education Group, other GA volunteers and other individuals or organisations, paid or unpaid. All persons taking action on behalf of the GA must comply with the GA's objects and policies set down by the Governing Body and must avoid any conflict of interest with the GA.

9 ANNUAL MEETING

The GA is not required to hold a formal 'Annual General Meeting' (AGM) in the legal sense, but an opportunity will normally be provided at the GA Annual Conference for members:

- (i) to note the annual report and accounts for the previous financial year;
- (ii) to receive the results of elections as prescribed in By-law 3.2;
- (iii) to receive reports from, and ask questions of, the Chief Executive, President and Honorary Treasurer.

10 GA BRANCHES

10.1 Branch constitution

With the consent of the Governing Body, members of the GA may form a local Branch. Such Branches will be constituted as independent members associations and be separate legal entities, not part the GA.

10.2 Branch members

- i. Each Branch shall have at least four members of the GA (includes Group members).
- ii. Members of the GA shall be entitled to join any Branch, provided they pay any Branch subscriptions.
- iii. Branches are entitled to nominate members of the GA for election to national GA office as set out in these By-Laws.
- iv. Branch members who are not members of the GA shall be subject to the regulations of the Branch, but shall not exercise the rights and privileges of members of the GA.

10.3 Branch committees

Branches shall elect local officers and a committee, provided that at least two of the officers shall be members of the GA. Branch committees shall have power to make Branch regulations appropriate to their needs and to organise local activities.

10.4 Branch responsibilities

- i. The GA shall have no legal responsibility for any acts or omissions of a Branch or any Branch officers, nor for financial obligations incurred by Branches or Branch officers in Branch activities.
- ii. Branch committees shall be entirely responsible for their own financial arrangements.
- iii. Branches may not organise or sponsor any activity or activities on a national scale, or of such a character as to involve the GA generally.

10.5 Branch affiliation logo

With the consent of the Governing Body, a Branch may use the 'affiliated to the GA' logo. A Branch using the logo is expected to provide the GA with details of their programme and regular reports of their activities for publication on the Branches section of the GA website. Other than the 'affiliated to the GA' logo, Branches may not use any other national GA logo or document templates e.g. GA letterhead or expenses claim form.

10.6 Branch financial contribution

On application being made by a Branch in January of each year and subject to the GA's approval, the GA shall pay that Branch a financial contribution comprising a basic sum together with an additional sum for each qualifying member of the GA (excludes Entry Level Members) who is also a currently subscribing member of the Branch. The rate of basic and additional sums shall be determined by the Governing Body, in accordance with the GA's objects. Group and Corporate members can be officially represented at local Branches by one person, on whose behalf the Branch may apply for the additional sum.

11 AFFILIATED BODIES

The Governing Body may admit any other body as an affiliated body under arrangements it may make specifically to suit each case.

This document sets out the By-laws of the GA approved by the Governing Body on 6 March 2010 and amended by decisions of the Governing Body on 12 June 2010, 5 March 2011, 5 November 2011, 3 March 2012, 9 June 2012, 7 June 2014, 1 November 2014, 6 June 2015, 5 November 2016.

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