

# **Caboolture Orchid Society Inc.**

**Incorporation Number: IA3061**

**ABN: 73441161587**

# **CONSTITUTION**

**2023**

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# CONSTITUTION

## SECTION A - THE SOCIETY

### 1. NAME

The name of the incorporated Society will be the CABOOLTURE ORCHID SOCIETY INC. (short title "the Society")

### 2. DEFINITIONS

- (a) "The Society" means the abovementioned Society.
- (b) "The Constitution" means the Constitution of the Society in force for the time being.
- (c) "The Management Committee" (hereinafter referred to as "the Committee") means the Members for the time being of the Management Committee of the Society as constituted in accordance with this Constitution and is the controlling body of the Society subject only to any direction of Members at a General Meeting.
- (d) "Member" means any member of the Society.
- (e) "The Seal" means the common seal of the Society.
- (f) Reference to any gender includes the opposite gender unless the context indicates otherwise.
- (g) The "singular" indicates plural (and vice versa) unless the context indicates otherwise.
- (h) "Month" means calendar month.
- (i) "Year" means the financial year as stated in the constitution.
- (j) "Secretary" means Secretary of the Society.
- (k) "Treasurer" means Treasurer of the Society.
- (l) "Chief Executive" refers to the appropriate State Government Department.

### 3. OBJECTS OF THE SOCIETY

The objects of the Society are:

- (a) To promote and advance the practice of Orchid Culture pursuit and enjoyment amongst the Society's members and the public generally.
- (b) To promote, advance and disseminate knowledge of the natural history, cultivation, and hybridisation of orchids amongst the Society's members and the public generally.
- (c) To promote and advance good fellowship within the Society.

(d) To assist the Government, and other authorities, in preventing the destruction of our native flora and to conserve by cultivation species threatened with extinction by land development

(e) To promote and advance cooperation between, and the pursuit of mutual interests with, other local, national, and international associations, and their members, in respect of Orchid Culture.

#### **4. POWERS**

The Society has, in the exercise of its affairs, the powers of an individual.

The Society may, for example:

- (a) enter into contracts.
- (b) acquire, hold, deal with, and dispose of property.
- (c) make charges for services and facilities it supplies, and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

#### **5. AUTHORITIES**

The Society has the authority:

- (a) To open and operate bank accounts.
- (b) To invest its money-
  - in any security in which trust moneys may be invested.
  - in any other manner authorised by the rules of the Society.
- (c) To borrow money upon such terms and conditions as authorised at a General Meeting.
- (d) To give such security for the discharge of liabilities incurred by the Society as the Society thinks fit.
- (e) To appoint agents and employees to transact any business of the Society on its behalf for reward or otherwise.
- (f) To build, construct, erect, maintain, alter, and repair any premises, building or other structure of any kind and to furnish, equip and improve the same for use by the Society.
- (g) To seek or accept donations and gifts in accordance with the objects of the Society.
- (h) To print and publish any information by any media including the internet, newsletters, newspapers, articles, or leaflets for promotion of the Society.
- (i) To provide gifts and prizes in accordance with the objects of the Society.
- (j) To organise social events for members and the promotion of the Society.
- (k) To subscribe to, become a member of, or cooperate with any other Society or organisation, whose objects are altogether or in part similar to those of the Society.

(l) To buy, sell and deal in all kinds of articles, commodities and provisions, for the members of the Society or persons frequenting the Society's premises.

(m) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal and any rights or privileges, which may be required for the purposes of furthering the objects of the Society.

(n) To amalgamate with any one or more incorporated Societies having objects altogether or in part similar to those of the Society. Such Society will prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society by virtue of this Constitution.

(o) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the incorporated Societies with which the Society is authorised to amalgamate.

(p) To transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the incorporated Societies with which the Society is authorised to amalgamate.

(q) To make donations for patriotic, charitable or community purposes.

(r) To enter into any other contract the Society considers necessary or desirable.

(s) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

## **6. ALL ACTIVITIES TO BE LAWFUL**

The Society will comply with all lawful requirements of the Local, State and Commonwealth Governments, and Authorities having any jurisdiction over any activity of the Society.

## **SECTION B - MEMBERSHIP OF THE SOCIETY**

### **7. MEMBERSHIP**

Membership of the Society will comprise Standard Members, Life Members, Junior Members and Honorary Members, each of whom will be bound by this Constitution and By-Laws as duly amended from time to time.

### **8. ELIGIBILITY FOR MEMBERSHIP**

To be eligible for membership of any class other than that classified as Junior Member a person must be:

- (a) Not less than sixteen (16) years of age.
- (b) Aligned to the Objects of the Society.

- (c) Prepared to support and promote the welfare of the Society.
- (d) Of good character and compatible with other members.
- (e) Free of indebtedness to any Society.

An employee of the Society, whether on salary, wages or contract may be a Member of the Society, but will not be eligible to nominate for, or hold, any elected office of the Society or to nominate or second any other Member for an elected office of the Society.

## 9. **CLASSIFICATION AND PRIVILEGES OF MEMBERS**

### (a) **Standard Members**

A Standard Member is a member whose application for membership of the Society has been approved by the Management Committee, who has paid all the prescribed fees and completed any necessary requirements. They are entitled to all the privileges of the Society and entitled to exercise all the rights of the membership.

### (b) **Life Members**

A Standard Member, on the recommendation of the Management Committee, may be elected by the Society at a General Meeting to Life Membership of the Society in recognition of exceptional services rendered to the Society.

*Criteria must meet guidelines outlined in the By-Law titled "Criteria for Life Membership and Other Awards".*

Such election will be by secret ballot requiring a three-quarters majority vote of members present at a General Meeting. Life Members will be free to enjoy all Society privileges and exercise all rights and will be exempt from the payment of Annual Subscriptions.

The number of Life Members will be unlimited.

### (c) **Junior Members**

An applicant, under the age of sixteen (16) years, may become a Junior Member upon such terms and conditions, and upon the payment of such fees as the Management Committee will determine. They will be entitled to attend General Meetings of the Society. They will not be entitled to vote nor be nominated for office nor nominate members for office nor to nominate other persons to membership of the Society. They will not be allowed under any circumstances to be served, to obtain or to consume liquor from or on Society premises.

On attaining the age of eighteen (18) years a Junior Member will apply in writing for full membership. The application will be dealt with in the same manner as any other application for membership.

### (d) **Honorary Members**

The Society may, at any General Meeting, on the recommendation of the Management Committee, elect as an Honorary Member, any non-member who has rendered service, benefit, or esteem to the Society.

Honorary Members will be entitled to the social privileges of the Society but will not be entitled to hold any office in the Society, nor take part in, nor vote at meetings of the Society, nor to nominate Standard Members of the Society, and will be exempt from the payment of membership subscriptions, fees. Honorary Membership will be renewed on an annual basis.

## 10. **ADMISSION TO MEMBERSHIP**

### (a) **Application Form**

An application for membership of the Society, with the exception of Honorary Members, as provided for in this Constitution, must be made in writing on a form prescribed by the Management Committee and will bear the nominee's signature, full name, address, contact details, email details, and be accompanied by the prescribed fee. Such fee will be refunded if the application is rejected.

### (b) **Proposed Members Register**

Particulars of all applications for membership of the Society with the exception of Honorary Members as provided for in this Constitution, will, upon receipt of same, be entered in the order of time in which each application is received by the President (hereinafter referred to as the Proposed Members Register) to be kept by the President. Each entry will record the full name and address of the person proposed, and the time and date of receipt by the President of the application, and in relation to any and every vacancy however arising in the membership of the Society, each application will be dealt with, and determined in the order it is so recorded.

### (c) **Display of Nominations**

Immediately upon the application for membership being recorded in the Proposed Members Register and on approval by the Management Committee, the applicant will be admitted to the Society whereupon they will be given a copy of the Society's Constitution and By-Laws and introduced to the members at the next General Meeting.

### (d) **Objections to Application for Membership**

Any Member or Members may object to any application for membership by delivery of a written objection to the Secretary of the Society.

All applications for membership will be dealt with and determined by the Management Committee at a duly convened meeting.

If a written objection is received from a Member, or Members of the Society, the Management Committee will investigate the objection before making a decision in relation to acceptance or rejection of the applicant.

For the purpose of inquiring with respect to an applicant, the matter of dealing with and determining the application may be postponed for no longer than three (3) months.

### (e) **Appeal against Rejection of Application**

A person, whose application for membership is rejected by the Management Committee, may within ten (10) days of receipt of written notification, lodge with the Secretary of the Society written notice of intention to appeal against the decision of the Management Committee. The appeal will be determined as set out in this Constitution.

A Special General Meeting will hear the appeal. The appellant will be given the opportunity to present their case but will not be represented by a Solicitor, Barrister or other agent unless the member feels that Natural Justice may be denied. The appellant has the right to give evidence and question witnesses. The Management Committee will likewise present its case. The appeal will be decided by a secret ballot. For an appeal to succeed three quarters of votes cast must be for the appellant.

The Special General Meeting to hear a member's appeal will not be chaired by any decision maker connected to the proceedings that gave rise to the appeal.

(f) **Rejection of Application for membership**

Any applicant who has been rejected by the Management Committee or by ballot at a Special General Meeting of members will not be proposed for membership during the next thirty-six (36) months.

(g) **Members to Retain Qualifications**

A person will not be allowed to remain a Member of the Society unless the person continues to remain financial and complies with the Constitution and By-laws of the Society.

(h) **Acceptance of Rules by Members**

All Members, on admission, will be deemed to have agreed to be bound by the Constitution, and By-Laws of the Society in force for the time being.

**11. RESIGNATION FROM MEMBERSHIP**

(a) **Member may resign**

A Member may resign from the Society at any time by giving notice in writing to the Secretary. Such resignation will take effect from the date of such notice being received by the Secretary unless a later date is specified in the notice when it will take effect on that later date. The Secretary will acknowledge in writing, the receipt of each resignation.

(b) **Responsibility for Outstanding Monies**

Resignation from the Society will not relieve any person from the payment of any outstanding monies due and payable by that person at the time of the resignation or termination of membership. The resignation of any Member will involve the automatic forfeiture of all rights and privileges in respect to all Society matters and property.

**12. SUBSCRIPTIONS**

(a) **Annual Subscriptions and Entrance Fees**

- (1) An Annual Subscription will be payable by all members irrespective of Class, except as provided by this Constitution.
- (2) Fees and subscriptions will be payable in advance.
- (3) Annual Subscriptions will be determined by the Management Committee and announced at the Annual General Meeting. When so announced the Annual Subscription will be deemed to be due and payable on the 31<sup>st</sup> August each year and will apply for the period to 1<sup>st</sup> September in the following year.
- (4) New members accepted at or after the Committee meeting immediately prior to the June General Meeting will be credited with financial membership for the period ending 31<sup>st</sup> August of the following year.

(b) **Member Who Defaults in Payment of Subscriptions**

The Management Committee may terminate the membership of any person whose subscription is two (2) months in arrears. Any such person so removed from membership will reapply in accordance with Rule 9.

(c) **Unfinancial Members**

If, after thirty (30) days from the due date of payment of Annual Subscription, a member has failed to pay, then the member will be deemed to be unfinancial.

Any member who becomes unfinancial will be deprived of all privileges of membership of the Society, including the right to:

- (1) hold office.
- (2) speak or vote at any meeting of the Management Committee or at any General Meeting of the Society.
- (3) nominate any person for office or be nominated for office in the Society.
- (4) enter Society property.

All privileges will be restored to a previously unfinancial member upon the payment of all subscriptions.

**13. CONDUCT OF MEMBERS**

Members and visitors will, at all times, maintain a proper discipline and decorum. Obscene or abusive language or indulging in unseemly conduct will not be tolerated. Any alleged infringement of this rule, on report in writing to the Management Committee will be investigated by the Management Committee, which will have power to demand and direct apologies, and, if necessary, if the offending person be a Member, to deal with that person under the provisions of Rule 14 or if that person is a Member of another Society to report that persons conduct to such Society.

Any infringement of this provision and any complaints or protests lodged by a Member or Members of the Society in respect of any Member or Members of the Society will be in writing to the Secretary and will be dealt with in the first place by the Management Committee who may, if deemed necessary, call a Special General Meeting. The Member or Members in respect of whom such complaints or protests have been lodged will be entitled to attend the Management Committee meeting personally to state their case(s).

**14. DISCIPLINARY PROCEEDINGS**

(a) **Powers**

The Management Committee will have power to reprimand, suspend or expel any Member who fails to observe the Rules (Constitution or By-laws) of the Society, or who is deemed guilty of an act, practice, or conduct calculated to be injurious or prejudicial to the character or interests of the Society or bring discredit on the Society and its Members, or who on any Society premises uses obscene or abusive language, subject to the approval of members at a General Meeting.

(b) **Procedure**

The Management Committee will investigate and deal with any complaint regarding the conduct of a member. Such complaints setting out all the relevant details must be submitted, in writing, to the Secretary within seven (7) days of the alleged offence.

Any member so charged will be notified in writing, delivered to the member, or by registered mail to the member's address, by the Secretary of the nature of the complaint, within seven (7) days, and the member charged will be given the right of answering the charge by appearing before the Management Committee, and of calling evidence, and of questioning witnesses. A member will not be entitled to be represented by a Solicitor, Barrister, or other agent, but may have a support person present during the hearing unless the member feels that Natural Justice may be denied.

If the member fails to attend a prearranged hearing, without a valid reason, this non-attendance will give the Management Committee the authority to proceed with the hearing and determine an outcome. All other rights granted to the member will be exercised.

In the event of a Junior Member being called before the Management Committee on a charge or complaint, such member must be accompanied by Parent/Guardian.

The Management Committee will notify the member in writing, delivered to the member, or mailed to the member's address, within seven days of the outcome of its disciplinary proceedings and any penalty imposed. The notice will advise the member of the right of appeal.

*All procedures associated with this section of the Constitution must be in accordance with the By-Law "Disciplinary Proceedings".*

(c) **Right of Appeal**

A member wishing to appeal the outcome of disciplinary proceedings will do so within ten (10) days of receipt of the written notice. The appeal will be in writing, signed by the appellant. Upon receipt by the Secretary of the *Notice of Appeal*, the Secretary will call a Special General Meeting within three (3) months, and the appellant will be entitled to all Society privileges until such appeal is determined. Before a vote of members is taken regarding the appeal, the member must be given a full and fair opportunity to present his or her side of the story to the members.

An appeal will be deemed lost unless upheld by a three-quarters majority vote of those members present at the meeting. There will be no further right of appeal.

If a member fails to lodge an appeal within the relevant period, the penalty will be implemented.

If the appeal fails at the Special General Meeting, and the penalty involves suspension or expulsion, the member will lose all rights and privileges of Society membership for the stated period. An expelled member will not be eligible to reapply to the Society for a period of at least thirty-six (36) months after the date of expulsion taking effect.

An appeal cannot be heard by any decision maker connected to the disciplinary proceedings that give rise to the appeal.

**15. DISCIPLINARY COMMITTEE**

(a) The Management Committee may delegate all of the powers and functions given to the Management Committee by Rule 14 to a Disciplinary Committee comprising a chairperson and two Society members appointed by the Management Committee.

(b) The Disciplinary Committee will conduct its activities in accordance with the procedures referred to in Rule 14 and the By-Laws relating to disciplinary procedures.

(c) The findings and recommendations of a hearing by the Disciplinary Committee will be presented to a General Meeting for approval.

**16. MEMBERS UNDER SUSPENSION**

Any member whose membership is suspended pursuant to Rules 14 and 15 will, during the period of such suspension not be entitled to:

(a) attend the premises or use any of the facilities of the Society for any Society business;

(b) participate in any of the activities of the Society;

(c) attend or vote at any meeting of the Society;

(d) nominate or be elected or appointed to the Management Committee;

(e) vote in the election of the Management Committee; or

(f) propose, second or nominate any eligible member for any office of the Society.

**17. REGISTER OF MEMBERS**

(a) The Management Committee will keep a register of Members in which will be entered:

(1) Name, Address, Phone Number and Email Address.

(2) Date and class of membership granted.

(3) Major Society or District Offices and achievements and qualifications including dates of appointment, relevant Certificate numbers and expiry date.

(4) Deaths, Resignations and Terminations and Reinstatements of membership and any other further particulars the Management Committee may require from time to time.

(b) The Register will be open for inspection at all reasonable times by any member who has previously applied, in writing, to the Secretary for such inspection.

## SECTION C - GOVERNANCE OF THE SOCIETY

### 18. **GENERAL MEETINGS**

#### (a) **Annual General Meeting**

The Annual General Meeting of the Society will be held at least once a year and within three months of the end of the Society's financial year.

The business of the Annual General Meeting will be:

Reading the notice convening the meeting.

- (1) Confirmation of the Minutes of the previous Annual General Meeting and/or Special general Meeting/s.
- (2) Consideration and adoption of the Annual Report.
- (3) Presentation, consideration and adoption of the Balance Sheet and Financial Statements.
- (4) Presentation of Awards.
- (5) Consideration of Notices of Motion.
- (6) To transact any general business that may be brought forward in accordance with the Rules of the Society.
- (7) To set Annual Subscription Fees.
- (8) Appointment of Auditors, Solicitors and Patron.
- (9) To elect members of the Management Committee.

#### (b) **Special General Meetings**

The Secretary will convene a Special General Meeting:

- (1) When directed to do so by the Management Committee, or
- (2) On the requisition in writing signed by not less than one-third of the Members presently on the Management Committee, or
- (3) On the requisition in writing by Standard and Life Members being in number not less than the number of Members presently on the Management Committee, plus one.
- (4) On being given notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to suspend or terminate the membership of any person.

Notices requesting a Special General Meeting will clearly state the reason why such Special General Meeting is being convened, and the nature of the business to be transacted thereat.

A Special General Meeting will only consider the matter/s for which notice has been given to Members.

(c) **General Meetings**

General Meetings of the Society will be held at least once a month, normally on the third (3<sup>rd</sup>) Friday of the month.

The business of the General Meeting will be as follows;

- (1) Reading the notice convening the meeting and opening the meeting.
- (2) Confirmation of the Minutes of the previous General Meeting and/or Special General Meeting/s.
- (3) Presentation of Presidents Report.
- (4) Presentation of Secretary Report.
- (5) Presentation of Treasurers Report.
- (6) Tabling of correspondence.
- (7) Business Arising from Correspondence.
- (8) Presentation, consideration and adoption of the Monthly Balance Sheet and Financial Statements.
- (9) Consideration of Notices of Motion.
- (10) To transact any general business that may be brought forward in accordance with the Rules of the Society.
- (11) Benching, judging and presentation of monthly awards.

(d) **Notices of Motion**

The Secretary will receive Notices of Motion to be included on the agenda of the Annual General Meeting or any General Meeting at least fourteen (14) days prior to the meeting at which they will be discussed. Any Notices of Motion must be displayed in the Newsletter, or emailed to all members, at least seven (7) days prior to the meeting.

**19. NOTICES FOR ANNUAL GENERAL MEETING, SPECIAL GENERAL MEETING and GENERAL MEETINGS**

The Secretary will convene all Annual General Meetings, Special General Meetings and General Meetings of the Society by giving not less than twenty-one (21) days notice displayed on the Society's Newsletter and on the Society's Internet site.

Notices of Motion must be in the hands of the Secretary at least fourteen (14) days prior to the meeting to which the notice of motion relates. The notice of the Annual General Meeting, Special General Meeting and General Meetings will clearly state the nature of the business to be discussed.

**20. QUORUMS FOR GENERAL MEETINGS**

At any General Meeting the number of Members (being entitled to vote at the General Meeting) required to constitute a quorum will be not less than 10 members.

No business will be transacted at the General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Management Committee, or of the Society, will lapse. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day, and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present will be a quorum.

The Chairperson may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-eight (28) days or more, notice of the adjourned meeting will be given as in the case of the original meeting. Save as aforesaid it will not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

**21. CONDUCT OF GENERAL MEETINGS**

Unless otherwise provided by this Constitution, or the By-laws, at every General Meeting.

(a) **The Chairperson**

The Chairperson will preside, or if there is no Chairperson or the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairperson will preside, or if the Deputy Chairperson is not present or is unwilling to act then the Members present will elect one of their number to be Chairperson of the meeting.

The Chairperson will maintain order and conduct the meeting in a proper and orderly manner.

(b) **Voting**

Every question, matter, or resolution will be decided by a majority of votes of the Members present and entitled to vote. Every financial member present will be entitled to one vote, and in the case of equality of voting the status quo will be maintained.

The contested election of Members of the Management Committee and the election of Life Members will be by secret ballot.

(c) **Minutes**

The Secretary will keep full and accurate minutes of the proceedings at General Meetings. Such minutes are to be signed by the President/Chairperson for that meeting and are to be verified by the membership at the next General Meeting.

**22. SPECIAL RESOLUTIONS**

To be passed, a Special Resolution requires three quarters of the members at the meeting to vote in favour of the Special Resolution. Winding up of the Society, election of Life Members, appeals, alterations to the Constitution and the removal of a Management Committee Member are Special Resolutions.

All Special Resolutions will be resolved by secret ballot.

All Special Resolutions will be submitted as a Notice of Motion.

**23. THE AUDITOR**

An Auditor, who will be qualified as required by the Association Incorporation Act, 1981, (as amended) may be appointed to audit the accounts and prepare reports for submission to the next Annual General Meeting. The Auditor will, when required by the Management Committee, conduct special audits and investigations. The Auditor will have access to the books of account, vouchers, and relevant records of the Society, and will have the right to obtain explanations relative to the finance and affairs of the Society, and the accounts from any person holding office or employment in the Society.

**24. THE COMMON SEAL**

The Management Committee will provide for a Common Seal, and for its safe custody. The Common Seal will only be used by the authority of the Management Committee, and every instrument to which the seal is affixed will be signed by the Secretary and any two (2) of the President, the Vice President or Treasurer.

**25. ALTERATIONS TO THIS CONSTITUTION**

Subject to the provisions of the Association Incorporation Act, this Constitution may be amended, rescinded, or added to from time to time by a Special Resolution carried at a General Meeting. Details of all amendments must be notified to the State Authority.

However, an amended, repeal or addition, is valid only if it is registered by the Chief Executive.

**26. APPLICATION OF PROPERTY ON DISSOLUTION**

If the Society is wound up in accordance with the provisions of the Association Incorporation Act 1981 (as amended), and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same will not be paid or distributed among the Members of the Society, but will be given or transferred to some other institution/s having objects similar to the objects of the Society or a successor body, and which will prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of subclause 37(d), such institution/s to be determined by the Members of the Society, provided the institution/s to which the property of the Society is transferred, is an institution approved by the Commissioner of Taxation as an institution referred to in Section 50/45 (c) of the Income Tax Assessment Act, 1997 ( as amended).

**27. BY-LAWS**

(a) The Management Committee may make, amend or repeal By-Laws not inconsistent with this Constitution for the proper conduct and management of the Society.

The Management Committee may regulate:

- (1) such matters as are specifically detailed by this Constitution;
- (2) the operations of the Society;
- (3) the control and use of the Society's premises;
- (4) the control and management of competitions;
- (5) the conduct of members and guests of members;
- (6) the social privileges of each category of membership.

(b) Any By-Law made under this Constitution will come into force and be fully operational upon the posting of an appropriate notice containing such By-Law on the Society's Website.

(c) A By-Law may be set aside by a vote of members at a general meeting of the Society.

(d) The Management Committee will cause a copy of all By-Laws to be made available to any member on request and without charge to that member.

**SECTION D - MANAGEMENT OF THE SOCIETY**

**28. THE MANAGEMENT COMMITTEE**

The business and operations of the Society will be controlled by a Management Committee comprising the following: President, Vice President, Secretary, Treasurer, and any other members the Society may elect at the Annual General Meeting.

All offices will be honorary and elective. Subject to section 61A of the Association Incorporation Act 1981, every financial member of the Society will be eligible to hold any office.

**29. THE MANAGEMENT COMMITTEE TO BE ELECTED ANNUALLY**

Save as otherwise provided in this Constitution, each Member of the Management Committee will be elected at the Annual General Meeting of the Society and will hold office from the conclusion of the election at which they were elected until the conclusion of the election held at the next ensuing Annual General Meeting of the Society but will be eligible for re-election. A contested election for any position will be resolved by ballot in accordance with the Society Rules.

**30. NOMINATION OF CANDIDATES**

At the Annual General Meeting all members will retire from office, but will be eligible, upon nomination, for re-election. The election of members will take place in the following manner.

- (a) Any two financial Full members of the Society will be at liberty to nominate Members to serve as a Member of the Management Committee.
- (b) No candidate is eligible for election as a Member of the Management Committee unless he or she, his or her proposer and seconder are financial from the date of nomination to the date of election inclusive.
- (c) The nomination, which will be in writing and signed by the candidate, the proposer and seconder, will be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place. A resume of each candidate, stating qualifications, may be included on the nomination form.
- (d) A list of candidates' names in alphabetical order, with the proposers and seconders names may be displayed during the meeting prior to the AGM.
- (e) Balloting lists will be prepared (if necessary) containing the names of candidates in order of receipt, and each financial Member present at the Annual General Meeting will be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (f) Should there be insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

### **31. VACANCIES ON THE MANAGEMENT COMMITTEE**

#### **(a) A Member May Resign**

Any Member of the Management Committee may resign from the membership of the Management Committee at any time by giving notice in writing to the Secretary or the President and such resignation will take effect at the time such notice is received by the Secretary or the President unless a later date is specified in the notice when it will take effect on that later date.

#### **(b) Removal of a Member**

A Member of the Management Committee may be removed from office by a three-quarters majority of Members present and entitled to vote at a Special General Meeting of the Society. The Member concerned will have due notice of such meeting and will be afforded a reasonable opportunity to personally make representations to the meeting. There will be no further right of appeal.

#### **(c) The Management Committee to fill vacancies**

The Management Committee (or the remaining members) will have power at any time to appoint any eligible member to fill any casual vacancy on the Management Committee.

A Management Committee Member elected in these circumstances will hold office until the expiry of the term of office of that position.

Should vacancies on the Management Committee lead to the situation that the Management Committee is unable to form a quorum, a general meeting of the Society must be called to elect members to fill the vacancies.

### **32. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

Except as otherwise provided by this Constitution, and the resolution of Members of the Society carried at any General Meeting, the Management Committee will:

- (a) Control the business and operations of the Society.
- (b) Have authority to interpret the meaning of these rules, and any matter relating to the Society on which these Rules are silent, and
- (c) Exercise all powers of the Society (such powers hereby conferred): -
  - (1) To invest in such as the Members of the Society may from time to time determine.
  - (2) To control its membership, finances, and meetings.
  - (3) To transact and authorise expenditure, provided that the Management Committee is not empowered to authorise any single item of expenditure in excess of One Thousand (\$1000.00) without prior approval of a General Meeting of the Society.
  - (4) To appoint committees.
  - (5) To call General Meetings of Members.
  - (6) To arrange meetings of the Management Committee.
  - (7) To charge fees.
  - (8) To make, vary and revoke By-Laws from time to time but not inconsistent with this Constitution. Until varied or revoked, the By-Laws will be the By-Laws of the Society.
  - (9) To appoint assistants to Members of the Management Committee, such assistants not being able to exercise any power unless they have otherwise been elected on to the Management Committee by the Society.
  - (10) To do anything required or permitted under this constitution, the By-Laws, or any law.
  - (11) To otherwise act in the interest of Members.

### **33. EXECUTIVE COMMITTEE**

The Executive Committee of the Society will consist of the President, Vice President, Secretary, Treasurer, any three (3) Members thereof to constitute a quorum.

The Executive Committee will transact any urgent business of the Society that may arise between Management Committee meetings and submit a report of any such business transacted by it to the next meeting of the Management Committee, provided always that the Executive Committee will not incur expenditure in excess of \$1000.00 between meetings of the Management Committee, nor deal with the property of the Society. All business transacted by the Executive Committee will be ratified and be approved by the Management Committee at the next Management Committee meeting.

**34. MEETINGS OF THE MANAGEMENT COMMITTEE**

The Management Committee will meet at least once every calendar month to exercise its functions of which at least seven (7) days notice will be given. A Special Meeting of the Management Committee will be convened by the Secretary on the decision of the President or on the requisition in writing, signed by not less than one-third of the members of the Management Committee, such requisition to clearly state the reasons why the special meeting is being convened, and the nature of the business to be transacted.

At every meeting of the Management Committee a quorum will be not less than a simple majority of a number equal to the number of Members elected to the Management Committee as at the close of the last Annual General Meeting of Members.

The Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee will be decided by a majority of votes and, in the case of equality of votes the status quo will be maintained.

A Member of the Management Committee will not vote in respect of any contract or proposed contract with the Society in which such Member is interested or any matter arising thereout, and if the Member votes, the vote will not be counted.

The Secretary will give not less than seven (7) days notice to Members of the Management Committee of any Special Meeting of the Management Committee. Such notice will clearly state the nature of the business to be discussed thereat.

The President will preside, or if there is no Chairperson, or the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or is unwilling to act, the Vice President will preside, or if the Vice President is not present, or is unwilling to act then the Members present will elect one of their number to be Chairperson of the meeting.

If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Management Committee, will lapse. In any other case it will stand adjourned to the same day in the next week at the same time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

Any Member of the Management Committee who is absent from regularly notified meetings of the Management Committee on three (3) consecutive occasions without the consent of the Management Committee will be deemed to have vacated the office.

**35. MINUTES OF MEETING**

- (a) The Society must keep minute books in which it records:
- (1) proceedings and resolutions of all general meetings
  - (2) proceedings and resolutions of all meetings of the Management Committee, and
  - (3) proceedings and resolutions of any executive meeting.

(b) The Society must ensure that:

- (1) minutes of a meeting are signed within one (1) month of the meeting by the Chairperson of the meeting or the Chairperson of the next meeting, and
- (2) a Committee Member present signs minutes of any executive meeting within one (1) month of the date on which the meeting is held.

A minute that is so recorded and signed is evidence of the proceeding resolution or declaration to which it relates, unless the contrary is proved.

The minutes book will be open for inspection at any reasonable time by any financial member who previously applies, in writing, to the Secretary for that inspection.

### **36. COMMITTEES OF THE MANAGEMENT COMMITTEE**

The Management Committee may delegate any of its functions and powers to a committee consisting of such Members of the Society as the Management Committee thinks fit. Any committee so formed will, in carrying out the functions and exercising the powers so delegated, conform to any regulations that may be imposed on it by the Management Committee. The Management Committee may appoint the Chairperson of any committee.

If the Management Committee appoints no Chairperson, a committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present may choose one of their numbers to be Chairperson of the meeting.

A committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the Members present and, in the case of equality of votes, the status quo will be maintained.

The Management Committee may disband a committee at any time.

### **37. VALIDITY OF ACTIONS**

All acts done by any meeting of the Management Committee, or of a committee, or by any person acting as a Member of the Management Committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Management Committee, or person acting as aforesaid, or that the Members of the Management Committee, or any of them were disqualified, be as valid if every such person had been duly appointed and was qualified to be a Member of the Management Committee.

### **38. RESOLUTIONS IN WRITING**

A resolution in writing signed by all Members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee will be as valid and effectual as if it had passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Members of the Management Committee.

**39. FINANCE**

(a) **Financial Year**

The Financial Year of the Society will end on 30th June each year.

(b) **Annual Subscriptions and Entrance Fees**

The Annual Subscriptions will be handled as follows;

- (1) Such Fees will be payable in advance.
- (2) An Annual Subscription will be payable by all Members irrespective of Class, except as provided by this Constitution.
- (3) Annual Subscriptions will be notified at the Annual General Meeting. When so notified the Annual Subscription will be deemed to be due and payable on the 1<sup>st</sup> September.
- (4) Unfinancial – If, after 30 days from the due date of payment of Annual Subscription, a Member has failed to pay, then the Member will be deemed to be unfinancial.

(c) **Unfinancial Members**

Any member who becomes unfinancial will forthwith be deprived of all privileges of membership of the Society, including:

- (1) The right to hold office.
- (2) The right to speak or vote at any meeting of the Management Committee or at any General Meeting of the Society.
- (3) The right to nominate any person for office or be nominated for office in the Society, and
- (4) The right to enter Society property.

All privileges will be restored to a previously unfinancial Member upon the payment of all subscriptions and monies due to the Society.

**40. HANDLING OF FUNDS**

All funds of the Society will be deposited in the name of the Society in Australian Banks, Building Societies or Credit Unions. Such funds deposited be restricted to cash management accounts, term deposits or bonds.

The funds of the Society will be handled as follows:

(a) **Books of Account**

Proper books and accounts will be kept and maintained either in written or printed form in the English language correctly showing the financial affairs of the Society, and particulars usually shown in books of a like nature. All monies will be banked as soon as practicable after receipt thereof.

(b) **Payment of Accounts**

All accounts will be paid by Electronic Funds Transfer. The Treasurer will pay all accounts due for payment, using the Society's nominated bank. All payments must then be approved by the President or by one other of the approved bank signatories.

(c) **Holding of Money**

Cash Floats will be held by the Treasurer, Purchasing Officer and Sales Officer to a value as set out in the Society's By Laws.

These cash floats are to be used at Monthly meetings, Growers Days, Bunnings BBQ's, Mini Shows, Yearly Show, or any function held by the Society where the transaction of monies is required.

All floats will be counted as soon as practicable at the finishing of any event in which the float is required. All monies received above the nominated float amount will be handed to the Treasurer for banking.

(d) **Preparation of Reports**

A detailed financial report will be presented to each regular monthly Management Committee meeting.

As soon as practicable after the end of each financial year the Treasurer will cause to be prepared for presentation to the Society, and for incorporation into the accounts of the Society, a statement containing particulars of the income and expenditure for the financial year just ended. All such statements may be examined by the Auditor, who will present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which the audit was made.

(e) **General Deficiency of Accounts**

If a Management Committee Member or Auditor becomes aware of a general deficiency in the accounts or assets of the Society, they will immediately notify the Society's President. The President will call a special Management Meeting and if the matter appears to involve theft or fraud of Society assets, either money or property, the President will refer the matter to the local Police for their consideration and appropriate action.

(f) **Application of Society Funds and Property**

The income and property of the Society whencesoever derived will be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof will be distributed, paid, or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to or amongst the Members of the Society, provided that nothing herein contained will prevent the payment in good faith of interest to any such Member in respect of monies advanced by the Member to the Society, or otherwise owing by the Society to the Member or of remuneration to any officers or servants of the Society or other in return for any services actually rendered to the Society, provided further that nothing herein contained will be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Society, or reasonable and proper rent for premises demised or let to the Society.

(g) **Members Enjoy Equal Benefits**

No Member will be entitled to any benefit or advantage for the Society, which is not shared by every Member thereof, provided however, that reimbursements may be paid to Members in appreciation of services, provided the same has been recommended by the Management Committee.

**41. DOCUMENTS**

The Management Committee will provide for the safe custody of books, documents, instrument of title and securities of the Society.