



**THE SOUTH AUSTRALIAN  
ORCHIDACEOUS SOCIETY INC**

**CONSTITUTION**

**NOVEMBER 2008**

**Annexure A**

**This is the Annexure marked 'A' referred to in the statutory declaration of**

**Anthony John Bourne**

**made on the \_\_\_\_\_ day of February 2009**

**before me \_\_\_\_\_**

**Justice of the Peace**

## RULES

### 1. NAME

The name of the Society is the "South Australian Orchidaceous Society Inc" referred to herein as "the Society".

### 2. DEFINITIONS

"Committee" means the Committee of Management of the Society.

"General Meeting" means a General Meeting of members of the Society convened in accordance with these rules.

"Member" means a member of the Society

"The Act" means the Associations Incorporation Act 1985

### 3. OBJECTS OF THE SOCIETY

i) To promote propagation, scientific and cultural knowledge of all Orchids.

ii) To extend the Membership of the Society by creating a public interest in the Society's activities and proceedings.

iii) To engage in competition in accordance with established standards laid down by leading Worldwide Orchid Societies.

### 4. POWERS of the SOCIETY

The Society shall be able to buy, borrow, invest in or divest itself of any property or equipment that is deemed to be in the interests of promoting the Society for the benefits of its members.

### 5. MEMBERSHIP

5.1 TYPES. The Society shall consist of the following classes of members

5.1.1 Ordinary members which may be either single or joint. Each party of a joint membership is entitled to one vote whenever ballot is required.

5.1.2 Junior members (under the age of 16 years). A junior member may not vote and is ineligible to be a member of the Committee.

5.1.3 Life members as elected pursuant to rule 5.5

5.1.4 Applications for Membership

An applicant for membership of the Society shall complete a Membership Application Form (including age if under 16 years) with the appropriate subscription fee. All such membership applications shall be referred to the Committee at the earliest opportunity and may be accepted or rejected by a majority vote of the Committee. If an application for membership is rejected by the Committee, the applicant may submit a further application after a period of twelve months has elapsed. A copy of the Rules of the Society and of the By-laws shall be made available to each new Member upon request to the Secretary. A copy of the Rules & By-laws shall be available for perusal at all meetings of the Society.

### 5.2 SUBSCRIPTIONS

5.2.1 Subscriptions shall be such amounts as decided by the Committee each year and shall be due for payment on the 1<sup>st</sup> of December each year.

5.2.1 Any member whose annual subscription is unpaid on the first day of March in any year shall cease to be a Member.

### 5.3 RESIGNATIONS

A member may resign from membership of the Society by giving written notice to the secretary of the Society.

Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Society.

### 5.4 EXPULSION of a MEMBER

5.4.1 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 interest of the Society.

5.4.2 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.

5.4.3 The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4.4 below), cease to be a member 14 days after the Committee has communicated its determination to the member.

5.4.4 It shall be open to a member to appeal to the Society in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary of the association within 14 days after the determination of the Committee has been communicated to the member.

5.4.5 In the event of an appeal under section 5.4.4 above, the appellant's membership of the Society shall not be terminated unless the determination of the committee to expel a member is upheld by the members of the society in general meeting after the appellant has been heard by the members of the society, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.4.6 Any member expelled under this section may reapply for membership after a period of twelve months has elapsed.

## 5.5 LIFE MEMBERS

On the recommendation of the Committee, a member may be elected to Life Membership at any Annual General Meeting and shall, upon election, be entitled to all privileges of financial membership without payment of any further annual subscriptions. A two thirds majority from a secret ballot of those present shall be necessary to elect any member to life membership. The partner (if any) of a Life Member may also be given special rights at the discretion of the Committee

A life member may not have his/her membership terminated except by a two thirds majority from a secret ballot of the members at a General Meeting of the Society of which the Life Member has been given not less than one calendar month's notice. The motion shall not preclude the Life Member from attending and addressing the General Meeting which may affirm or cancel any such Life Membership. Cancellation of the Life Membership shall not take effect until 14 days after written notice of cancellation has been posted to the member.

## 5.6 REGISTER of MEMBERS

A register of members must be kept and contain:

5.6.1 The name, address and telephone number of each member and such other information as deemed necessary from time to time

5.6.2 The date on which each member was admitted to the Society; and

5.6.3 If applicable, the date of and the reasons for, termination of membership.

## 6 MANAGEMENT COMMITTEE

### 6.1 POWERS and DUTIES

6.1.1 The affairs of the Society 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 Society, and are not by the Act or by these rules required to be done by the society in General Meeting.

6.1.2 The Committee has the management and control of the funds and other property of the Society.

6.1.3 The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the society on which these rules are silent.

6.1.4 The Committee shall appoint a Public Officer as required by the Act.

6.1.5 The Committee shall be enabled from time to time to proclaim, pass, repeal or alter the Bylaws of the Society as it shall in its absolute discretion deem necessary for the proper and efficient management of the Society, and for the furtherance of the stated objects of the societies.

### 6.2 APPOINTMENT

6.2.1 The Committee shall be comprised of a President, 2 Vice Presidents, Secretary, Treasurer, Immediate Past President and not more than six [6] other ordinary Committee Members

6.2.2 A Committee member shall be a natural person

6.2.3 The offices of President, Vice President, Secretary, and Treasurer shall become vacant at each Annual General Meeting. Such retiring officers shall be eligible for re-election, subject to the office of President being limited to a term of three years.

6.2.4 Ordinary Committee Members are elected for a term of two years with three positions becoming vacant each year at the time of the Annual General Meeting, and are eligible for re-election.

6.2.5 Nominations for election to the Committee shall be signed by a proposer who shall be a financial member of the society and the nominee and must be received by the Secretary no later than 4 p.m. on the Friday following the October Meeting of members. The nominations received for positions on the Committee shall be published in the Society's Newsletter immediately preceding the Annual General Meeting. The Newsletter shall contain sufficient details of the nominee to enable members to form an opinion as to the nominee's suitability.

6.2.6 If more than one person is nominated for the same Office or if more than three are nominated as Committee persons, the election in each case shall be by ballot to be taken in such manner as the President or other person acting as Chairperson of the meeting shall decide.

6.2.7 The Society may have a Patron who, by his position in the Community, shall add prestige to the Society's activities.

6.2.8 The Committee shall appoint an Editor who shall be responsible for all publications.

6.2.9 The Committee shall appoint a Registrar of Judges who will be the chairperson of a Judging Panel.

6.2.10 The Committee shall appoint a Show Marshall who will be responsible for the organization of the Shows arranged by the committee.

6.2.11 Should a vacancy on the Committee occur during the year, the Committee may elect a person to fill the vacancy until the next Annual General Meeting.

6.2.12 The Editor, Registrar of Judges and the Show Marshall shall be ex officio members of the Committee (unless they are already members of the Committee as elected above). The ex officio members of Committee will be entitled to vote at Committee meetings.

### 6.3 PROCEEDINGS of the MANAGEMENT COMMITTEE

6.3.1 The Committee shall meet together for the dispatch of business at least 10 times in a calendar year.

6.3.2 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.

6.3.3 A quorum for a meeting of the Committee shall be one half of the members of the committee.

### 6.4 DUTIES of the PRESIDENT

The President shall act as the chairperson of the Committee and preside at all meetings of the society. The President shall be capable of conducting all meetings in a dignified manner, according to the established rules of procedure at meetings.

### 6.5 DUTIES of the VICE PRESIDENT

The Vice-President shall aid the President in conduct of all business of the Society. The Senior of two [2] Vice-presidents shall be prepared to preside at the meetings in the absence of the President. The Vice-President who has held Office of Vice-President for a longer continuous period of time, in the absence of any other provision in these rules to the contrary, shall be deemed to be Senior Vice-President.

### 6.6 DUTIES of the HONORARY SECRETARY

The Honorary Secretary shall conduct the correspondence of the Society and shall have the custody of documents of the Society, except where otherwise specifically authorised by the Executive Committee. He/She shall keep full and correct minutes of all proceedings in accordance with rule 9 below. He/she will keep the records of the Society which shall be the property of the Society and shall carry out the directions of the Executive Committee.

### 6.7 DUTIES of the HONORARY TREASURER

The Honorary Treasurer shall receive all monies payable to the Society and shall pay the same, within a reasonable time into such bank, to the credit of the society, as the Committee may from time to time direct and shall keep correct accounts and accurate books for the Society in accordance with Rule 10 below. He/she shall produce and table a monthly reconciliation of the society monies at each meeting of the Committee. All payments made by the Treasurer shall be approved by the Committee.

### 6.8 DISQUALIFICATION of COMMITTEE MEMBERS

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

6.8.1 disqualified from being a committee member by the act;

6.8.2 expelled as a member under these rules;

6.8.3 permanently incapacitated by ill health; or

6.8.4 absent without apology from more than four committee meetings in a financial year;

## 7. THE SEAL

The Society shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the society. The seal will be held by the Honorary Secretary. The affixing of the seal shall be witnessed by the President and Secretary.

## 8. GENERAL MEETINGS

### 8.1 ANNUAL GENERAL MEETINGS

a. The committee shall call an Annual General Meeting in accordance with the Act and these rules. The Annual General Meeting shall be held in November of each year.

b. The order of the business at the meeting shall be:

i) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

ii) The consideration of the accounts and reports of the committee

iii) The election of committee members

iv) Any other business requiring consideration by the society in general meeting

### 8.2 SPECIAL GENERAL MEETINGS

a. The committee may call a Special General Meeting of the Society at any time

b. Upon a requisition in writing of not less than 10% of the total number of members of the Society, the committee shall within one month of the receipt of the requisition, convene a Special General Meeting for the purposes specified in the requisition.

c. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.

d. If the Special General Meeting is not convened within one month, as required in 8.2b 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 society.

### 8.3 NOTICE of GENERAL MEETINGS

a. At least 14 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.

b. A notice may be given by the Society 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.

c. Where a notice is sent by post:

i) the service is affected by properly addressing, prepaying and posting a letter or packet containing the notice; and

ii) unless the contrary is proved, service will be taken to have been affected at the time at which the letter or packet would be delivered in the ordinary course of post.

### 8.4 PROCEEDINGS at GENERAL MEETINGS

a. Thirty [30] members or ten percent [10%] 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.

b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and at a place to be determined 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.

c. Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the Society.

d. 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.

### 8.5 VOTING at GENERAL MEETINGS

a. Subject to these rules, every member of the Society has only one vote at a meeting of the Society.

b. Subject to these rules, a question for decision at a general meeting, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, and that meeting.

c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

### 8.6 POLL at GENERAL MEETINGS

a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### 8.7 SPECIAL and ORDINARY RESOLUTIONS

a. A special resolution is a special resolution as defined in the Act.

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

### 8.8 PROXIES

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

### 9 MINUTES

a. Proper minutes of all proceedings of general meetings of the Society and of meetings of the committee, shall be entered within one month after the relevant meeting in the books kept for the purpose.

b. The minutes kept pursuant to this rule must be confirmed by the members of the Society or the members of the committee (as relevant) at a subsequent meeting.

c. The minutes kept pursuant to this rule should 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.

d. 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.

## 10. FINANCIAL REPORTING

### 10.1 FINANCIAL YEAR

The financial year of the Society shall be the period of 12 months commencing on 1 November and ending on 31 October of each year.

### 10.2 ACCOUNTS to be KEPT

The Society shall keep and retain such accounting records as a necessary to correctly record and explain the financial transactions and financial position of the Society in accordance with the Act.

### 10.3 ACCOUNTS and REPORTS to be LAID BEFORE MEMBERS

The accounts shall be laid before members at the Annual General Meeting.

### 10.4 APPOINTMENT of an AUDITOR

The Committee shall appoint an auditor for the current year. The auditor shall not be a member of the Society.

## 11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Society shall be applied exclusively to the promotion of its objects and in 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 Society.

## 12. WINDING UP

The Society may be wound up in the manner provided for in the Act.

## 13. APPLICATION of SURPLUS ASSETS

a. If after the winding up of the Society there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has a similar objects and has rules which prohibit the distribution of its assets and income to its members.

b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

## 14. RULES

These rules may be altered (including an alteration to the Society's name) by resolution a two thirds majority of the members of the Society present in person or by written proxy at the Annual General Meeting or a Special General Meeting convened for that purpose. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

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

## 15. INDEMNITY

The management committee of the Society and all individual members thereof, and all persons acting on behalf of the Society as appointed by the members of the committee, (and all such individual persons hereafter called a "Society Representative") shall be indemnified and saved harmless by the Society from and against all or any claims and charges for damages or otherwise made against the Society or any Society Representative and any expenses and costs that may be incurred by any such Representative acting for and on behalf of the Society negligently or otherwise in any matter or thing. Provided that such Society Representative in any matter or thing at all times acted honestly in good faith and in the interests of the Society and within the scope of the express and/or implied ambit of such Society Representative's authority to act for and on behalf of the Society.