



CONSTITUTION

OF THE

EUROBODALLA ORCHID CLUB INC

DATED 1 JULY 1996

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OF THE
EUROBODALLA ORCHID CLUB INC

PART 1

PRELIMINARY

NAME

1.1 The name of the Club is 'Eurobodalla Orchid Club Inc'.

DEFINITIONS

1.2 In this Constitution, unless the context or subject matter otherwise indicates or requires:-

- a. 'the Club' means the Eurobodalla Orchid Club Inc;
- b. 'the Committee' means the Committee of Management of the Club;
- c. 'member' means a person who was a member of the unincorporated Eurobodalla Orchid Club at the date of incorporation or a person whose application to join the Club has been approved by the Committee and whose membership has not been cancelled. The term includes Life Members but excludes Honorary Members;
- d. 'Secretary' means the person holding office under this Constitution as Secretary of the Club or, if that office is vacant, the Public Officer of the Club;
- e. 'Ordinary Member' means a member of the Committee other than the President, Vice-President, Treasurer and Secretary;
- f. 'General Meeting' means any meeting of the members of the Club convened as prescribed in Part 4 of this Constitution. It includes Ordinary, Annual and Special General Meetings but excludes meetings of the Committee or of any sub-committee.
- g. 'the Act' means the Associations Incorporation Act 1984; and
- h. 'the Regulation' means the Associations Incorporation Regulation 1994.

OBJECTS

1.3 The objects of the Club are:-

- a. To promote the cultivation of orchids generally within the Shire of Eurobodalla;
- b. To promote the conservation of native orchids both in their natural habitat and under cultivation;
- c. To promote the study of the cultivation, propagation and breeding of orchids;
- d. To conduct shows, competitions, displays and lectures covering all or any aspect of orchids;
- e. To conduct social functions for the benefit of members and their guests;
- f. To support community activities related to horticulture generally; and
- g. To support such charitable or similar activities as the members may desire.

1.4 The Club may acquire, hold and dispose of real and personal property as may be required for the attainment of the objects of the Club.

1.5 The Club may affiliate with other clubs, societies and associations with objects not inconsistent with those of the Club.

PART 2

MEMBERSHIP

QUALIFICATIONS

2.1 Membership is open to any natural person who:-

- a. subscribes to the objects of the Club;
- b. is approved for membership by the Committee; and
- c. pays the prescribed fees and subscriptions.

2.2 Membership may be held as either:-

- a. an individual membership, or
- b. a dual/family membership at the discretion of the Committee, or
- c. junior membership for individuals under 16 years of age.

2.3 Ownership of orchids is not a prerequisite for membership.

APPLICATIONS FOR MEMBERSHIP

2.4 Applications for membership of the Club are to be made on the form issued for the purpose by the Committee and lodged with the Secretary.

2.5 As soon as practicable after receipt of an application for membership the Secretary is to present it to the Committee for approval or rejection.

2.6 On approval by the Committee and subject to payment of the prescribed entrance fee and annual subscription, the Secretary is to enter the applicant's name in the Register of Members and, upon the name being so entered, the applicant becomes a member of the Club.

CESSATION OF MEMBERSHIP

2.7 A person ceases to be a member of the Club if the person:-

- a. dies;
- b. resigns that membership;
- c. is expelled from the Club; or
- d. has not paid an annual subscription within 12 months of the due date.

HONORARY MEMBERSHIP

2.8 A person who is not a member of the Club may be appointed by the Committee to be an Honorary Member. Honorary Members do not pay subscriptions, may not vote at meetings and are not eligible for election to the Committee. The Committee may appoint a person to be an Honorary Member for a nominated period or whilst the person is filling a nominated position.

2.9 Honorary membership ceases if:-

- a. the person dies;
- b. the person resigns that honorary membership;
- c. the period of appointment expires; or
- d. the Committee cancels that honorary membership.

LIFE MEMBERSHIP

2.10 Life membership is the highest honour the Club can bestow on a member and is to be restricted accordingly.

2.11 Life membership carries all the rights, privileges and obligations of normal membership except the obligation to pay subscriptions. A person may resign from life membership but life membership cannot be withdrawn by the Club.

2.12 Nominations for life membership are to be made in the form approved from time to time by the Committee and lodged with the Secretary. The Secretary is to refer nominations to the Committee for presentation to the next General Meeting.

REGISTER OF MEMBERS

2.13 The Secretary is to maintain a Register of Members showing, in respect of each member:-

- a. the member's name and membership number;
- b. the member's address;
- c. the date membership commenced; and
- d. the date of payment of the most recent subscription.

2.14 The Register is also to show, in respect of past members, the date of cessation of membership and the reason for cessation

2.15 Honorary and Life members are to be included in the Register of Members with appropriate annotations.

2.16 The Secretary is to make the Register available for inspection by members, free of charge, at any reasonable hour.

FEES AND SUBSCRIPTIONS

2.17 New members are required to pay to the Club the joining fee determined at the preceding Annual General Meeting.

2.18 All members are to pay an annual subscription of the amount determined at the preceding Annual General Meeting on joining the Club and annually as specified in Clause 2.19.

2.19 Annual subscriptions become due on 1st January each year and are to be paid by the following 31st March. A member failing to pay an annual subscription by 31st March is 'unfinancial' and forfeits the right to vote, to be elected or appointed to the Committee or to participate in Club shows.

2.20 The Committee may authorise the payment of reduced or pro-rata subscriptions when appropriate.

MEMBERSHIP NOT TRANSFERABLE

2.21 Membership cannot be sold, bequeathed or otherwise transferred to another person. All rights, privileges and obligations which a person has by reason of being a member of the Club terminate on cessation of membership.

RESIGNATION OF MEMBERSHIP

2.22 A member may resign from the Club by first giving notice (being not less than one month or such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

RESOLUTION OF DISPUTES

2.23 Disputes between members (in their capacity as members) and between members and the Club are to be referred to the Committee which is to appoint a person (who need not be a member of the Club) to mediate in the dispute. The mediator is to forward a report to the Committee for determination.

DISCIPLINING OF MEMBERS

2.24 If the Committee receives a complaint that a member of the Club:-

- a. has refused or neglected to comply with a provision of this Constitution or a direction of the Committee; or
- b. has wilfully acted in a manner prejudicial to the interests of the Club,

the Committee is to cause notice of the complaint to be served on the member concerned and give the member at least 14 days to make submissions to the Committee in connection with the complaint.

2.25 If, after considering the complaint and any submission made by the member, the Committee is satisfied that the facts alleged in the complaint have been proved, the Committee may suspend or expel the member from the Club.

2.26 If the Committee suspends or expels a member the Secretary is, within seven days, to inform the member in writing of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Clause 2.28.

2.27 The suspension or expulsion does not take effect:-

- a. until the expiration of the period within which the member is entitled to appeal against the resolution; or
- b. if the member exercises the right of appeal within that period, unless and until the Club confirms the resolution under Clause 2.30 whichever is the later.

2.28 A member may appeal to the Club in general meeting against a resolution of the Committee under Clause 2.25 within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

2.29 On receipt of a notice from a member under Clause 2.28, the Secretary is to notify the Committee which is to convene a Special General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.

2.30 At a Special General Meeting convened under Clause 2.29:-

- a. no business other than the question of the appeal is to be transacted;
- b. the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or rescinded.

2.31 If, at the Special General Meeting, the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3

THE COMMITTEE OF MANAGEMENT

COMPOSITION OF THE COMMITTEE

3.1 The Committee of Management ('the Committee') consists of:-

- a. the President,
- b. the Vice-President,
- c. the Treasurer,
- d. the Secretary, and
- e. five ordinary members,

each of whom is to be elected at the Annual General Meeting of the Club.

POWERS OF THE COMMITTEE

3.2 Subject to the Act, the Regulation, this Constitution and to any resolution passed by the Club in general meeting, the Committee may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of the members and has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

3.3 A general meeting of the Club may carry out any of the duties or functions of the Committee.

3.4 Resolutions of the Committee are binding on all members of the Club unless and until rescinded by a further resolution of the Committee or by a general meeting of the Club.

ELECTION OF MEMBERS

3.5 Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election or appointment, but is eligible for re-election.

3.6 Nominations of candidates for election to the Committee must be made in writing by two financial members of the Club other than the nominee and be accompanied by the written consent of the candidate who must also be a financial member of the Club. Nominations must be delivered to the Secretary at least 14 days before the Annual General Meeting at which the election is to take place.

3.7 If the nominations received equal the number of vacancies to be filled the members nominated are to be declared elected.

3.8 If insufficient nominations are received to fill all positions on the Committee the candidates nominated are to be declared elected and further nominations are to be called for at the Annual General Meeting.

3.9 If the number of nominations received exceeds the number of vacancies to be filled a ballot is to be held in such usual and proper manner as the Committee may direct.

CASUAL VACANCIES

3.10 A casual vacancy occurs if a position on the Committee cannot be filled at the Annual General Meeting or if a member of the Committee:-

- a. ceases to be a member of the Club;
- b. becomes an insolvent under administration within the meaning of the Corporations Law;
- c. resigns from the Committee;
- d. is removed from office under Clause 3.13;
- e. becomes a mentally incapacitated person; or
- f. is absent without the consent of the Committee from all meetings of the Committee held during a period of six months.

3.11 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a financial member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the next Annual General Meeting.

3.12 Should simultaneous casual vacancies reduce the Committee below the number required for a quorum, the Secretary or another member of the Committee is to convene a Special General Meeting of the Club at which the members attending are to either appoint members to fill the vacancies or declare all Committee positions vacant and proceed in accordance with Clauses 3.6 to 3.9.

REMOVAL OF MEMBER

3.13 The Club in general meeting may by resolution remove any member of the Committee from office before the expiration of the member's term of office and may appoint another member to hold that office until the completion of the next Annual General Meeting.

3.14 If a member of the Committee to whom a motion under Clause 3.13 relates makes representations in writing to the Secretary or President and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to the members or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the motion is considered.

DUTIES OF COMMITTEE MEMBERS

3.15 Members of the Committee are to carry out the duties required by the Act, the Regulation, this Constitution and by any resolution of the Committee.

MEETINGS AND QUORUM

3.16 The Committee is to meet at least six times in each year at such time and place as the Committee may determine, provided always that a general meeting of the Club may be convened in lieu of a Committee meeting.

3.17 Additional meetings of the Committee may be convened by the President or by any member of the Committee.

3.18 The Secretary is to give each member of the Committee oral or written notice of at least 48 hours (or such other period as may be unanimously agreed by the members of the Committee) before the time appointed for the meeting.

3.19 Notice of a meeting given in accordance with Clause 3.18 is to specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business which the members attending unanimously agree to admit to the agenda.

3.20 Any five members of the Committee constitute a quorum for the transaction of the business of a Committee meeting.

3.21 No business may be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned for a period not exceeding seven days.

3.22 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting is to be dissolved.

3.23 At a meeting of the Committee:-

- a. the President or, in the President's absence, the Vice-President is to preside; or
- b. if the President and the Vice-President are absent or unable or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

VOTING AND DECISIONS

3.24 Questions arising at a meeting of the Committee or of a sub-committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

3.25 Each member present at a meeting of the Committee or of a sub-committee (including the member presiding) is entitled to one vote but, in the event of an equality of votes on any question, the member presiding may exercise a second or casting vote.

3.26 Subject to the presence of a quorum the Committee may act despite any vacancy on the Committee.

3.27 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

OFFICIALS AND SUB-COMMITTEES

3.28 The Committee may appoint members of the Club either singly or as members of sub-committees to carry out such tasks as may be necessary from time to time or to advise the Committee on particular matters.

3.29 Subject to any directions issued by the Committee each sub-committee is to regulate its own affairs as it sees fit and may co-opt additional members.

3.30 The quorum for meetings of a sub-committee is a majority of its members.

3.31 A resolution establishing a sub-committee must include:-

- a. a statement of the powers delegated to the sub-committee including advice that the Committee may continue to exercise those powers; and
- b. a statement of the term of office of the sub-committee.

3.32 The President is automatically a member of all sub-committees.

PART 4

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS

4.1 The Committee is to convene an Annual General Meeting of the Club at least once in each calendar year as prescribed in Section 26 of the Act. The meeting is to be held within the six months following the end of the Club's financial year.

4.2 The following business is to be conducted at each Annual General Meeting:-

- a. confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- b. presentation of Committee reports upon the activities of the Club during the preceding financial year;
- c. consideration of the financial statements specified in Section 26 of the Act;
- d. fixing the amounts to be paid as joining fees and subscriptions during the following subscription year;
- e. appointment of an auditor as prescribed in Clause **5.7**;
- f. election of the Committee of Management for the ensuing year; and
- g. consideration of any other matters which the Committee deems to be appropriate to an Annual General Meeting.

SPECIAL GENERAL MEETINGS

4.3 The Committee may convene a Special General Meeting of the Club whenever it thinks fit.

4.4 The Committee must convene a Special General Meeting of the Club on the requisition in writing of not less than five per cent of the total number of financial members.

4.5 A requisition of members for a Special General Meeting:-

- a. must state the purpose or purposes of the meeting;
- b. must be signed by the members making the requisition; and
- c. must be lodged with the Secretary.

The requisition may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

4.6 If the Committee fails to convene a Special General Meetings to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

4.7 A Special General Meeting convened as referred to in Clause 4.6 must be convened as nearly as practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expense is entitled to be reimbursed by the Club for that expense.

ORDINARY GENERAL MEETINGS

4.8 The Committee may convene ordinary general meetings of the Club as it sees fit but not less than six times per year.

4.9 The business to be transacted at an Ordinary General Meeting is to be limited to non-contentious matters related to the day-to-day running of the Club.

4.10 If any matter brought before an Ordinary General Meeting is deemed to fall outside the scope of 'day-to-day running of the Club' by the member presiding at the meeting or by any two members attending that meeting, the Committee is to refer the matter to a Special General Meeting.

NOTICE OF GENERAL MEETINGS

4.11 The Secretary must, at least 21 days before the date fixed for a general meeting, send a notice specifying the place, date and time of the meeting to each member of the Club.

4.12 The notice referred to in Clause 4.11 is to include:-

- a. in the case of an Annual or Special General Meeting - advice that the meeting is an Annual or Special General Meeting as the case may be and the business proposed to be discussed at the meeting; and
- b. where a Special Resolution is required that fact is to be stated together with the terms of the proposed resolution.

QUORUM AND PROCEDURE

4.13 No item of business may be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering the item.

4.14 Ten members entitled to vote and present in person constitute a quorum for the transaction of business at a general meeting.

4.15 If within half an hour after the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members is to be dissolved and in any other case stands adjourned to be reconvened at a time and place to be determined but no later than 21 days after the date of the original meeting.

4.16 If at the adjourned meeting a quorum is not present within half an hour after the appointed time the members present (being not less than four) constitute a quorum.

PRESIDING MEMBER

4.17 The President or, in the President's absence or inability to act, the Vice-President is to preside over each general meeting of the Club.

4.18 If both the President and the Vice-President are absent from a general meeting or are unable or unwilling to act, the members present are to elect one of their number to preside over the meeting.

ADJOURNMENT

4.19 The member presiding over a general meeting may, with the consent of a majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

VOTING

4.20 Upon any question arising at a general meeting a 'single' membership is entitled to one vote and a 'dual/family' membership is entitled to a maximum of two votes provided always that the persons voting are aged 16 or over.

4.21 All votes must be given personally; proxy voting is not permitted.

4.22 If there is an equality of votes on any question the member presiding at the meeting is entitled to exercise a second or casting vote.

4.23 A member is not entitled to vote at any general meeting of the Club if such member is unfinancial within the terms of Clause 2.19 or has not yet attained 16 years of age.

4.24 Voting at general meetings is to be by show of hands unless a poll is demanded by the member presiding or by not less than three members present in person and entitled to vote.

4.25 In a 'show of hands' vote a declaration by the member presiding that a motion has been carried or lost or an entry to that effect in the minutes of the meeting is evidence of the fact without proof of the number or proportion of votes in favour of or against that motion.

4.26 When a poll is demanded at a general meeting, the poll is to be taken:-

- a. immediately in the case of a poll which relates to the election of a member to preside at the meeting or to the question of an adjournment; or
- b. in any other case, at such time before the close of the meeting as the member presiding directs.

4.27 When a poll is demanded the members present at the meeting are to determine the method of voting and appoint two or more members to count the votes. On completion of the poll the member presiding is to state and the Secretary is to record in the minutes the number of votes for and against the motion and declare whether the motion has been carried or lost.

POSTAL VOTING

4.28 The Committee may resolve to put a motion to the members of the Club in the form of a postal ballot instead of calling a Special General Meeting. A postal ballot may include matters requiring a special resolution.

4.29 A postal ballot is valid provided that the number of ballot papers returned is equal to or greater than the quorum for a general meeting.

4.30 When the Committee resolves to conduct a postal ballot it is to appoint at least two members of the Club, not including the mover or seconder of the motion being voted upon, to conduct the ballot.

SPECIAL RESOLUTION

4.31 A resolution of the Club is a special resolution if it is passed by a majority of at least 75 per cent of such members of the Club as, being entitled under this Constitution so to do, vote by post or in person provided that at least 21 days notice specifying the intention to propose the motion as a special resolution was given in accordance with this Constitution.

4.32 If it is not practicable for the motion to be passed in the manner specified in Clause 4.31 the Committee is to refer the matter to the Commissioner for Consumer Affairs for direction.

4.33 A special resolution is required:-

- a. to amend, repeal or add to this Constitution,
- b. to wind up the Club,
- c. to dispose of surplus assets on winding up,
- d. to amalgamate the Club with another club,
- e. to incorporate the Club as a company, or
- f. to confirm the expulsion or suspension of a member under Clause 2.31.

PART 5

FINANCE

FUNDS

5.1 The Club's funds will be derived from entrance fees, annual subscriptions, donations and, subject to any resolution of the Club in general meeting, such other sources as the Committee determines.

5.2 The Treasurer is to ensure that a receipt is issued in the name of the Club for all money received and that the money is deposited in the Club's bank account without deduction as soon as practicable after receipt.

5.3 All cheques and other negotiable instruments must be signed by two members of the Committee authorised to do so by the Committee. The Committee is to authorise an appropriate level of Petty Cash and the Treasurer is to ensure that payments above the authorised level are made by cheque.

5.4 The income and property of the Club is to be applied solely towards the objects of the Club and no portion thereof may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member of the Club.

5.5 The provisions of Clause 5.4 do not preclude the payment in good faith of remuneration to any member of the Club for any goods or services actually rendered to the Club or the reimbursement of expenditure incurred by a member on behalf of the Club.

FINANCIAL YEAR

5.6 The financial year of the Club commences on 1st October. The subscription year commences on 1st January.

AUDIT OF ACCOUNTS

5.7 At each Annual General Meeting the Club is to appoint an auditor who is not a member of the Club (or two members who are not Committee members) to examine the books and records of the Club and report thereon to the members.

MEMBERS' FINANCIAL LIABILITY

5.8 The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, owed to the Club by the member.

INSURANCE

5.9 The Committee is to ensure that the insurance cover required by Section 44 of the Act is maintained continuously and may effect and maintain such other insurance as it deems necessary.

PART 6

MISCELLANEOUS

PUBLIC OFFICER

6.1 The Committee is to appoint a member of the Club other than the Secretary to be the Public Officer of the Club as required by Sections 22, 23 and 24 of the Act. The Public Officer is to carry out the duties prescribed in the Act and in this Constitution.

COMMON SEAL

6.2 The Public Officer is to retain the common seal of the Club.

6.3 The common seal may not be affixed to any document except with the authority of the Committee and the affixing of the common seal is to be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer.

CUSTODY AND INSPECTION OF BOOKS

6.4 Except as may otherwise be provided in this Constitution the Public Officer, the Secretary and the Treasurer are to assume joint responsibility for the safe custody of all books, records and other documents relating to the Club.

6.5 The books, records and other documents of the Club must be open to inspection, free of charge, by a member of the Club at any reasonable hour.

SERVICE OF NOTICES

6.6 For the purposes of this Constitution, a notice may be served by or on behalf of the Club on any member either personally or by sending it by post to the member at the member's address shown in the register of members.

6.7 If a document is sent to a member by properly addressing, prepaying and posting to the member a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the member at the time at which the letter would have been delivered in the ordinary course of post.

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